

		
IIFL Securities Limited 10th Floor, IIFL Centre Kamala City, Senapati Bapat Marg Lower Parel (West), Mumbai 400 013 Tel: +91 22 4646 4600 E-mail: rcms.ipo@iiflcap.com Website: www.iiflcap.com Investor Grievance ID: ig.ib@iiflcap.com SEBI Registration Number: INM000010940 CIN: L99999MH1996PLC132983	Motilal Oswal Investment Advisors Limited Motilal Oswal Tower, Rahimtullah Sayani Road Opposite Parel ST Depot, Prabhadevi, Mumbai Maharashtra – 400 025, India Tel: +91 22 7193 4380 E-mail: rcms.ipo@motilaloswal.com Website: www.motilaloswalgroup.com Investor Grievance ID: moiaplredressal@motilaloswal.com SEBI Registration Number: INM000011005 CIN: U67190MH2006PLC160583	YES Securities (India) Limited 2nd Floor, YES Bank House Off Western Express Highway, Santacruz East Mumbai 400 055 Tel: +91 22 5091 9650 E-mail: rcms.ipo@ysil.in Website: www.yesinvest.in Investor Grievance ID: igc@ysil.in SEBI Registration Number: INM000012227 CIN: U74992MH2013PLC240971

February 13, 2022

Securities and Exchange Board of India

Southern Regional Office
Corporate Finance Department
Overseas Towers, 7th Floor
756-L, Anna Salai
Chennai 600 002

Kind Attention: Mr. Anuj Kame, Assistant General Manager

Re: Proposed initial public offering of equity shares of ₹ 1 each (the “Equity Shares”) of Radiant Cash Management Services Limited (the “Company”), comprising of a fresh issue of such number of Equity Shares aggregating up to ₹ 600.00 million by the Company (“Fresh Issue”) and an offer for sale of up to 30,125,000 Equity Shares by the Selling Shareholders (“Offer for Sale” and together with the Fresh Issue, the “Offer”)

Dear Sir,

This is with reference to the letter bearing reference no. SEBI/SRO/OW/SG/AK/2022/1461/1 dated January 10, 2022 (the “**Final Observations**”) with respect to the draft red herring prospectus of the Company dated October 8, 2021 (the “**Draft Red Herring Prospectus**” or “**DRHP**”) filed with Securities and Exchange Board of India (“**SEBI**”), in relation to the Offer.

In this regard, based on the confirmations, information and documents made available to us by the Company and our discussions with the representatives of the Company, please find enclosed the following:

- In-seriatim reply to the Final Observations, along with references to the relevant page numbers of the draft of the red herring prospectus (“**UDRHP**”) where such observations have been addressed, attached as **Annexure A**. In-seriatim reply to your observations made in letter dated November 11, 2021 and emails dated December 24, 2021 and January 6, 2022 (the “**Interim Observations**”) with references to the relevant page numbers of the UDRHP are attached as **Annexure A1**, **Annexure A2** and **Annexure A3**, respectively.
- A copy of the UDRHP in track change mode to indicate the changes made to the DRHP and a clean version of the UDRHP without track changes, are attached as **Annexure B** and **Annexure C**, respectively. In track changes, all insertions in the UDRHP appear as underlined text while the deletions appear as strikethrough text. However, for ease of reference, the updated Restated Financial Information have been included without track changes. The page numbers of the UDRHP referred to in this letter are with reference to the clean version of the UDRHP.
- The Company has made a payment of ₹ 30,000 (Rupees Thirty Thousand only) on February 10, 2022 through NEFT (UTR no./ reference no. 42705574497) into SEBI’s bank account number 012210210000007 with Bank of India (Mumbai) towards additional fees as specified in Schedule III of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”), read with Regulation 25(6) and Schedule XVI of the SEBI ICDR Regulations, in respect of updates to certain sections in the UDRHP. The relevant extract as a proof of payment made is attached herewith as **Annexure D**.
- Further, please see below a tabular description of compliance with the requirements as specified in Regulation 25(6), read with Schedule III and Schedule XVI of the SEBI ICDR Regulations:

		
IIFL Securities Limited 10th Floor, IIFL Centre Kamala City, Senapati Bapat Marg Lower Parel (West), Mumbai 400 013 Tel: +91 22 4646 4600 E-mail: rcms.ipo@iiflcap.com Website: www.iiflcap.com Investor Grievance ID: ig.ib@iiflcap.com SEBI Registration Number: INM000010940 CIN: L99999MH1996PLC132983	Motilal Oswal Investment Advisors Limited Motilal Oswal Tower, Rahimtullah Sayani Road Opposite Parel ST Depot, Prabhadevi, Mumbai Maharashtra – 400 025, India Tel: +91 22 7193 4380 E-mail: rcms.ipo@motilaloswal.com Website: www.motilaloswalgroup.com Investor Grievance ID: moiaplredressal@motilaloswal.com SEBI Registration Number: INM000011005 CIN: U67190MH2006PLC160583	YES Securities (India) Limited 2nd Floor, YES Bank House Off Western Express Highway, Santacruz East Mumbai 400 055 Tel: +91 22 5091 9650 E-mail: rcms.ipo@ysil.in Website: www.yesinvest.in Investor Grievance ID: igc@ysil.in SEBI Registration Number: INM000012227 CIN: U74992MH2013PLC240971

(a) **Changes which require fresh filing of the draft offer document with SEBI, along with fees:**

Sr. No.	Nature of Update	Applicability
(i)	Change in promoter of the issuer.	Not applicable
(ii)	Change in more than half of the board of directors of the issuer.	Not applicable
(iii)	Change in main object clause of the issuer.	Not applicable
(iv)	Any addition to objects of the issue resulting in an increase in the estimated issue size or estimated means of finance by more than twenty per cent.	Not applicable
(v)	If there are grounds to believe that there is an exacerbation of risk on account of deletion of an object resulting in a decrease in issue size by more than twenty per cent.	Not applicable
(vi)	Any increase or decrease: a) In case of a fresh issue: any increase or decrease in estimated issue size by more than twenty per cent of the estimated issue size; or b) In case of an offer for sale: any increase or decrease in either the number of shares offered for sale or the estimated issue size, by more than fifty per cent.; or c) In case of an issue comprising of both fresh issue and offer for sale: the respective limits as above shall apply.	Not applicable
(vii)	Any increase in estimated deployment in any of the objects of the issue by more than twenty per cent.	Not applicable
(viii)	Changes which may result in non-compliance with the provisions of the SEBI ICDR Regulations and the lead managers or the issuer do not intend to seek relaxation under Regulation 303 of the SEBI ICDR Regulations.	Not applicable

(b) **Changes which require filing of the updated offer document with SEBI, along with fees:**

Sr. No.	Particulars	Applicability
(i)	Section 1: Risk Factors Any material development which may result in potential risk and may require updation in this section.	Applicable. The risk factors disclosed in the section titled “ <i>Risk Factors</i> ” of the UDRHP, have been revised to reflect: (a) the updates pursuant to inclusion of the Restated Financial Information as at and for the six months period ended September 30, 2021; (b) updated operational data pertaining to the business of the Company, as of December 31, 2021; (c) updates/additions to risk factors pursuant to our response to Interim Observations and the Final Observations; (d) updated status of outstanding legal proceedings; and (e) certain other legal and factual updates post filing of the DRHP, with respect to the disclosures included in this section.
(ii)	Section 2: Capital Structure An aggregate increase of 5 per cent or more in the shareholding of the	Not applicable.

		
IIFL Securities Limited 10th Floor, IIFL Centre Kamala City, Senapati Bapat Marg Lower Parel (West), Mumbai 400 013 Tel: +91 22 4646 4600 E-mail: rcms.ipo@iiflcap.com Website: www.iiflcap.com Investor Grievance ID: ig.ib@iiflcap.com SEBI Registration Number: INM000010940 CIN: L99999MH1996PLC132983	Motilal Oswal Investment Advisors Limited Motilal Oswal Tower, Rahimtullah Sayani Road Opposite Parel ST Depot, Prabhadevi, Mumbai Maharashtra – 400 025, India Tel: +91 22 7193 4380 E-mail: rcms.ipo@motilaloswal.com Website: www.motilaloswalgroup.com Investor ID: moiaplredressal@motilaloswal.com Grievance ID: moiaplredressal@motilaloswal.com SEBI Registration Number: INM000011005 CIN: U67190MH2006PLC160583	YES Securities (India) Limited 2nd Floor, YES Bank House Off Western Express Highway, Santacruz East Mumbai 400 055 Tel: +91 22 5091 9650 E-mail: rcms.ipo@ysil.in Website: www.yesinvest.in Investor Grievance ID: igc@ysil.in SEBI Registration Number: INM000012227 CIN: U74992MH2013PLC240971

Sr. No.	Particulars	Applicability
	promoter or promoter group or an aggregate increase of 5 per cent or more in the shareholding of the top ten shareholders.	
(iii)	Section 3: Issue Size Any addition or deletion to the objects of the issue resulting in a change in the estimated issue size or estimated means of finance by more than 10 per cent and not exceeding 20 per cent.	Not applicable.
(iv)	Section 4: Management Appointment of any new director.	Not applicable. No new directors have been appointed to the Board of Directors of the Company since the filing of the DRHP.
(v)	Section 5: Promoter Group Any addition to the promoter group or group companies.	Not applicable. There has been no addition to the Promoter Group or Group Companies since the filing of the DRHP.
(vi)	Section 6: Financial Statements Any variation in net profit after tax or net loss and/ or extraordinary items in excess of 10 per cent over the last updated financials included in the draft offer document.	Applicable. The Restated Financial Information included in the UDRHP has been updated to comprise financial information as of and for the six months ended September 30, 2021 and for the financial years ended March 31, 2021, March 31, 2020 and March 31, 2019.
(vii)	Section 7: Legal and other information Any new litigation or any development about a pending litigation which is considered material by the lead manager(s).	Applicable. The section ‘ <i>Outstanding Litigation and Material Developments</i> ’ has been updated in the UDRHP to reflect changes in the status of the legal proceedings disclosed in the DRHP, where applicable, post filing of the DRHP, as applicable.

E. Key updates

In addition to changes to comply with the Final Observations and the Interim Observations and other correspondences with the Stock Exchanges, please see below the key updates since the date of the DRHP in relation to the Company and the Offer that have been included in the UDRHP:

1. In-principle Listing Approvals

The Company has received in-principle listing approvals from BSE Limited (the “BSE”) and National Stock

		
IIFL Securities Limited 10th Floor, IIFL Centre Kamala City, Senapati Bapat Marg Lower Parel (West), Mumbai 400 013 Tel: +91 22 4646 4600 E-mail: rcms.ipo@iiflcap.com Website: www.iiflcap.com Investor Grievance ID: ig.ib@iiflcap.com SEBI Registration Number: INM000010940 CIN: L99999MH1996PLC132983	Motilal Oswal Investment Advisors Limited Motilal Oswal Tower, Rahimtullah Sayani Road Opposite Parel ST Depot, Prabhadevi, Mumbai Maharashtra – 400 025, India Tel: +91 22 7193 4380 E-mail: rcms.ipo@motilaloswal.com Website: www.motilaloswalgroup.com Investor ID: moiaplredressal@motilaloswal.com Grievance ID: moiaplredressal@motilaloswal.com SEBI Registration Number: INM000011005 CIN: U67190MH2006PLC160583	YES Securities (India) Limited 2nd Floor, YES Bank House Off Western Express Highway, Santacruz East Mumbai 400 055 Tel: +91 22 5091 9650 E-mail: rcms.ipo@ysil.in Website: www.yesinvest.in Investor Grievance ID: igc@ysil.in SEBI Registration Number: INM000012227 CIN: U74992MH2013PLC240971

Exchange of India Limited (the “NSE”) for the listing of the Equity Shares pursuant to letters bearing reference nos. LO\IPO\SC\IP\268\2021-22 dated November 12, 2021 and NSE/LIST/1307 dated November 11, 2021, respectively. The receipt of the in-principle approvals from the BSE and the NSE have been submitted with SEBI by way of our email dated December 23, 2021.

2. Appointment of Designated Stock Exchange

The Company has appointed NSE as the designated stock exchange for the purpose of the Offer. Appropriate disclosures to this effect have been incorporated in the UDRHP.

3. Appointment of Escrow Collection Bank, Refund Bank, Public Offer Account Bank, Sponsor Bank, Syndicate Member, Share Escrow Agent and Monitoring Agency

For the purpose of the Offer, Motilal Oswal Financial Services Limited shall be acting as the Syndicate Member for the Offer. Additionally, Link Intime India Private Limited has been appointed as the Share Escrow Agent. The Escrow Collection Bank, Refund Bank, Public Offer Account Bank and Sponsor Banks shall be appointed prior to the filing of the RHP. The agreements with these intermediaries (“**RHP Stage Agreements**”) will be executed prior to the filing of the RHP with the RoC. The details of the Syndicate Member and the Share Escrow Agent have been updated in all relevant sections of the UDRHP and the details of the Escrow Collection Bank, the Refund Bank, the Public Offer Account Bank, the Sponsor Bank, shall be updated in all relevant sections of the RHP prior to filing with the RoC.

4. Updates to Financial Information

The financial information of the Company has been updated in the UDRHP to include the restated financial information of the Company, as at September 30, 2021, March 31, 2021, March 31, 2020 and March 31, 2019 and the examination report thereon (“**Restated Financial Information**”). Accordingly, the entire sections titled, “*Summary Financial Information*” and “*Financial Information*” on pages 55 and 191 of the UDRHP have been updated. Further, in view of this updated financial information being available, the sections titled “*Offer Document Summary*”, “*Risk Factors*”, “*Basis for Offer Price*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 17, 24, 92, 138 and 280, respectively, of the UDRHP have also been updated. In addition, the section titled “*Statement of Special Tax Benefits*” has been replaced with the revised statement of possible tax benefits provided by the Statutory Auditor of the Company in the UDRHP.

The financial statements of the Company for Fiscal 2020 and Fiscal 2019 prepared by the Company in accordance with Indian GAAP have been subjected to re-audit by M/s RPSV & Co., Chartered Accountants for the purpose of complying with the requirement of having the financial statements re-audited by an auditor holding a valid peer review certificate issued by the “Peer Review Board” of the Institute of Chartered Accountants of India in accordance with the requirements of the SEBI ICDR Regulations. M/s RPSV & Co. have issued a report on the above special purpose audited financials for Fiscal 2019 and Fiscal 2020 dated January 25, 2022.

5. Updates in the business and operational data

The UDRHP has been updated to reflect updates to the business and operations of the Company since the filing of the DRHP. The operational data and key performance indicators as disclosed in the DRHP, have been updated to include details as of December 31, 2021, in relation to certain data included in the section titled “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on page 280 of the UDRHP. In view of the updated business and operational data being available, the sections titled “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and*

		
IIFL Securities Limited 10th Floor, IIFL Centre Kamala City, Senapati Bapat Marg Lower Parel (West), Mumbai 400 013 Tel: +91 22 4646 4600 E-mail: rcms.ipo@iiflcap.com Website: www.iiflcap.com Investor Grievance ID: ig.ib@iiflcap.com SEBI Registration Number: INM000010940 CIN: L99999MH1996PLC132983	Motilal Oswal Investment Advisors Limited Motilal Oswal Tower, Rahimtullah Sayani Road Opposite Parel ST Depot, Prabhadevi, Mumbai Maharashtra – 400 025, India Tel: +91 22 7193 4380 E-mail: rcms.ipo@motilaloswal.com Website: www.motilaloswalgroup.com Investor Grievance ID: moiaplredressal@motilaloswal.com SEBI Registration Number: INM000011005 CIN: U67190MH2006PLC160583	YES Securities (India) Limited 2nd Floor, YES Bank House Off Western Express Highway, Santacruz East Mumbai 400 055 Tel: +91 22 5091 9650 E-mail: rcms.ipo@ysil.in Website: www.yesinvest.in Investor Grievance ID: igc@ysil.in SEBI Registration Number: INM000012227 CIN: U74992MH2013PLC240971

Results of Operations” on pages 24, 138 and 280, respectively, of the UDRHP have also been updated.

6. Updates in industry data

The UDRHP has been updated to reflect updates to certain industry information based on the report titled “*Assessment of Cash Logistics Market in India*” dated October 6, 2021 and subsequently updated on February 11, 2022 issued by Frost & Sullivan. In view of the updated data being available, the sections titled “*Our Business*”, “*Industry Overview*”, “*Management’s Discussion and Analysis of Financial Conditional and Results of Operations*” and “*Offer Document Summary*” on pages 138, 99, 280 and 17, respectively, of the UDRHP have been updated.

7. Changes in Outstanding Litigation and Other Material Developments

The sections of the UDRHP titled, “*Outstanding Litigation and Other Material Developments*”, “*Offer Document Summary*” and “*Risk Factors*”, on pages 311, 17 and 24, respectively, have been updated to include the current status of litigation disclosures made in the DRHP.

8. Price information of past issues

The price information of past issues of the BRLMs has been updated in the UDRHP to reflect the updates since the date of filing of the DRHP. Further, updates, if any, in the price information of past issues will be made prior to RHP filing with RoC.

9. Regulatory updates

In respect of all applicable requirements outlined by the SEBI ICDR (Amendment) Regulations, 2022, that are effective from April 1, 2022, necessary updates have been in the UDRHP or will be made in the RHP prior to the filing of the same with the RoC. The cover page of the UDRHP has been updated as per the format provided in the SEBI circular dated February 4, 2022 (“**February 4 Circular**”), including the QR code to the website of the BRLMs wherein the RHP to be filed with the RoC shall be available.

Information contained in the DRHP, including in the sections titled “*Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation*”, “*Forward-looking Statements*”, “*The Offer*”, “*General Information*”, “*Capital Structure*”, “*Objects of the Offer*”, “*History and Certain Corporate Matters*”, “*Our Management*”, “*Our Promoters and Promoter Group*”, “*Related Party Transactions*”, “*Dividend Policy*”, “*Other Financial Information*”, “*Capitalisation Statement*”, “*Government and Other Approvals*”, “*Other Regulatory and Statutory Disclosures*”, “*Offer Structure*”, “*Offer Procedure*” and “*Material Contracts and Documents for Inspection*”, has been updated in the UDRHP to reflect the position as of a recent date, including pursuant to amendments to applicable law.

Prior to filing the RHP with the RoC, the details of processing fees payable to SCSBs and the Sponsor Bank, commissions payable to Registered Brokers and selling commissions payable to the Designated Intermediaries will be updated in the RHP.

The finalised schedule of the Offer including the Bid/Offer Period and the Anchor Investor Bid/ Offer Period, will be disclosed in the RHP prior to filing with the RoC. The Price Band, the Minimum Bid Lot size and discount (if any) will be advertised at least two Working Days prior to the Bid/Offer Opening Date, in accordance with the SEBI ICDR Regulations. As required under the Final Observations, we shall submit a draft copy of the Price Band advertisement to the SEBI in advance before its publication in the relevant newspapers.

We confirm that all amendments, suggestions and observations advised by SEBI, to the extent applicable, have

		
IIFL Securities Limited 10th Floor, IIFL Centre Kamala City, Senapati Bapat Marg Lower Parel (West), Mumbai 400 013 Tel: +91 22 4646 4600 E-mail: rcms.ipo@iiflcap.com Website: www.iiflcap.com Investor Grievance ID: ig.ib@iiflcap.com SEBI Registration Number: INM000010940 CIN: L99999MH1996PLC132983	Motilal Oswal Investment Advisors Limited Motilal Oswal Tower, Rahimtullah Sayani Road Opposite Parel ST Depot, Prabhadevi, Mumbai Maharashtra – 400 025, India Tel: +91 22 7193 4380 E-mail: rcms.ipo@motilaloswal.com Website: www.motilaloswalgroup.com Investor Grievance ID: moiaplredressal@motilaloswal.com SEBI Registration Number: INM000011005 CIN: U67190MH2006PLC160583	YES Securities (India) Limited 2nd Floor, YES Bank House Off Western Express Highway, Santacruz East Mumbai 400 055 Tel: +91 22 5091 9650 E-mail: rcms.ipo@ysil.in Website: www.yesinvest.in Investor Grievance ID: igc@ysil.in SEBI Registration Number: INM000012227 CIN: U74992MH2013PLC240971

been incorporated in the UDRHP.

We confirm that no further changes, except formatting changes, changes to correct grammatical or other errors, if any, changes as indicated in this letter and changes carried out in order to update any information that is being provided in the UDRHP, until the date of filing of the RHP with the RoC shall be effected to the RHP without the specific written consent of SEBI.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to such terms in the DRHP.

We request you to kindly take the same on record.

Should you require any further information or clarifications, please feel free to contact any of the following officials of IIFL Securities Limited:

Contact Person	Mobile no.	Email
Mukesh Garg	+91 70450 20612	mukesh.garg@iiflcap.com
Pinak Rudra Bhattacharyya	+91 99675 81555	pinak@iiflcap.com

Thanking you.

Sincerely,

Enclosure: As above.

		
IIFL Securities Limited 10th Floor, IIFL Centre Kamala City, Senapati Bapat Marg Lower Parel (West), Mumbai 400 013 Tel: +91 22 4646 4600 E-mail: rcms.ipo@iiflcap.com Website: www.iiflcap.com Investor Grievance ID: ig.ib@iiflcap.com SEBI Registration Number: INM000010940 CIN: L99999MH1996PLC132983	Motilal Oswal Investment Advisors Limited Motilal Oswal Tower, Rahimtullah Sayani Road Opposite Parel ST Depot, Prabhadevi, Mumbai Maharashtra – 400 025, India Tel: +91 22 7193 4380 E-mail: rcms.ipo@motilaloswal.com Website: www.motilaloswalgroup.com Investor Grievance ID: moia@redressal@motilaloswal.com SEBI Registration Number: INM000011005 CIN: U67190MH2006PLC160583	YES Securities (India) Limited 2nd Floor, YES Bank House Off Western Express Highway, Santacruz East Mumbai 400 055 Tel: +91 22 5091 9650 E-mail: rcms.ipo@ysil.in Website: www.yesinvest.in Investor Grievance ID: igc@ysil.in SEBI Registration Number: INM000012227 CIN: U74992MH2013PLC240971

[This page forms an integral part of the cover letter submitted by the BRLMs in relation to the initial public offering by Radiant Cash Management Services Limited]

For IIFL Securities Limited



Authorized Signatory

Name: Mukesh Garg

Designation: Vice President

Contact: +91 70450 20612

Email: mukesh.garg@iiflcap.com

		
IIFL Securities Limited 10th Floor, IIFL Centre Kamala City, Senapati Bapat Marg Lower Parel (West), Mumbai 400 013 Tel: +91 22 4646 4600 E-mail: rcms.ipo@iiflcap.com Website: www.iiflcap.com Investor Grievance ID: ig.ib@iiflcap.com SEBI Registration Number: INM000010940 CIN: L99999MH1996PLC132983	Motilal Oswal Investment Advisors Limited Motilal Oswal Tower, Rahimtullah Sayani Road Opposite Parel ST Depot, Prabhadevi, Mumbai Maharashtra – 400 025, India Tel: +91 22 7193 4380 E-mail: rcms.ipo@motilaloswal.com Website: www.motilaloswalgroup.com Investor Grievance ID: moiaplredressal@motilaloswal.com SEBI Registration Number: INM000011005 CIN: U67190MH2006PLC160583	YES Securities (India) Limited 2nd Floor, YES Bank House Off Western Express Highway, Santacruz East Mumbai 400 055 Tel: +91 22 5091 9650 E-mail: rcms.ipo@ysil.in Website: www.yesinvest.in Investor Grievance ID: igc@ysil.in SEBI Registration Number: INM000012227 CIN: U74992MH2013PLC240971




[This page forms an integral part of the cover letter submitted by the BRLMs in relation to the initial public offering by Radiant Cash Management Services Limited]

For Motilal Oswal Investment Advisors Limited



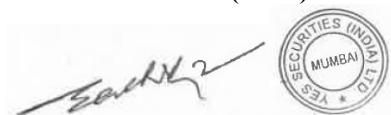
Authorised Signatory

Name: Subodh Mallya
Designation: Vice President
Contact Number: +91 9004672258
Email: subodh.mallya@motilaloswal.com

 IIFL SECURITIES		
IIFL Securities Limited 10th Floor, IIFL Centre Kamala City, Senapati Bapat Marg Lower Parel (West), Mumbai 400 013 Tel: +91 22 4646 4600 E-mail: rcms.ipo@iiflcap.com Website: www.iiflcap.com Investor Grievance ID: ig_ib@iiflcap.com SEBI Registration Number: INM000010940 CIN: L99999MH1996PLC132983	Motilal Oswal Investment Advisors Limited Motilal Oswal Tower, Rahimtullah Sayani Road Opposite Parel ST Depot, Prabhadevi, Mumbai Maharashtra – 400 025, India Tel: +91 22 7193 4380 E-mail: rcms.ipo@motilaloswal.com Website: www.motilaloswalgroup.com Investor Grievance ID: moiapredressal@motilaloswal.com SEBI Registration Number: INM000011005 CIN: U67190MH2006PLC160583	YES Securities (India) Limited 2nd Floor, YES Bank House Off Western Express Highway, Santacruz East Mumbai 400 055 Tel: +91 22 5091 9650 E-mail: rcms.ipo@ysil.in Website: www.yesinvest.in Investor Grievance ID: igc@ysil.in SEBI Registration Number: INM000012227 CIN: U74992MH2013PLC240971

[This page forms an integral part of the cover letter submitted by the BRLMs in relation to the initial public offering by Radiant Cash Management Services Limited]

For YES Securities (India) Limited



Authorized Signatory

Name: Sachin Kapoor

Designation: SVP

Contact: +91 22 5091 9650

Email: sachin.kapoor@ysil.in

ANNEXURE A

In-seriatim reply to the Final Observations

Please see below our point-wise responses to the clarifications sought by you:

S. No.	Clarifications sought	Responses	UDRHP Page No.
Annexure I: Observations			
1.	It may be noted that competent authority has acceded to the request of BRLMs and issuer dated October 08, 2021 and has relaxed the strict enforcement of regulation 2(1)(pp) of SEBI (ICDR) Regulations, 2018 with regard to the disclosures / confirmation pertaining to Mr. John Devasahayam as a part of the Promoter Group of Radiant Cash Management Services Limited. It may be noted that said exemption and relaxation are provided based on the facts of the instant case and shall not be quoted as a precedent in future cases. BRLMs are advised to make appropriate disclosures in the offer document regarding the exemption and relaxation along with the grounds for seeking exemption.	<p>Complied with.</p> <p>Appropriate disclosures in this regard have been made in the section “<i>Our Promoters and Promoter Group – Our Promoter Group – Natural Persons</i>”. For ease of reference, the said disclosure (as underlined) appears hereunder:</p> <p><u>“<i>Our Company has received an exemption from SEBI under Regulation 300(1)(c) of the SEBI ICDR Regulations, from identifying and disclosing, Mr. John Devasahayam, brother of our Promoter, Col. David Devasahayam, and any details regarding or pertaining to Mr. John Devasahayam, as member of Promoter Group, and from disclosing information and confirmations regarding him and from such entities, as may be required under the SEBI ICDR Regulations. Mr. John Devasahayam has been excluded from the Promoter Group on account of his unwillingness to be considered a part of the promoter group of the Company. Accordingly, the above list of members of our Promoter Group does not include entities in which he may be interested.</i>”</u></p> <p>We have also updated the relevant risk factor as follows:</p> <p><i>“The Promoter Group does not include Mr. John Devasahayam, brother of Col. David Devasahayam, or any entity in which he may have an interest.</i></p> <p><i>The Promoter Group does not include Mr. John Devasahayam, brother of Col. David Devasahayam, or any entity in which he may be interested, in accordance with the requirements of the applicable provisions of the SEBI ICDR Regulations. Mr. John Devasahayam has never been a shareholder of the Company, or been a director of the Company or an employee of the Company or been involved in the management of the Company at any point in time since its incorporation. We have not been able to obtain any information or undertakings from Mr. John Devasahayam, or any entity in which he may have an interest, as the case may be, as is customarily obtained in offerings in the nature of the Offer, for the purposes of disclosure in this Draft Red Herring Prospectus.</i></p> <p><i>Our Company has received an exemption from SEBI under Regulation 300(1)(c) of the SEBI ICDR Regulations, from identifying and disclosing, Mr. John Devasahayam and any details regarding or pertaining to Mr. John</i></p>	38, 195

S. No.	Clarifications sought	Responses	UDRHP Page No.
		<i>Devasahayam, as member of Promoter Group, and from disclosing information and confirmations regarding him and from such entities, as required under the SEBI ICDR Regulations. As such, this Draft Red Herring Prospectus does not contain any information or undertakings in relation to Mr. John Devasahayam, or an entity in which he may have an interest.”</i>	
2.	Please refer to our letter / emails dated November 11, 2021 and your letter / e-mails dated November 29, 2021 and all other correspondences exchanged. LM is advised to ensure compliance with the undertakings given vide letter dated November 29, 2021.	<p>Complied with and noted for compliance.</p> <p>For ease of reference, please see Annexure A1, Annexure A2 and Annexure A3. The relevant changes pursuant to the responses to the Interim Observations have been included in the UDRHP after taking into consideration the factual updates, as applicable.</p>	-
3.	LM is advised to provide in RHP the Price at which specified security was acquired in the last 3 years, by each of the promoters, promoter group, selling shareholders, shareholders entitled with right to nominate directors or any other rights. Following details may be disclosed for such transactions in tabular format - name of acquirer, date of acquisition, number of shares acquired and acquisition price per share.	<p>Complied with.</p> <p>Appropriate disclosures in this regard have been made in the section “<i>Capital Structure – Notes to the Capital Structure – History of build-up of Promoters’ and Selling Shareholders’ shareholding and lock-in of Promoters’ shareholding including Promoters’ contribution</i>”.</p>	73-78
4.	Observation on Risk Factors:		-
i.	LM shall ensure that the risk factors, to the extent possible, should disclose specific as well as financial / economic impact on the company rather than being generic.	Complied with to the extent applicable.	24-53
ii.	LM shall ensure that risk factors that portray possible occurrences of certain events or situations should	Complied with to the extent applicable.	24-53

S. No.	Clarifications sought	Responses	UDRHP Page No.
	also indicate whether such events or situations have actually taken place in the past. If not, it should be clearly mentioned that no such events had happened in the past.		
iii.	Under risk factor 3, LM shall include the impact (both qualitative and quantitative) of proliferation of payment options other than cash, digital payments, etc., on the company's business, operations, financial conditions, cash flows, etc. in the past three years.	<p>Complied with.</p> <p>It may be noted that the qualitative impact of adoption of non-cash methods has been set out in the risk factor in the following manner:</p> <p><i>“In the event such government initiatives take effect and achieve what they set out to accomplish, or there is a shift in consumer trends in India with respect to the use of cashless payment methods or there is a decline in the use of cash as a mode of payment for any other reason, there may, for example, be a reduction in the amount of cash in circulation or less need for cash to be transported, which could result in our customers having less need for our cash management services. It could also result in a decline in the use of cash as a mode of payment in India. This would also adversely affect our future plans and strategies, which is largely linked to the volume of cash handled by us. Any such development would have an adverse effect on our business, decrease the demand for our cash management services, our results of operations, cash flows and financial condition.”</i></p> <p>The Risk Factor has been modified in the UDRHP as follows:</p> <p><i>“A decrease in the availability or use of cash as the predominant mode of payment in India could have an adverse effect on our business, results of operations, cash flows and financial condition.</i></p> <p><i>Our business and results of operations are significantly dependent on the use of cash remaining the predominant mode of payment in India. In the six month period ended September 30, 2021 and each of Fiscal 2021, Fiscal 2020 and Fiscal 2019, we derived ₹1,300.66 million (99.74%), ₹ 2,211.03 million (99.74%), ₹ 2,459.84 million (99.08%) and ₹ 2,178.60 million (98.61%) of our total revenues from operations relating to transport, handling or management of cash. The use of cash as the predominant method of payment in India has historically been driven primarily by consumer and retailer preferences for cash, and challenges related to cashless and other methods of non-cash payments, including limitations on the availability and security of such methods of payments and the additional surcharges and fees often levied for their use. However, the proliferation of payment options other than cash, including credit cards, debit cards, POS terminals, stored-value cards, UPI and mobile payments has increased significantly in India in recent years, and a continued shift in consumer trends in India with respect to the use of cashless payment methods could result in a significant reduction in the use of cash as a payment</i></p>	27

S. No.	Clarifications sought	Responses	UDRHP Page No.															
		<p><i>method. As per Frost & Sullivan, India is still highly reliant on cash as witnessed by the fact that of the total transactions made in the country, only 11% are non-cash related transactions. While digitalization attempts have resulted in an increase in card and UPI payments, cash payments are likely to continue to dominate, with 61 percent of transactions conducted via cash by Fiscal 2025. (Source: Company Commissioned F&S Report)</i></p> <p>[...]</p>																
iv.	Under risk factor 4, LM shall include a table highlighting, on an yearly basis, the insurance coverage (individual sanctioned limits, if any). along with the actual coverage (losses covered) provided for the said losses, instances where coverage has been denied, including on account of delay in reporting. Also disclose past instances where claims have exceeded insurance cover and impact on company's financials.	<p>Complied with.</p> <p>The Risk Factor has been updated in the UDRHP as follows:</p> <p><i>“Our business is exposed to operational risks for which we have incurred and expect to continue to incur risk costs and penalties. Any material increase in these costs could have an adverse effect on our business, results of operations and financial condition.</i></p> <p><i>Given the large volumes of cash we handle, we are exposed to various operational risks, including armed robbery, end-customer or third-party fraud, theft or embezzlement by employees or personnel hired by us on contract, reporting errors, both deliberate and inadvertent, and failure to meet specific requirements (e.g., reporting within a specified time period, etc.) under applicable service agreements for which we may incur penalty charges.</i></p> <p><i>In particular, we may be subject to cash lost in transit, as a result of, amongst others, theft, robbery, misappropriation, infidelity and embezzlement by employees or cash executives engaged by us on contract during transport. Cash lost in transit for Fiscal Years 2019, 2020, 2021 and in the three months ended June 30, 2021, was ₹ 47.97 million, ₹ 25.16 million, ₹ 26.96 million and ₹ 5.63 million, respectively. Below are the details of cash loss in transit for periods and insurance coverage for the respective periods:</i></p> <p style="text-align: right;"><i>(₹ in million)</i></p> <table><tr><th><u>Particulars</u></th><th><u>Six months ended September 30, 2021</u></th><th><u>Fiscal 2021</u></th><th><u>Fiscal 2020</u></th><th><u>Fiscal 2019</u></th></tr><tr><td><u>Cash lost in transit</u></td><td><u>8.71</u></td><td><u>26.96</u></td><td><u>25.16</u></td><td><u>47.97</u></td></tr><tr><td><u>Insurance coverage for cash lost in transit</u></td><td><u>₹ 50 million per vehicle per loss and ₹ 500 million per location per loss. No upper limit.</u></td><td><u>₹ 50 million per vehicle per loss and ₹ 500 million per location per loss. No upper</u></td><td><u>₹ 50 million per vehicle per loss and ₹ 500 million per location per loss. No upper</u></td><td><u>₹ 50 million per vehicle per loss and ₹ 500 million per location per</u></td></tr></table>	<u>Particulars</u>	<u>Six months ended September 30, 2021</u>	<u>Fiscal 2021</u>	<u>Fiscal 2020</u>	<u>Fiscal 2019</u>	<u>Cash lost in transit</u>	<u>8.71</u>	<u>26.96</u>	<u>25.16</u>	<u>47.97</u>	<u>Insurance coverage for cash lost in transit</u>	<u>₹ 50 million per vehicle per loss and ₹ 500 million per location per loss. No upper limit.</u>	<u>₹ 50 million per vehicle per loss and ₹ 500 million per location per loss. No upper</u>	<u>₹ 50 million per vehicle per loss and ₹ 500 million per location per loss. No upper</u>	<u>₹ 50 million per vehicle per loss and ₹ 500 million per location per</u>	27
<u>Particulars</u>	<u>Six months ended September 30, 2021</u>	<u>Fiscal 2021</u>	<u>Fiscal 2020</u>	<u>Fiscal 2019</u>														
<u>Cash lost in transit</u>	<u>8.71</u>	<u>26.96</u>	<u>25.16</u>	<u>47.97</u>														
<u>Insurance coverage for cash lost in transit</u>	<u>₹ 50 million per vehicle per loss and ₹ 500 million per location per loss. No upper limit.</u>	<u>₹ 50 million per vehicle per loss and ₹ 500 million per location per loss. No upper</u>	<u>₹ 50 million per vehicle per loss and ₹ 500 million per location per loss. No upper</u>	<u>₹ 50 million per vehicle per loss and ₹ 500 million per location per</u>														

S. No.	Clarifications sought	Responses					UDRHP Page No.
				<u>limit.</u>	<u>limit.</u>	<u>loss. No upper limit.</u>	
		<u>Uninsured cash lost in transit</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	
v.	Under risk factor 6, LM shall disclose impact of covid-19 on the revenue and profits of the company in the F.Y.	<p><i>The insurance coverage ratio as on September 30, 2021 is 100%. We have not experienced any instances of uninsured losses for cash loss in transit or instances wherein the claims have exceeded the insurance coverage in respect of cash loss in transit for any of the six months ended September 30, 2021, Fiscal 2021, Fiscal 2020 or Fiscal 2019. Though a significant portion of the aforesaid amounts would be covered through the insurance obtained by us, loss due to standard deductions for each claim and potential rejection of insurance claims could adversely affect our profitability. Instances such as those described above may also lead to termination of our services by the customer, as well as initiation of legal proceedings against us, <u>which we have not witnessed in the last three years.</u> Additionally, losses incurred by our customers may be required to be reimbursed by us in terms of the services agreements which we enter into. <u>The amounts reimbursed by the Company in the six months ended September 30, 2021, Fiscal 2021, Fiscal 2020 and Fiscal 2019 have been considered as part of the total cash lost in transit, as disclosed above. While we have not experienced any instances of our losses exceeding our insurance coverage in the past three years, the</u> scope of our insurance coverage may not be sufficient to cover the resulting liability, and in such instances, the loss would have to be borne by us and our business, results of operations, cash flows and financial performance could be adversely affected. Moreover, loss claims for which insurance coverage is denied or which is in excess of the insurance coverage for single incidence or single location could have an adverse effect on our business, results of operations, cash flows and financial condition. Further, we cannot assure you that we will be able to report claims for insurance within the specified time limit or in the manner prescribed in our insurance policies, and in such instances, we face the possibility of our claims being rejected. In addition, <u>while we have not experienced any instances of rejection of our insurance renewal requests in the past three financial years,</u> our insurance coverage may expire from time to time, and while we apply for the renewal of our insurance coverage in the normal course of our business, we cannot assure you that such renewals will be granted in a timely manner, or at all. Further, our future insurance premiums may increase significantly because of high number of claims that we may make, or for any other reason such as increased risk perception of this industry by the insurers or re-insurers. Any such increase could have an adverse effect on our business, results of operations, cash flows and financial condition. For further details, please see “Our Business – Insurance” on page 159.</i></p> <p>[...]</p>					29

S. No.	Clarifications sought	Responses	UDRHP Page No.
	2019-20, F.Y. 2020-21 and F.Y. 2021-22 YTD.	<p>quantifiable for any of Fiscal 2020, Fiscal 2021 or Fiscal 2022 (till September 30, 2021). The impact to the extent quantifiable has been disclosed by way of relevant operational metrics. Accordingly, the Risk Factor has been updated in the UDRHP as follows:</p> <p><i>The COVID-19 pandemic has had and continues to have adverse effects on the business, its operations and financial condition. The impact of the pandemic cannot be predicted, and the future remains uncertain.</i></p> <p><i>The COVID-19 pandemic has created unique global and industry-wide challenges, including challenges to many aspects of our business. The COVID-19 pandemic has impacted most countries, including India, and resulted in quarantines, travel restrictions, limitations on social or public gatherings, and the temporary closure of business venues. The pandemic has resulted in substantial volatility in global financial markets, increased unemployment and operational challenges, such as the temporary closures of businesses, sheltering-in-place directives and increased remote work protocols, which have significantly slowed down economic activity. These have all contributed to negative economic impact on the Indian economy and consequently on our business and operations.</i></p> <p><i>The demand for our services and the services of our customers has been significantly impacted as a result of COVID-19. <u>For example, the total number of end-users declined from 3,014 in Fiscal 2020 to 2,276 for nine months period ended December 31, 2021, while the total number of touch points serviced declined from 47,270 in Fiscal 2020 to 47,137 for nine months period ended December 31, 2021. Further, our average daily volume of cash moved from all customers in Fiscal 2021 declined to ₹ 3,649 million from ₹ 4,303 million in Fiscal 2020 and the annual cash movement declined from ₹ 1,290,773 million for Fiscal 2020 to ₹ 912,216 million for Fiscal 2021.</u> Our Company as a frontline business is exposed to lockdowns, economic disruptions and loss of lives for our employees and our contract personnel. The long-term trajectory of the COVID-19 pandemic and the effects of mutations in the virus, both in terms of scope and intensity of the pandemic, together with their impact on our industry and the broader economy, are still difficult to assess or predict and pose ongoing and significant uncertainties that will be difficult to quantify. If the situation worsens in India, or if there is not a material recovery in the Indian economy, our business, results of operations and financial condition could be materially and adversely affected.</i></p> <p>[...]"</p>	
vi.	Under risk factor 8, LM shall disclose the impact of demonetisation on the business, operations, cash flows and financial condition of the company,	<p>Complied with.</p> <p>It may be noted that despite the imposition of demonetisation, the results of operations of the Company for the respective years were not adversely impacted. To the extent that the business was impacted for a limited period on</p>	30

S. No.	Clarifications sought	Responses	UDRHP Page No.
	along with the preparedness of the company for similar measures / conditions in the future.	<p>account of the reduced cash in circulation, we have already included the following statement in the Risk Factor.</p> <p><i>The cash management industry, together with our Company, were significantly impacted by this, as the circulation of cash decreased following demonetisation. Further, during this time our retail cash management services business was severely impacted, as the demand of our retail customers for our services decreased significantly following demonetisation.</i></p> <p>Further, the Risk Factor has been updated in the UDRHP as follows:</p> <p><i>“The currency demonetisation measures imposed by the GoI in November 2016 had a significant impact on the Indian economy and cash circulation in India and there is uncertainty whether similar unanticipated measures could be adopted by the GoI in the future. Similar measures, if implemented in the future, may have an adverse effect on our business, results of operations, cash flows and financial condition.</i></p> <p><i>On November 8, 2016, the GoI withdrew the legal tender of ₹500 and ₹1,000 denominations of bank notes. Pursuant to this currency demonetisation, these high denomination notes could no longer be used for transactions (except in few notified sectors for a short period of time) or exchange purposes and consequently had no value. These notes were replaced with a new series of bank notes of ₹500 and ₹2,000 denominations through banks. In an effort to monitor replacement of demonetised notes, the GoI had initially specified limits for exchange and withdrawal of currency all over India. The process of demonetisation and replacement of these high denomination notes significantly reduced the liquidity of cash in the Indian economy, a predominantly cash-based economy. This was particularly the case in rural and semi-urban regions of India, which are more remote and farthest away from supplies of the new bank notes and where bank branch penetration are at their lowest. The cash management industry, together with our Company, were significantly impacted by this, as the circulation of cash decreased following demonetisation. Further, during this time our retail cash management services business was severely impacted, as the demand of our retail customers for our services decreased significantly following demonetisation. <u>This however did not adversely impact our results of operations for the respective period and for subsequent periods, as the Company's services were availed by our clients for transportation of the new currency notes as well as demonetized notes; moreover, our operations recovered upon a gradual increase in the availability of cash in circulation.</u></i></p> <p>[...]"</p>	
vii.	Under risk factor 9, LM shall review the usage of the phrase 'significant resources' in the context of	<p>Complied with.</p> <p>The Risk Factor has been updated in the UDRHP as follows:</p>	31

S. No.	Clarifications sought	Responses	UDRHP Page No.
	acquisition or development of new technologies, as the company is unable to identify separately expenses for the said purpose.	<p><i>“If we do not continue to invest in new technologies and equipment, our technologies and equipment may become obsolete and our costs may increase relative to our competitors, which may have an adverse impact on our business, results of operations and financial condition.</i></p> <p><i>Our operations are dependent on the effectiveness of our technological platform and security measures and the ability to handle and process large volumes of cash on a daily basis and in a timely manner to provide a seamless experience to our clients.</i></p> <p><i>The financial services industry is characterized by rapid technological evolution, changes in customer requirements and preferences, frequent introduction of new services and products embodying new technologies, and the emergence of new industry standards and practices. To remain competitive, we must continue to stay abreast of the constantly evolving industry trends and to enhance and improve the responsiveness, security functionality and features of our services. In order to attract and retain customers, we must continue to invest significant resources in software development to enhance our information technology and improve our existing services. <u>While we have not encountered such instances in the past three years, if we are unable</u> Our inability to keep up with such changes could render our existing technologies and systems obsolete. Our success will depend, in part, on our ability to identify, develop, acquire or license leading technologies useful in our business, and respond to technological advances and emerging industry standards and practices in a cost-effective and timely way. The development of mobile applications and other proprietary technology entails significant technical and business risks. There can be no assurance that we will be able to use new technologies effectively or adapt our mobile applications, proprietary technologies and systems to meet customer requirements or emerging industry standards. <u>While we have not encountered such instances in the past three years, if</u> If we are unable to adapt in a cost-effective and timely manner in response to changing market conditions or customer preferences, whether for technical, legal, financial or other reasons, our business may be materially and adversely affected.”</i></p>	
viii.	Under risk factor 12, LM shall include the amount recovered (along with percentage), if any, against the amount of cash embezzled in the last 3 fiscals and shall highlight measures taken by the company to increase the effectiveness and reliability of its internal controls and procedures including the process of hiring.	<p>Complied with.</p> <p>As disclosed in Risk Factor 12, in “the Fiscal Years 2019, 2020, 2021 and in the six months ended September 30, 2021, there were 3, 13, 4 and NIL, instances of cash embezzlement by our employees or cash executives on contract, respectively, involving an aggregate amount of ₹ 19.40 million, ₹ 17.35 million, ₹ 14.17 million and ₹ Nil, respectively.”</p> <p>Further, the Company undertakes a detailed and stringent background check of all employees before confirmation of their employment, especially cash executives and also maintains insurance against employee fraud. The Company follows a system of recruitment through reference, followed by background verification by the risk</p>	33

S. No.	Clarifications sought	Responses	UDRHP Page No.
		<p>management team followed by police verification.</p> <p>The Risk Factor has been updated in the UDRHP as follows:</p> <p><i>“We are exposed to various security risks that may originate from within our Company, which could have an adverse effect on our reputation, business, results of operations and financial condition. The insurance coverage provided for protection against these risks may not be adequate.</i></p> <p><i>By virtue of the nature of our industry and being in the business of handling large volumes of cash, we are exposed to various security risks and crimes that may originate from within our Company, such as cash- in-transit losses, reporting errors (both deliberate and inadvertent) and theft, embezzlement, fraud and other forms of malpractice by our employees and personnel provided to us by our independent contractors. In the Fiscal Years 2019, 2020, 2021 and in the three six months ended June September 30, 2021, there were 3, 13, 4 and NIL 2, instances of cash embezzlement by our employees or cash executives on contract, respectively, involving an aggregate amount of ₹ 19.40 million, ₹ 17.35 million, ₹ 14.17 million and ₹ NIL 1.84 million, respectively. <u>Against this, we were able to recover insurance claims of ₹ 9.98 million, ₹ 0.28 million, ₹ 1.81 million and NIL respectively as of Fiscal Years 2019, 2020, 2021 and in the six months ended September 30, 2021. In addition, the Company has been able to recover ₹ 6.42 million, ₹ 5.87 million, ₹ 1.03 million and NIL respectively from the employees and cash executives, of Fiscal Years 2019, 2020, 2021 and in the six months ended September 30, 2021, representing, 84.54%, 35.45%, 20.04% and 0.00%, of the total amount of cash embezzled respectively. Further, the Company continues to be in the process of recovery of further amounts from employees and cash executives for the above periods.</u> Further, other instances of cash embezzlement by our employees cash executives on contract, may not be detected. As a result, our operations depend substantially on the integrity of our employees and cash executives on contract, and the reliability and effectiveness of our internal controls and procedures, <u>including the background checks, police verification and existing employee referral system followed by us.</u> In the course of our screening and background check process when hiring personnel, we may be supplied with false or incomplete background information, or information which may be difficult for us and others to verify. These situations expose us to risk of thefts, robberies, fraud and other forms of malpractice from our employees and cash executives on contract. For details in relation to the outstanding criminal proceedings initiated by our Company resulting out of instances of fraud, theft, robbery, etc., please see the section entitled “Outstanding Litigation and Other Material Developments – Litigation involving our Company” on page 311.</i></p> <p>[...]</p>	
ix.	LM shall carry out all the modifications and updations to the	Complied with.	-

S. No.	Clarifications sought	Responses	UDRHP Page No.		
	DRHP as per the undertakings given vide letter dated November 29, 2021.				
5.	Industry Report				
i.	LM is advised to insert the words 'company commissioned ' before the acronym 'F&S report' used in the definitions and shall not refer the industry report prepared by F&S as 'independent report'. As per the undertakings given by the LM vide letter dated November 29, 2021, LM shall make disclosures related to the ‘Industry report’ in all sections of the offer document.	<p>Complied with.</p> <p>Appropriate disclosures in this regard have been made in the relevant sections of the UDRHP. Further in the section “<i>Definitions and Abbreviations – Company Related Terms</i>”, the definition of the F&S Report has been appropriately amended. For ease of reference, the said disclosure (as underlined) appears hereunder:</p> <table><tr><td><u>Company Commissioned</u> F&S Report</td><td>Report titled “Assessment of Cash Logistics Market in India” dated October 6, 2021 <u>and subsequently updated on February 11, 2022</u> issued by Frost & Sullivan, commissioned and paid by the Company.</td></tr></table> <p>Further, it is submitted that there are no references to the Company Commission F&S Report as being an independent report. However, in the disclaimer of Frost & Sullivan, as appearing in the section “<i>Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation</i>”, Frost & Sullivan have confirmed that the Company Commissioned Industry Report has been prepared in an independent and objective manner. For ease of reference, the said disclosure (as underlined) appears hereunder:</p> <p>“Disclaimer of Frost & Sullivan</p> <p><i>“This independent market research study “Assessment of Cash Logistics Market in India” dated October 6, 2021 and subsequently updated on February 11, 2022 has been prepared for the proposed initial public offering of equity shares by Radiant Cash Management Services Limited (the “Company”).</i></p> <p><i>This study has been undertaken through extensive primary and secondary research, which involves discussing the status of the industry with leading market participants and experts, and compiling inputs from publicly available sources, including official publications and research reports. Estimates provided by Frost & Sullivan (India) Private Limited (“Frost & Sullivan”) and its assumptions are based on varying levels of quantitative and qualitative analyses, including industry journals, company reports and information in the public domain.</i></p> <p><u><i>Frost & Sullivan has prepared this study in an independent and objective manner, and it has taken all reasonable care to ensure its accuracy and completeness. We believe that this study presents a true and fair view of the industry within the limitations of, among others, secondary statistics and primary research, and it does not purport</i></u></p>	<u>Company Commissioned</u> F&S Report	Report titled “Assessment of Cash Logistics Market in India” dated October 6, 2021 <u>and subsequently updated on February 11, 2022</u> issued by Frost & Sullivan, commissioned and paid by the Company.	2, 15, 99, 42, 426
<u>Company Commissioned</u> F&S Report	Report titled “Assessment of Cash Logistics Market in India” dated October 6, 2021 <u>and subsequently updated on February 11, 2022</u> issued by Frost & Sullivan, commissioned and paid by the Company.				

S. No.	Clarifications sought	Responses	UDRHP Page No.
		<p><u>to be exhaustive. The results that can be or are derived from these findings are based on certain assumptions and parameters/conditions. As such, a blanket, generic use of the derived results or the methodology is not encouraged.</u></p> <p><u>Forecasts, estimates, predictions, and other forward-looking statements contained in this report are inherently uncertain because of changes in factors underlying their assumptions, or events or combinations of events that cannot be reasonably foreseen. Actual results and future events could differ materially from such forecasts, estimates, predictions, or such statements.</u></p> <p><i>In making any decision regarding the transaction, the recipient should conduct its own investigation and analysis of all facts and information contained in the prospectus of which this report is a part and the recipient must rely on its own examination and the terms of the transaction, as and when discussed. The recipients should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction.”</i></p> <p>Further, the lead-in to the “Industry Overview” section has been appropriately updated. For ease of reference, the said disclosure (as underlined for insertion and struck through for deletions) appears hereunder:</p> <p><i>“Unless otherwise indicated, the information in this section is obtained or extracted from industry research report on “Assessment of Cash Logistics Market in India”, dated October 6, 2021 prepared and released by Frost & Sullivan (“Company Commissioned F&S Report”) and commissioned by and paid for by us our Company exclusively for this Offer. We officially engaged Frost & Sullivan, in connection with the preparation of the Company Commissioned F&S Report dated October 6, 2021 and subsequently updated on February 11, 2022 by way of an engagement letter dated August 13, 2021 and a subsequent engagement letter dated February 1, 2022 for the purpose of the Offer. Frost & Sullivan has prepared the Company Commissioned F&S Report in an independent and objective manner, and it has taken all reasonable care to ensure its accuracy and completeness. A copy of the Company Commissioned F&S Report is available on the website of our Company at https://radiantcashservices.com/industry-report/. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Industry publications are also prepared on information as of specific dates and may no longer be current or reflect current trends. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. Financial information used herein is based solely</i></p>	

	<p>on the audited financials of the Company and other peers. The recipient should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction. For the disclaimers associated with the Company Commissioned F&S Report, see “Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation –Industry and Market Data” on page 13.”</p> <p>Risk Factor 31 has been updated in the UDRHP as follows:</p> <p>“We have commissioned and paid for an industry report from Frost & Sullivan specifically for the purpose of the Offer, which have been used for industry related data in this Draft Red Herring Prospectus and such data has not been independently verified by us.</p> <p>We have not independently verified data obtained from industry publications and other external sources referred to in this Draft Red Herring Prospectus and therefore, while we believe them to be true, we cannot assure you that they are complete or reliable. While we have taken reasonable care in the reproduction of the information, the information has not been prepared or independently verified by us, or the BRLMs or any of our or its respective affiliates or advisors and, therefore, we make no representation or warranty, express or implied, as to the accuracy or completeness of such facts and statistics. Such data may also be produced on different bases from those used in other industry publications. Therefore, discussions of matters relating to India, its economy and the industries in which we currently operate in this Draft Red Herring Prospectus are subject to the caveat that the statistical and other data upon which such discussions are based may be incomplete or unreliable.</p> <p>Further, we <u>We</u> have commissioned and paid Frost & Sullivan to produce an industry report. Frost & Sullivan has provided us with a report titled “Assessment of Cash Logistics Market in India”, dated October 6, 2021 <u>and subsequently updated on February 11, 2022</u>, which has been used for industry-related data disclosed in this Red Herring Prospectus. The commissioned report also highlights certain industry and market data, which may be subject to assumptions. There are no standard data gathering methodologies in the industries that we service, and methodologies and assumptions vary widely among different industry sources. Further, such assumptions may change based on various factors. We cannot assure you that Frost & Sullivan’s assumptions are correct or will not change and, accordingly, our position in the market may differ, favourably or unfavourably, from that presented in this Draft Red Herring Prospectus. The report uses certain methodologies for market sizing and forecasting. Accordingly, investors should read the industry-related disclosure in this Draft Red Herring Prospectus in this context. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. While industry sources take due care and caution while preparing their reports, they do not guarantee the accuracy, adequacy or completeness of the data. Accordingly, investors should not place undue reliance on, or base their investment decisions solely on such information. For further information, please see the sections entitled “Industry Overview” on page 99 and “Certain Conventions, Use of Financial Information and Market Data and Currency</p>	
--	--	--

S. No.	Clarifications sought	Responses	UDRHP Page No.
		<p><i>of Presentation – Industry and Market Data” on page 14.”</i></p> <p>Further, point 18 in section “<i>Material Contracts and Documents for Inspection</i>” has been appropriately updated. For ease of reference, the said disclosure (as underlined) appears hereunder:</p> <p><i>“18. Report titled “Assessment of Cash Logistics Market in India” dated October 6, 2021 <u>and subsequently updated on February 11, 2022</u>, prepared and issued by Frost & Sullivan, <u>commissioned by and paid for by us in relation to the Offer</u>.”</i></p>	
ii.	With respect to disclosures based on the industry report, LMs are advised that the offer document, shall not contain any information where no responsibility is taken by the BRLMs or the Issuer Company/ Expert. The Issuer Company / BRLMs shall ensure that the "Industry Overview" section represents a fair and true view of the comparable industry scenario and the same is neither exaggerated nor any underlying assumptions have been omitted for investors to make an informed decision.	Complied with.	-
6.	LM shall disclose the terms of financing arrangements entered into between the promoters and the employees and others in the Company for purchase of equity shares of the company under the section 'Capital Structure'. LM is advised to segregate the employee and non-employee in the table detailing financing arrangements in the section and include details of no. of shares bought and price at which shares were bought. LM is advised to	<p>Not applicable.</p> <p>As confirmed in the section “<i>Capital Structure – Notes to Capital Structure</i>”, during the period of six months immediately preceding the date of filing of the Draft Red Herring Prospectus and the Red Herring Prospectus, no financing arrangements existed whereby the Promoters, other members of the Promoter Group, Directors or their relatives may have financed the purchase of securities of the Company by any other person.</p>	81

S. No.	Clarifications sought	Responses	UDRHP Page No.
	confirm whether these financing arrangements were in accordance with the provisions of the companies act, 2013.		
7.	LM shall disclose under section "History and Certain Corporate Matters" of the offer document, that all special rights available to the Shareholders / Investors, shall cease to exist or expire /waived immediately before or on the date shares are allotted to public shareholders, without requiring any further action. LM shall ensure that special rights which will continue post listing are not prejudicial or adverse to the interest of the minority / public shareholders.	<p>Complied with.</p> <p>The summary of Investment Agreement dated December 13, 2014, as amended along with the amendment cum waiver agreement dated September 23, 2021 has been disclosed on pages 166-167 of the UDRHP. In terms of the amendment cum waiver agreement, the Investment Agreement shall automatically stand terminated upon commencement of listing of the Equity Shares on any recognized stock exchange in India pursuant to the Offer, pursuant to which none of the special rights available to Ascent (except for nominee rights) would survive post listing of the Equity Shares of the Company. These nomination rights are subject to shareholders' approval by special resolution in general meeting, post listing. All other rights shall cease to exist or shall expire / waived off immediately before or on the date shares are allotted to public shareholders in IPO, without requiring any further action.</p> <p>Accordingly, in terms of Part A of the Articles of Association (which shall be the only surviving part of the Articles from the commencement of listing of Equity Shares on the Stock Exchanges pursuant to the Offer), Ascent India Fund III will have the right to nominate one Director on the Board, so long as it holds at least 5% of <i>the issued and outstanding paid-up share capital of the Company on a fully diluted basis</i>, subject to such right being approved by the members of the Company through a special resolution at a general meeting of the Company held post completion of the Offer and listing.</p> <p>A distinct statement in relation to the above has been disclosed in "<i>History and certain Corporate Matters</i>" section on page 164 of the UDRHP.</p>	164
8.	LM is advised to ensure that the DRHP / offer document does not any information where no responsibility is taken by the BRLMs and / or the Company. In view of this, LM is advised to delete the statement(s) under 'Section VII: Financial Information, Other Financial Information' wherein it has been	Complied with.	191

S. No.	Clarifications sought	Responses	UDRHP Page No.
	inter-alia stated that " <i>The Audited Financial Statements should not be considered as part of information that any investor should consider to subscribe for or purchase any securities of our Company ...and should not be relied upon or used as a basis for any investment decision ... any BRLMs or the Selling Shareholders ... accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.</i> "		
9.	LM is advised to disclose the changes in credit ratings of the company during the last 3 Fiscals in the offer document.	Not applicable.	47
10.	LM is advised to ensure If adjectives such as "largest", "leader", "strong", "differentiated" are used, the same should be explained and substantiated. If not substantiated, these terms should not be used.	<p>Complied with to the extent applicable.</p> <p>The various statements regarding the operations of the Company used vis-à-vis its peers or in order to indicate its position vis-à-vis the cash logistics industry have been reproduced from the report titled "<i>Assessment of Cash Logistics Market in India</i>" dated October 6, 2021 and subsequently updated on February 11, 2022 prepared by Frost & Sullivan and, commissioned and paid for by the Company specifically in connection with the Offer ("Company Commissioned F&S Report"). The Company Commissioned F&S Report has been duly cited for all such statements.</p>	-
11.	LM is advised to ensure that updated information is provided for the data disclosed in the RHP including under "Industry Overview" section, especially GDP projections (if mentioned). Further, LM is advised that any consequential changes as required either in the industry report	<p>Complied with and noted for compliance.</p> <p>Appropriate updates have been made to the section "<i>Industry Overview</i>" based on the Company Commissioned F&S Report.</p>	99

S. No.	Clarifications sought	Responses	UDRHP Page No.
	or the Management discussions should be reflected as near as possible to the filing of the RHP.		
12.	LM is advised that details of Pre-IPO placement (if made) is disclosed in the RHP along with statement that investor was made aware of the risk that there is no guarantee that the IPO/ listing will happen.	Not applicable.	22
13.	With respect to all the complaints received by LM/Company and complaints forwarded by SEBI, LM is advised to ensure that there is adequate redressal of the complaint and relevant disclosures, if required, are made in the Red Hearing Prospectus and other Offer related material along with the disclosures of the Financial Impact of the same, if any. Further, LM is advised to incorporate a prominent Risk Factor, if required, for such complaints received.	Noted for compliance to the extent applicable.	-
14.	LM is advised to update the RHP in respect to all pending litigations including for any legal notices where the Company is in receipt of such notices post filing of DRHP.	Complied with to the extent applicable.	-
15.	LM is advised to ensure that the details of all the criminal matters initiated against the company, group companies, directors, subsidiaries which are at FIR stage and no/some cognizance has been taken by court is incorporated in the RHP along with	Complied with to the extent applicable. It is submitted that the section “ <i>Outstanding Litigation and Other Material Developments</i> ” sets out the litigation involving the Company, Directors, Group Companies and Promoters as per the requirements of Part A of Schedule VI to the SEBI ICDR Regulations. Further, the Company does not have any subsidiaries.	311

S. No.	Clarifications sought	Responses	UDRHP Page No.
	appropriate risk factors in this regard.		
16.	LM is advised to ensure that relevant disclosures as to all actions/ complaints/ pending proceedings against the Issuer/ Promoters/ Promoter Group/ Selling Shareholder with Other Regulatory Authorities is made in the Red Hearing Prospectus.	<p>Complied with to the extent applicable.</p> <p>It may be noted that other than ongoing disputes with tax authorities as disclosed in the section “<i>Outstanding Litigation and Other Material Developments</i>” in accordance with Part A of Schedule VI of SEBI ICDR Regulations, the Company or its Promoters are not party to any actions, compliance or pending proceedings by regulatory authorities.</p> <p>We wish to submit that in accordance with Part A of Schedule VI of SEBI ICDR Regulations, an issuer company is required to disclose all actions, complaints, pending proceedings against the Company, Promoter and Directors by any regulatory authority. Accordingly, the information with respect to the actions, complaints, pending proceedings against the Promoter Group or Selling Shareholders by any regulatory authorities is not disclosed.</p>	311
17.	Monitoring of Utilisation of funds: With regard to monitoring of utilisation of funds, LM is advised to ensure the following:		
i.	The proceeds of the issue shall also be monitored by the Audit Committee till utilization of the proceeds.	Noted for compliance.	174
ii.	For any investments in acquisitions or strategic partnership or any inorganic growth initiative, post IPO from the IPO proceeds, detailed disclosures of same shall be made in public domain at that time.	<p>Not applicable.</p> <p>No portion of the proceeds of the Fresh Issue are currently proposed to be deployed for acquisitions or strategic partnerships or inorganic growth initiatives.</p>	-
iii.	Issuer Company shall provide details / information / certifications obtained from statutory auditors on the utilization of the Net Proceeds to the Monitoring Agency.	<p>Not applicable.</p> <p>As the proceeds of the Fresh Issue are less than ₹ 1,000 million, there is no proposal to appoint a monitoring agency.</p>	68
iv.	Issuer Company shall for the purpose of quarterly report by Monitoring Agency, provide item by item description for all the expense heads	<p>Noted for compliance to the extent applicable.</p> <p>Appropriate disclosure shall be made for utilisation of the proceeds of the Fresh Issue in the notes to the quarterly financial statements to be issued by the Company in terms of the SEBI Listing Regulations.</p>	-

S. No.	Clarifications sought	Responses	UDRHP Page No.
	<p>under, each object of the issue. For the purpose of same, the heads as disclosed in offer document are to be considered :</p> <p>A. <Objects of the Offer mentioned in DRHP - Heading> a. Sub-heads given under objects b..... ..</p> <p>B. <Objects of the Offer mentioned in DRHP - Heading> a. Issue Company shall in its quarterly Notes to Accounts of its Financial Statements include the employment of issue proceeds under various heads.</p>		
18.	<p>LM is advised to include a reference to the circulars CFD/DIL2/CIR/P/2018/22 dated Feb 15, 2018, CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 at all applicable sections in DRHP.</p>	<p>Complied with.</p> <p>Relevant disclosures have been included in the section “<i>Other Regulatory and Statutory Disclosures - Mechanism for redressal of Investor Grievances</i>” and “<i>Offer Information – Terms of the Offer – Minimum Subscription</i>” of the UDRHP.</p>	328, 334
19.	<p>LM is advised to ensure following disclosures in the Issue advertisement for announcement of Price Band and all further advertisements as a box item below the price band constituting at least 33% of the price band advertisement space.</p> <p>"<i>Risks to Investors:</i></p>	Noted for compliance.	-


S. No.	Clarifications sought	Responses	UDRHP Page No.
	<p>i. <i>The [to be disclosed] Merchant Bankers associated with the issue have handled [to be disclosed] public issues in the past three years out of which [to be disclosed] issues closed below the issue price on listing date."</i></p> <p>ii. <i>Disclose weighted average cost of acquisition of all shares transacted in last 3 years and 1 year, from the date of RHP, in the following format: [...]</i></p> <p>iii. <i>Any adverse data in the basis for issue price should be disclosed. For example:</i></p> <ul style="list-style-type: none"> <i>"The Price/Earnings ratio based on diluted EPS for [latest full financial year] for the issuer at the upper end of the Price band is as high as [to be disclosed] as compared to the average industry peer group PE ratio of [to be disclosed]."</i> <i>[if average industry peer group PE ratio is not available, then PIE of Nifty Fifty may be disclosed]</i> <i>Average cost of acquisition of equity shares for the selling</i> 		


S. No.	Clarifications sought	Responses	UDRHP Page No.
	<p><i>shareholders in IPO is [to be disclosed] and offer price at upper end of the price band is [to be disclosed]."</i></p> <ul style="list-style-type: none"> • <i>"Weighted Average Return on Net Worth for [last three full financial years] is [to be disclosed]%. "</i> <p>The data on above disclosures shall be updated and disclosed prominently (in the same font size as the price band) and should be increased to match the font of Bid/Offer Programme in advertisements of Price Band and all further advertisements, website of the company and the stock exchange. Further, any adverse ratio / data in basis for issue price should be disclosed. Matters related to ASBA and UPI may be brought subsequent to Price Band, Risks to Investors, Bid/ Offer Programme and other offer details, and can be of smaller font. The portion pertaining to "BRLMs" shall not constitute more than 10% of the price band advertisement space.</p>		
20.	LM shall submit the draft advertisement for announcement of Price Band with SEBI before its publication in the newspapers for our comments, if any.	Noted for compliance.	-
Annexure II: General Observations			

S. No.	Clarifications sought	Responses	UDRHP Page No.
1.	LM is advised to ensure that prior to filing of RHP with Registrar of Companies, the Issuer Company has received crucial clearances / licenses / permissions / approvals from the required competent authority which are necessary for commencement of the activity for which the issue proceeds are proposed to be utilized.	Not applicable.	-
2.	LM is advised to ensure that the 'Observation Letter' issued by SEBI is included among the material contracts and documents for inspection.	Complied with.	426
3.	LM is advised to ensure that prior to proceeding with the issue, "No Objection Certificates" are obtained from all the lenders with whom the company has entered into an agreement and the terms of such agreement require an approval to be taken.	<p>Complied with.</p> <p>The Company has already obtained no objection certificates from its lenders with whom the Company has entered into an agreement and under which there is a requirement for obtaining approval prior to the Offer.</p>	-
4.	LM is advised to ensure that adequate disclosures are made to disclose any material development which may have a material effect on the Issuer Company between the date of registering final prospectus or the red herring prospectus or the letter of offer, with the Registrar of Companies or designated stock exchange, as the case may be, and the	Noted for compliance.	-

S. No.	Clarifications sought	Responses	UDRHP Page No.
	date of allotment of specified securities, while ensuring compliance with Regulation 42 and Schedule IX of SEBI (ICDR) Regulations, 2018.		
5.	LM is advised to ensure that exact cross-referencing of page numbers is provided in the offer document instead of general cross-referencing.	Complied with. The UDRHP contains exact cross-referencing of page numbers.	-
6.	LM is advised to provide, in case of missing secretarial records, specific disclosures in terms of nature of missing records, period to which it relate, nature of factual inaccuracies in certain resolutions etc. Further, provide the details of the steps taken by the company to retrieve such records/ documents.	Not applicable.	-
7.	In terms of SEBI Circulars No. SEBI/CIR/ISD/0312011, No. SEBI/CIR/ISD/0512011 and SEBI/CIR/ISD/0112012 dated June 17, 2011, September 30, 2011 and March 30, 2012 respectively, LM is advised to ensure that 100% promoter holding is in demat form prior to listing.	Complied with. This has been disclosed in the section “ <i>Capital Structure – Notes to Capital Structure – History of build-up of Promoters’ and Selling Shareholders’ shareholding and lock-in of Promoters’ shareholding including Promoters’ contribution</i> ”.	73-78
8.	LM is advised to ensure that SCORES authentication is taken by the issuer company prior to listing.	Complied with. A confirmation to this effect has also been included in the section “ <i>Other Regulatory and Statutory Disclosures - Mechanism for redressal of Investor Grievances</i> ”.	328
9.	In pursuance of Regulation 25 Sub-Regulation 9(a) of SEBI (ICDR) Regulations, 2018, LM is advised to certify while submitting the in-	Complied with. All amendments, suggestions and observations advised by SEBI have been complied with, to the extent applicable, and appropriately incorporated in the UDRHP.	-

S. No.	Clarifications sought	Responses	UDRHP Page No.
	<p>seriatim reply that all amendments, suggestions and observations advised by SEBI have been complied with and duly incorporated in the offer document, while also indicating the page number for the same.</p>		
10.	<p>ASBA:</p> <p>i) LM is advised to ensure that sufficient number of Physical ASBA forms are printed and dispatched directly to all designated branches of SCSBs which are located in places of mandatory collection centers as specified in Schedule XII of SEBI (ICDR) Regulations, 2018, Syndicate Members and Registered Brokers of Stock Exchanges, the Registrars to an Issue and Share Transfer Agents (RTAs) and Depository Participants (DPs) registered with SEBI, at least two days before the opening of the issue. This shall be in addition to ASBA forms which shall be sent to controlling branch of SCSBs for sending to designated branches other than those located in mandatory collection center.</p> <p>ii) LM is advised to ensure that the ASBA mode of payment is highlighted in bold in all the</p>	Noted for compliance.	-

S. No.	Clarifications sought	Responses	UDRHP Page No.
	<p>advertisement /communication informing about the issue. Further, LM is also advised to ensure that the following is suitably incorporated in all advertisements / communications regarding the issue issued by the issuer:</p> <p>a. The following may appear just below the price information of the issue as shown below:</p> <p><i>“PRICE BAND: RS. Xx TO RS. Xx PER EQUITY SHARE OF FACE VALUE OF RS. Xx EACH</i></p> <p><i>THE FLOOR PRICE IS xx TIMES OF THE FACE VALUE AND THE CAP PRICE IS xx TIMES OF THE FACE VALUE</i></p> <p><i>BID CAN BE MADE FOR A MINIMUM OF xx EQUITY SHARES AND IN MULTIPLES OF xx EQUITY SHARES THEREAFTER.</i></p> <p>ASBA </p> <p>(APPLICATION SUPPORTED BY BLOCKED AMOUNT)</p>		

S. No.	Clarifications sought	Responses	UDRHP Page No.
	<p>Simple, Safe, Smart way of Application !!!</p> <p>Mandatory in public Issue. No cheque will be accepted</p>  <p><i>now available in ASBA for retail individual investors.</i></p> <p><i>* ASBA is a better way of applying to issues by simply blocking the fund in the bank account.</i></p> <p><i>For further details check section on ASBA below."</i></p> <p>b. The following paragraph on ASBA may be inserted in the advertisement/ Communications:</p> <p><i>"ASBA has to be availed by all the investors except anchor investors. UPI may be availed by Retail Individual Investors.</i></p> <p><i>For details on the ASBA and UPI process, please refer to the details given in ASBA form and abridged prospectus and also please refer to</i></p>		

S. No.	Clarifications sought	Responses	UDRHP Page No.
	<p><i>the section issue Procedure – Issue Procedure of ASBA Bidders” beginning on page xxx of the Red Herring Prospectus. The process is also available on the website of AIBI and Exchanges in the General Information Document.”</i></p> <p><i>ASBA bid-cum application forms can be downloaded from the websites of Bombay Stock Exchange and National Stock Exchange and can be obtained from the list of banks that is displayed on the website of SEBI at www.sebi.gov.in.**List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in**.</i></p>		

Annexure A1

Response to interim observations dated November 11, 2021

(The remainder of this page has been left blank intentionally)

SEBI Observation n No.	Observation	Response	UDRHP Page No.
A.	LM is advised to examine the applicability of SEBI (Framework for Rejection of Draft Offer Documents) Order, 2012, to the DRHP of Issuer Company and confirm whether the said general order is applicable to the instant public issue/DRHP. LM is further advised to provide a para-wise reply on the applicability of aforesaid order.	<p>None of the criteria for rejection of draft offer documents under the Securities and Exchange Board of India (Framework for Rejection of the Draft Offer Documents) Order, 2012 (“SEBI Rejection Order”), are applicable to the DRHP or the Offer.</p> <p>Please refer to Schedule I of this letter for para-wise confirmations on the non-applicability of, or compliance with, as the case may be, each of the criteria specified under the SEBI Rejection Order in respect of the DRHP.</p>	-
B.....	LM is advised to examine the applicability of SEBI (Issuing Observations on Draft Offer Documents Pending Regulatory Actions) Order, 2020, dated February 05, 2020, to the DRHP of Issuer Company and confirm whether the said general order is applicable to the instant public issue/DRHP. LM is further advised to	<p>None of the criteria under the Securities and Exchange Board of India (Issuing Observations on Draft Offer Documents Pending Regulatory Actions) Order, 2020 (“2020 General Order”) are applicable to the Offer.</p> <p>Please refer to Schedule II of this letter for a para-wise confirmations on the non-applicability of, or compliance with, as the case may be, each of the criteria specified under the 2020 General Order in respect of the DRHP.</p>	-

SEBI Observation n No.	Observation	Response	UDRHP Page No.
	provide a para-wise reply on the applicability of aforesaid order.		
C.....	<p>LM is advised to submit whether there has been any instance of issuance of equity shares in the past by the Issuer Company, the Group Companies or entities forming part of the Promoter Group to more than 49 investors in violation of:</p> <p>a. Section 67(3) of Companies Act, 1956; or</p> <p>b. relevant section(s) of Companies Act, 2013, including Section 42 and the rules notified thereunder; or</p> <p>c. the SEBI Regulations; or</p> <p>d. the SEBI (Disclosure and Investor Protection) Guidelines, 2000,</p>	<p>There have been no instances in the past of issuance of equity shares by the Company, Group Companies or corporate entities forming part of the Promoter Group, to more than 49 investors or such higher number of investors as prescribed, in violation of (a) Section 67(3) of Companies Act, 1956, (b) the relevant sections of the Companies Act, 2013, including Section 42 and the rules notified thereunder, each as amended, (c) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended or the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements Regulations, 2009, as applicable, or (d) the Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000, as applicable.</p>	-

SEBI Observation No.	Observation	Response	UDRHP Page No.
	as applicable.		
D.	It has been observed that in various instances disclosures have been made in the offer document stating 'we believe...' LM is advised to provide the basis for making such disclosures in the offer document while also explaining compliance with Regulation 24 (1) and Regulation 25 (2) (b) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations").	<p>Complied with and noted for compliance.</p> <p>The phrase “we believe” in certain statements (“Statements”) has been used primarily in the “<i>Certain Conventions, Presentation Of Financial, Industry And Market Data And Currency Of Presentation</i>”, “<i>Risk Factors</i>”, “<i>Objects of the Offer</i>”, “<i>Basis for Offer Price</i>”, “<i>Our Business</i>” and “<i>Management’s Discussion and Analysis of Financial Condition and Results of Operations</i>” sections of the DRHP primarily in the context of qualitative disclosures relating to the business and operations of the Company, to the extent that such disclosures are qualitative in nature and not entirely quantifiable. For instance, qualitative statements have been used to describe the effect or outcome of a particular factor, which cannot be quantifiably expressed (since either the factor itself or its effect cannot be expressed in quantifiable terms) and/or where the effect of a singular factor could not be distinguished and expressed in isolated terms from other factors.</p> <p>Further, the Statements are primarily used in these sections only in relation to the Company’s business, and not its ranking relative to competitors. To the extent that any disclosures in the DRHP were qualitative in nature and not entirely quantifiable or ascribable to a particular cause, such disclosures have been qualified by the Statements, in order to highlight to potential investors that such statements, while being based on certain reasonable assumptions, cannot be confirmed in tangible terms or by an independent source.</p> <p>Accordingly, the DRHP is in compliance with Regulation 24(1) and Regulation 25(2)(b) of the SEBI ICDR Regulations. Further, statements containing “we believe” in the red herring prospectus (“RHP”) and the Prospectus to be filed in connection with the Offer, shall be those which meet the rationale set out above.</p>	13,24,83,92 , 138,280
E.....	Forward Looking Statements (Pages 16)		
1.....	It is noted that this DRHP contains certain "forward-looking statements". It may be noted that point (e) under Instructions of Part A of Schedule VI of ICDR Regulations, 2018, states that the offer document should not make any forward	<p>Paragraph (11)(I)(C)(ii) of Part A of Schedule VI of the SEBI ICDR Regulations requires that factors that may affect the results of operations of the issuer shall be disclosed in the offer documents. Further, Paragraph (10)(B)(2) of Part A of Schedule VI of the SEBI ICDR Regulations requires that statements about the business strategy of the issuer shall be disclosed in the offer documents, without any forecast or projections relating to the financial performance of the issuer. Further, in accordance with Paragraph (5)(D)(1) of Part A of Schedule VI of the SEBI ICDR Regulations, details of risks envisaged by the issuer are required to be disclosed in the offer documents.</p> <p>We confirm that, in light of the aforementioned disclosure requirements, certain forward-looking statements have been included in the DRHP to describe, among other things, the business strategies of the Company, the overview and market opportunity in the industry in which the Company operates, the potential effect or outcome of certain risks which cannot be quantified and to indicate certain significant factors which could potentially have an impact</p>	-

SEBI Observation No.	Observation	Response	UDRHP Page No.
	looking statements that cannot be substantiated. In view of the same, you are advised to confirm and explain compliance with aforesaid provision with respect to all such forward looking statements made in the DRHP.	on the results of operations or financial condition of the Company. As set out in the section titled “ <i>Forward- Looking Statements</i> ” on page 16 of the DRHP, the Company believes that the assumptions on which such forward looking statements in the DRHP are based are reasonable and reflect the views of the Company’s management as of the date of the DRHP. Accordingly, in our understanding such statements included in the DRHP can be substantiated and are in compliance with point (e) under Instructions of Part A of Schedule VI of the SEBI ICDR Regulations.	
F.....	Risk Factors (Page 23-50)		
2.	LM is advised to ensure that the risk factors are arranged based on materiality.	Complied with and noted for compliance.	24-53
3.	LM is advised to ensure that the risk factors, to the extent possible, should disclose specific as well as financial / economic impact on the Issuer Company rather than being generic.	Complied with and noted for compliance. The changes, where applicable, will be made in the updated draft red herring prospectus to be filed with SEBI (“UDRHP”).	24-53
4.	It has been observed that the risk factors portray possible occurrences of certain events or situations. LM is advised that such risk factors should also indicate	Complied with and noted for compliance. The changes, where applicable, will be made in the UDRHP.	24-53

SEBI Observation No.	Observation	Response	UDRHP Page No.
	whether such events or situations have actually taken place in the past. If not, it should be clearly mentioned that no such events had happened in the past.		
5.	Risk Factor 2 (RF-2)		
5.1	LM is advised to disclose any past instances of termination / modification / non-renewal of material agreements which have adversely impacted results of business operations and financials of the company.	<p>Not applicable.</p> <p>There have been no past instances of termination, modification or non-renewal of material agreements of the Company which have adversely impacted the results of operations or business operations of the Company.</p> <p>The Risk Factor will be modified in the UDRHP as follows:</p> <p><i>“We derive a substantial portion of our revenue from a limited number of customers. If one or more of our key customers were to suffer a deterioration in their business, cease doing business with us or substantially reduce its dealings with us, our revenues could decline, which may have an adverse effect on our business, results of operations, cash flows and financial condition.</i>”</p> <p><i>For Fiscal Years 2019, 2020, 2021 and for the three months ended June 30, 2021, our top three customers in terms of revenue contributed 44.29%, 45.10%, 39.80% and 43.20%, respectively, and our top five customers in terms of revenue contributed 63.30%, 64.13%, 62.66% and 65.35%, respectively, in each case of our total revenue from our operations. Our largest customer in each period contributed 22.19%, 19.44%, 13.91% and 16.99%, in Fiscal Years 2019, 2020, 2021, and in the three months ended June 30, 2021 respectively. Accordingly, a significant percentage of our future revenues will be dependent upon the successful continuation of our relationships with these customers.</i></p> <p><i>The loss of any of our key customers, due to our inability to renew our contracts with them, or a decision by any one of them to reduce the services we provide to them would result in a decline in our revenues. Furthermore, if the financial condition of any of our key customers were to deteriorate in the future, or if one or more of our key customers were to close, reduce or consolidate their retail cash management networks, or choose not to undertake expansion plans, our revenues could be significantly affected.</i></p> <p><i>Further, we do not have long-term agreements with our customers and our contracts are subject to periodic renewal, usually between every one to three years. Some of our key customer contracts are subject to pricing renegotiations</i></p>	25

SEBI Observation No.	Observation	Response	UDRHP Page No.
		<p>at the time of renewal and may also be terminated by any party by notice without cause. Our key customers may also elect not to renew their contracts with us upon expiration or following negotiations with us. In addition, even if our customers renew their contracts with us, the renewal terms may be less favorable to us than our current contracts with them. While there have been no instances of termination, <u>modification or non-renewal</u> of contracts by our key customers in the past three Fiscals, <u>which has adversely impacted our financial results</u>, if any of our key customers fail to renew their contract with us upon expiration, or if the renewal terms with any of them are less favorable to us than under our current contracts, it could result in a decline in our revenues from such customers, which may have an adverse effect on our business, results of operations, cash flows and financial condition. There can be no assurance that any of our key customers will renew their contracts with us upon expiration, or that any renewal terms will not be less favorable to us than our current contracts, and to the extent we are not able to renew our contracts with our key customers, there can also be no assurance that we will be able to find new customers of appropriate size or at all in the future to compensate for any key customers that we lose or that renew their contracts on less favorable terms.”</p>	
6.	Risk Factor 3 (RF-3)		
6.1	<p>LM is advised to include the impact (both qualitative and quantitative) of proliferation of payment options other than cash, digital payments, etc., on the Issuer Company's business, operations, financial conditions, cash flows, etc., in the past three years. Same may also be included under the section Management's Discussion.</p>	<p>Complied with and noted for compliance.</p> <p>It may be noted that the qualitative impact of adoption of non-cash methods has been set out in the risk factor in the following manner:</p> <p><i>“In the event such government initiatives take effect and achieve what they set out to accomplish, or there is a shift in consumer trends in India with respect to the use of cashless payment methods or there is a decline in the use of cash as a mode of payment for any other reason, there may, for example, be a reduction in the amount of cash in circulation or less need for cash to be transported, which could result in our customers having less need for our cash management services. It could also result in a decline in the use of cash as a mode of payment in India. This would also adversely affect our future plans and strategies, which is largely linked to the volume of cash handled by us. Any such development would have an adverse effect on our business, decrease the demand for our cash management services, our results of operations, cash flows and financial condition.”</i></p> <p>The Risk Factor will be modified in the UDRHP as follows:</p> <p><i>“A decrease in the availability or use of cash as the predominant mode of payment in India could have an adverse effect on our business, results of operations, cash flows and financial condition.</i></p> <p><i>Our business and results of operations are significantly dependent on the use of cash remaining the predominant mode of payment in India. <u>In the three month period ended June 30, 2021 and each of Fiscal 2021, Fiscal 2020 and Fiscal 2019, we derived ₹593.96 million (99.76%), ₹ 2,211.03 million (99.74%), ₹ 2,459.84 million (99.08%) and ₹</u></i></p>	26

SEBI Observation n No.	Observation	Response	UDRHP Page No.										
		<p><u>2,178.60 million (98.61%) of our total revenues from operations relating to transport, handling or management of cash.</u> The use of cash as the predominant method of payment in India has historically been driven primarily by consumer and retailer preferences for cash, and challenges related to cashless and other methods of non-cash payments, including limitations on the availability and security of such methods of payments and the additional surcharges and fees often levied for their use. However, the proliferation of payment options other than cash, including credit cards, debit cards, POS terminals, stored-value cards, UPI and mobile payments has increased significantly in India in recent years, and a continued shift in consumer trends in India with respect to the use of cashless payment methods could result in a significant reduction in the use of cash as a payment method. <u>As per Frost & Sullivan, India is still highly reliant on cash as witnessed by the fact that of the total transactions made in the country, only 11% are non-cash related transactions. While digitalization attempts have resulted in an increase in card and UPI payments, cash payments are likely to continue to dominate, with 61 percent of transactions conducted via cash by Fiscal 2025. (Source: F&S Report)</u></p> <p>[...]"</p>											
7.	Risk Factor 4 (RF-4)												
7.1	LM is advised to include a table highlighting, on an yearly basis, the insurance coverage (individual sanctioned limits, if any) for the losses mentioned in RF-4, along with the actual coverage (losses covered) provided for the said losses, instances where coverage has been denied, including on account of delay in reporting. Also disclose past instances where claims have exceeded insurance cover and impact on	<p>Noted for compliance.</p> <p>The Risk Factor shall be updated in the UDRHP as follows:</p> <p><i>“Our business is exposed to operational risks for which we have incurred and expect to continue to incur risk costs and penalties. Any material increase in these costs could have an adverse effect on our business, results of operations and financial condition.</i></p> <p><i>Given the large volumes of cash we handle, we are exposed to various operational risks, including armed robbery, end-customer or third-party fraud, theft or embezzlement by employees or personnel hired by us on contract, reporting errors, both deliberate and inadvertent, and failure to meet specific requirements (e.g., reporting within a specified time period, etc.) under applicable service agreements for which we may incur penalty charges.</i></p> <p><i>In particular, we may be subject to cash lost in transit, as a result of, amongst others, theft, robbery, misappropriation, infidelity and embezzlement by employees or cash executives engaged by us on contract during transport. Cash lost in transit for Fiscal Years 2019, 2020, 2021 and in the three months ended June 30, 2021, was ₹ 47.97 million, ₹ 25.16 million, ₹ 26.96 million and ₹ 5.63 million, respectively. Below are the details of cash loss in transit for periods and insurance coverage for the respective periods:</i></p> <p style="text-align: right;"><i>(₹ in million)</i></p> <table><tr><th><i>Particulars</i></th><th><i>Three months</i></th><th><i>Fiscal 2021</i></th><th><i>Fiscal 2020</i></th><th><i>Fiscal 2019</i></th></tr><tr><td></td><td></td><td></td><td></td><td></td></tr></table>	<i>Particulars</i>	<i>Three months</i>	<i>Fiscal 2021</i>	<i>Fiscal 2020</i>	<i>Fiscal 2019</i>						27
<i>Particulars</i>	<i>Three months</i>	<i>Fiscal 2021</i>	<i>Fiscal 2020</i>	<i>Fiscal 2019</i>									

SEBI Observation No.	Observation	Response					UDRHP Page No.
	Issuer Company's financials, if any.		<u>ended June 30, 2021</u>				
7.2	LM is advised to include instances in the past where the services had been terminated on account of reasons mentioned in the RF-4.	<u>Cash lost in transit</u>	<u>₹ 5.63</u>	<u>26.96</u>	<u>25.16</u>	<u>47.97</u>	27
		<u>Insurance coverage for cash lost in transit</u>	<u>₹ 50 million per vehicle per loss and ₹ 500 million per location per loss. No upper limit.</u>	<u>₹ 50 million per vehicle per loss and ₹ 500 million per location per loss. No upper limit.</u>	<u>₹ 50 million per vehicle per loss and ₹ 500 million per location per loss. No upper limit.</u>	<u>₹ 50 million per vehicle per loss and ₹ 500 million per location per loss. No upper limit.</u>	
7.3	LM is further advised to disclose the percentage of assets covered under insurance vis-a-vis the total assets of the Issuer Company.	<u>Uninsured cash lost in transit</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	27
		<p><u>The insurance coverage ratio as on June 30, 2021 is 25.85%. We have not experienced any instances of uninsured losses for cash loss in transit or instances wherein the claims have exceeded the insurance coverage in respect of cash loss in transit for any of the three months ended June 30, 2021, Fiscal 2021, Fiscal 2020 or Fiscal 2019. Though a significant portion of the aforesaid amounts would be covered through the insurance obtained by us, loss due to standard deductions for each claim and potential rejection of insurance claims could adversely affect our profitability. Instances such as those described above may also lead to termination of our services by the customer, as well as initiation of legal proceedings against us, which we have not witnessed in the last three years. Additionally, losses incurred by our customers may be required to be reimbursed by us in terms of the services agreements which we enter into. The amounts reimbursed by the Company in the three months ended June 30, 2021, Fiscal 2021, Fiscal 2020 and Fiscal 2019 have been considered as part of the total cash lost in transit, as disclosed above. While we have not experienced any instances of our losses exceeding our insurance coverage in the past three years, the scope of our insurance coverage may not be sufficient to cover the resulting liability, and in such instances, the loss would have to be borne by us and our business, results of operations, cash flows and financial performance could be adversely affected. Moreover, loss claims for which insurance coverage is denied or which is in excess of the insurance coverage for single incidence or single location could have an adverse effect on our business, results of operations, cash flows and financial condition. Further, we cannot assure you that we will be able to report claims for insurance within the specified time limit or in the manner prescribed in our insurance policies, and in such instances, we face the possibility of our claims being rejected. In addition, while we have not experienced any instances of rejection of our insurance renewal requests in the past three financial years, our insurance coverage may expire from time to time, and while we apply for the renewal of our insurance coverage in the normal course of our business, we cannot assure you that such renewals will be granted in a timely manner, or at all. Further, our</u></p>					

SEBI Observation No.	Observation	Response	UDRHP Page No.
		<p>future insurance premiums may increase significantly because of high number of claims that we may make, or for any other reason such as increased risk perception of this industry by the insurers or re-insurers. Any such increase could have an adverse effect on our business, results of operations, cash flows and financial condition. For further details, please see “Our Business – Insurance” on page 159.</p> <p>[...]</p>	
8.	Risk Factor 5 (RF-5)		
8.1	It has been observed that the expenses mentioned in the RF-5, basically form part of the operational cost of the Issuer Company. Any changes in these costs are already incorporated in the bottom line of the company. It is opined that including the same as a risk factor may not be tenable for the purpose of disclosures made for the proposed public offer.	<p>Noted for compliance.</p> <p>The Risk Factor shall be updated in the UDRHP as follows:</p> <p><i>“Our business has significant expenses in relation to employee benefits, cash vans and transportation. Any material increase in any of those expenses could affect our ability to competitively price our services, maintain or increase our profitability and results of operations.</i></p> <p><i>For Fiscal Years 2019, 2020, 2021 and for the three months ended June 30, 2021, as a percentage of our total income, service charge expenses towards cash executives on contract accounted for 26.68%, 28.13%, 23.64% and 27.33% respectively, and vehicle lease rentals, contract charges for guards and drivers accounted for 16.44%, 14.93%, 20.04% and 19.24%, respectively, employee benefit expense accounted for 20.26%, 17.69%, 17.39% and 18.88% respectively. As of March 31, 2019, 2020, 2021 and as of June 30, 2021, we had 1,642, 1,787, 1,660 and 1,761 employees, respectively, 5,758, 6,391, 6,053 and 6,056 cash executives on contract, respectively, and the fleet utilized by us comprised 615, 629, 694 and 694 cash vans, respectively. Our service charge expenses towards cash executives, employee benefit expense, vehicle lease rentals, contract charges for guards and drivers, comprised a significant portion of our expenses for Fiscal Year 2021. Our performance, and in particular our margins, depends on our ability to deliver quality services to our customers at low cost.</i></p> <p>[...]</p>	28
9.	Risk Factor 6 (RF-6)		
9.1	With regard to the effects of Covid-19 pandemic, the issues highlighted appear to be generic in nature. LM is advised to include specific impact	<p>Noted for compliance.</p> <p>The Risk Factor shall be updated in the UDRHP as follows:</p> <p><i>The COVID-19 pandemic has had and continues to have adverse effects on the business, its operations and financial condition. The impact of the pandemic cannot be predicted, and the future remains uncertain.</i></p>	29,300

SEBI Observation No.	Observation	Response	UDRHP Page No.
	<p>of Covid-19, both qualitative and quantitative, on the business, operations financial condition of the Issuer Company. Same may be placed as part of the risk factors and / or under relevant sections of the DRHP.</p>	<p><i>The COVID-19 pandemic has created unique global and industry-wide challenges, including challenges to many aspects of our business. The COVID-19 pandemic has impacted most countries, including India, and resulted in quarantines, travel restrictions, limitations on social or public gatherings, and the temporary closure of business venues. The pandemic has resulted in substantial volatility in global financial markets, increased unemployment and operational challenges, such as the temporary closures of businesses, sheltering-in-place directives and increased remote work protocols, which have significantly slowed down economic activity. These have all contributed to negative economic impact on the Indian economy and consequently on our business and operations.</i></p> <p><i>The demand for our services and the services of our customers has been significantly impacted as a result of COVID-19. <u>For example, the total number of end-users declined from 3,014 in Fiscal 2020 to 2,469 in Fiscal 2021, while the total number of touch points serviced declined from 47,270 in Fiscal 2020 to 42,420 in Fiscal 2021. Further, our average daily volume of cash moved from all customers in Fiscal 2021 declined to ₹ 3,649 million from ₹ 4,303 million in Fiscal 2020 and the annual cash movement declined from ₹ 1,290,773 million for Fiscal 2020 to ₹ 912,216 million for Fiscal 2021.</u> Our Company as a frontline business is exposed to lockdowns, economic disruptions and loss of lives for our employees and our contract personnel. The long-term trajectory of the COVID-19 pandemic and the effects of mutations in the virus, both in terms of scope and intensity of the pandemic, together with their impact on our industry and the broader economy, are still difficult to assess or predict and pose ongoing and significant uncertainties that will be difficult to quantify. If the situation worsens in India, or if there is not a material recovery in the Indian economy, our business, results of operations and financial condition could be materially and adversely affected.</i></p> <p><i>[...]</i></p> <p>Further, the section “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Fiscal 2021 compared to Fiscal 2020 – Key Developments” shall be updated in the UDRHP as follows:</p> <p>“Key developments</p> <p><i>During the period of April to May 2021, the second wave of COVID-19 impacted the operations of our Company due to nationwide and local lockdowns in various states, and restrictions on travel, etc., which reduced the demand for our services. Based on the our existing relationship with our clients, we were able to negotiate and recover a portion of the fixed costs incurred by us towards cash van lease payments and personnel costs. Despite this, we witnessed significant drop in revenues and profitability during this period, as explained further below. <u>For example, the total number of end-users declined from 2,469 in Fiscal 2021 to 1,771 for the three month period ended June 30, 2021. Further, our average daily volume of cash moved from all customers declined to ₹ 3,509 million for the three month period ended June 30, 2021 from ₹ 3,649 million in Fiscal 2021.</u>”</i></p>	

SEBI Observation No.	Observation	Response	UDRHP Page No.
10.	Risk Factor 8 (RF-8)		
10.1	It has been observed that the DRHP mentions the impact of demonetisation and decrease in the circulation of cash on the cash management industry. LM is advised to highlight the impact it had on the business, operations, cash flows and financial condition of the Issuer Company along with the preparedness of the Issuer Company for similar measures / conditions in the future.	<p>Noted for compliance.</p> <p>It may be noted that despite the imposition of demonetisation, the results of operations of the Company for the respective years were not adversely impacted. To the extent that the business was impacted for a limited period on account of the reduced cash in circulation, we have included the following statement in the Risk Factor.</p> <p><i>The cash management industry, together with our Company, were significantly impacted by this, as the circulation of cash decreased following demonetisation. Further, during this time our retail cash management services business was severely impacted, as the demand of our retail customers for our services decreased significantly following demonetisation.</i></p> <p>The Risk Factor shall be updated in the UDRHP as follows:</p> <p><i>“The currency demonetisation measures imposed by the GoI in November 2016 had a significant impact on the Indian economy and cash circulation in India and there is uncertainty whether similar unanticipated measures could be adopted by the GoI in the future. Similar measures, if implemented in the future, may have an adverse effect on our business, results of operations, cash flows and financial condition.</i></p> <p><i>On November 8, 2016, the GoI withdrew the legal tender of ₹500 and ₹1,000 denominations of bank notes. Pursuant to this currency demonetisation, these high denomination notes could no longer be used for transactions (except in few notified sectors for a short period of time) or exchange purposes and consequently had no value. These notes were replaced with a new series of bank notes of ₹500 and ₹2,000 denominations through banks. In an effort to monitor replacement of demonetised notes, the GoI had initially specified limits for exchange and withdrawal of currency all over India. The process of demonetisation and replacement of these high denomination notes significantly reduced the liquidity of cash in the Indian economy, a predominantly cash-based economy. This was particularly the case in rural and semi-urban regions of India, which are more remote and farthest away from supplies of the new bank notes and where bank branch penetration are at their lowest. The cash management industry, together with our Company, were significantly impacted by this, as the circulation of cash decreased following demonetisation. Further, during this time our retail cash management services business was severely impacted, as the demand of our retail customers for our services decreased significantly following demonetisation. <u>This however did not adversely impact our results of operations for the respective period and for subsequent periods, as the Company’s services were availed by our clients for transportation of the new currency notes as well as demonetized notes; moreover, our operations recovered upon a gradual increase in the availability of cash in circulation.</u></i></p>	30

SEBI Observation No.	Observation	Response	UDRHP Page No.
		[...]"	
11.	Risk Factor 9 (RF-9)		
11.1	LM is advised to highlight investment made or funds / resources earmarked by the Issuer Company in the past three years, towards new technologies and equipment.	<p>Noted for compliance to the extent applicable.</p> <p>It may be noted that the Company does not allocate any separate amounts for the acquisition or development of new technologies as these form ordinary course activities of the Company and are treated as part of the other expenses of the Company. It may be further noted that the application developed by the Company for its customers is part of its overall service. Additionally, amounts spent towards upgrade of security of vehicles leased by the Company or vaults owned by the Company are part of the ordinary business activities of the Company. Accordingly, it is not possible to separately identify amounts allocated by the Company towards new technologies and equipment.</p>	31
11.2	LM is advised to include instances where the Issuer Company has been unable to use new technologies effectively or adapt its mobile applications, proprietary technologies and systems to meet customer requirements or emerging industry standards. LM is further advised to include instances where the Issuer Company's business has been materially and adversely affected, owing to its inability to adapt in a cost-effective and timely	<p>There have been no identifiable instances of failure to adopt new technologies or failure to meet the technical requirements of customers in the past three years, which have adversely impacted the financial results or operations of the Company. The Risk Factor shall be updated in the UDRHP as follows:</p> <p><i>“If we do not continue to invest in new technologies and equipment, our technologies and equipment may become obsolete and our costs may increase relative to our competitors, which may have an adverse impact on our business, results of operations and financial condition.</i></p> <p><i>Our operations are dependent on the effectiveness of our technological platform and security measures and the ability to handle and process large volumes of cash on a daily basis and in a timely manner to provide a seamless experience to our clients.</i></p> <p><i>The financial services industry is characterized by rapid technological evolution, changes in customer requirements and preferences, frequent introduction of new services and products embodying new technologies, and the emergence of new industry standards and practices. To remain competitive, we must continue to stay abreast of the constantly evolving industry trends and to enhance and improve the responsiveness, security functionality and features of our services. In order to attract and retain customers, we must continue to invest significant resources in software development to enhance our information technology and improve our existing services. While we have not encountered such instances in the past three years, if we are unable Our inability to keep up with such changes could render our existing technologies and systems obsolete. Our success will depend, in part, on our ability to identify, develop, acquire or license leading technologies useful in our business, and respond to technological advances and emerging industry standards and practices in a cost-effective and timely way. The development of mobile applications and other proprietary technology entails significant technical and business risks. There can be no assurance that we will be able to use new technologies effectively or adapt our mobile applications, proprietary</i></p>	31

SEBI Observation No.	Observation	Response	UDRHP Page No.
	manner in response to changing market conditions or customer preferences, whether for technical, legal, financial or other reasons,.	<i>technologies and systems to meet customer requirements or emerging industry standards. <u>While we have not encountered such instances in the past three years, if if</u> we are unable to adapt in a cost-effective and timely manner in response to changing market conditions or customer preferences, whether for technical, legal, financial or other reasons, our business may be materially and adversely affected."</i>	
12.	Risk Factor10 (RF-10)		
12.1	LM is advised to disclose past instances of technology failure, if any, and steps taken by the Issuer Company to avoid repetition.	Noted for compliance to the extent applicable. The Company has not encountered any instances of technology failure in the past three years which have adversely impacted its financial results or operations nor have there been any instances where the Company has failed to adapt its information technology systems to the requirements of customers. Further there have been no material instances of disruption to or breaches of the information technology systems of the Company in the past three years. Consequently, the Company has not experienced any untoward increase in expenses towards maintenance, upgrade or upkeep of information systems.	31-32
12.2	LM is advised to include past instances where the Issuer Company didn't have the ability or the capacity to adapt its information system technologies, including its customer service platforms, for any new business, increase in scale of operations, changing user requirements or emerging trends and industry standards or government regulations.	The Risk Factor shall be updated in the UDRHP as follows: <i>"Failures of our information technology systems could have a material adverse effect on our business, results of operations, cash flows and financial condition.</i> <i>The success of our businesses depends in part upon our ability to effectively deploy, implement and use information technology systems and advanced technology initiatives in a cost effective and timely basis. Our information technology systems include multiple applications and other systems that allocate resources, and plan daily routes and facilitate internal and external communications, enabling us to coordinate and make quick decisions across our business. Our information technology systems also rely on, and interact with, information technology systems of our customers and end-users. <u>While we have not encountered any material disruptions to or breaches of our information technology systems in the past three years, which have a material adverse effect on our business, results of operations, cash flows and financial condition if if</u> we experience disruptions or other problems with our information technology systems, or in connection with the interaction between our information technology systems and those of our customers or other third parties, such as telephone or information technology infrastructure failure, cyber security or other external security breaches, viruses and other disruptive events, or that result from events beyond our control, such as fire, natural disasters, unauthorized entry, power loss, telecommunications failure, computer viruses, terrorist acts and war, our ability to service our customers, and conduct and manage our business, as well</i>	31-32
12.3	LM is advised to include instances where the Issuer		31-32

SEBI Observation n No.	Observation	Response	UDRHP Page No.
	Company had 'experienced disruption and/or decrease in the value delivered to the customers, because of not effectively managing its information technology systems, in a timely and cost-effective manner. LM is advised to further include whether as result of the above its expenses had increased, margins decreased, and/or its cash flows and results of operations had been adversely affected.	<p>as our reputation with our customers, could be adversely affected, and we could lose customer contracts and business and incur significant remedial costs, penalties and expenses, each of which could have an adverse effect on our business, results of operations, cash flows and financial condition. <u>While we have not encountered any instances of data breach to our IT systems in the past three years, we maintain regular monitoring of our systems, including periodic security review by our internal teams as well as periodic security audit by our clients.</u></p> <p>In addition, our ability to grow our business and improve the efficiency of our operations requires us to implement new information technology systems and integrate new businesses into our information technology systems. Any information technology systems, infrastructure or processes that we rely on for the delivery of our services may not perform satisfactorily or may not be suitable for any new business we acquire. In addition, we may not have the ability or capacity to adapt our information system technologies, including our customer service platforms, for any new business, increase in scale of operations, changing user requirements or emerging trends and industry standards or government regulations. <u>While we have not encountered any material adverse situations with our information technology systems in the past three years, if</u> if we do not effectively manage our information technology systems, in a timely and cost-effective manner, we may experience disruption to our business and our ability to deliver value to our customers may decrease, and as a result, our expenses may increase, our margins may decrease, and our cash flows and results of operations may also be adversely affected. There can be no assurances that we will successfully be able to implement or adopt new information technology systems or integrate new businesses into our information technology systems without disruptions to our operations.</p> <p><u>Further, our customers undertake periodic audit of our information technology systems and may provide additional compliance requirements or security requirements for our systems, which are addressed by us on an ongoing basis. While we have not received any material adverse remark in such audit reports in the past three years, such additional requirements may require us to overhaul our IT systems substantially or require us to expend significant resources in ensuring compliance. While we have not encountered any instances of penalties or termination of contracts in the past three years on account of such audit requirements, if we fail to implement the recommendations of security audits, we may be subjected to penalties or termination of contracts by our clients.</u></p> <p>[...]"</p>	
12.4	LM is advised to highlight instances where the Issuer Company was unsuccessful in implementing or adopting new information technology systems or integrating new businesses into its information technology systems without disruptions to its operations.		31-32

SEBI Observation No.	Observation	Response	UDRHP Page No.
12. 5	LM is advised to include details of the robustness) of the IT systems of the Company covering the testing of the systems for vulnerability assessment, etc., audit process and the frequency of such audits, any past instances of data security breaches, corrective actions taken, etc.		31-32
13.	Risk Factor 12 (RF-12)		
13. 1	LM is advised to include the amount recovered (along with percentage), if any, against the amount of cash embezzled in the fiscals mentioned in the RF-12. LM is further, advised to highlight measures taken by the Issuer Company to increase the effectiveness and reliability of its internal controls and procedures including the process of hiring.	<p>Complied with and noted for compliance.</p> <p>As disclosed in Risk Factor 12, in “<i>the Fiscal Years 2019, 2020, 2021 and in the three months ended June 30, 2021, there were 3, 13, 4 and NIL, instances of cash embezzlement by our employees or cash executives on contract, respectively, involving an aggregate amount of ₹ 19.40 million, ₹ 17.35 million, ₹ 14.17 million and ₹ Nil, respectively.</i>”</p> <p>Further, the Company undertakes a detailed and stringent background check of all employees before confirmation of their employment, especially cash executives and also maintains insurance against employee fraud. The Company follows a system of recruitment through reference, followed by background verification by the risk management team followed by police verification.</p> <p>The Risk Factor shall be updated in the UDRHP as follows:</p> <p><i>“We are exposed to various security risks that may originate from within our Company, which could have an adverse effect on our reputation, business, results of operations and financial condition. The insurance coverage provided for protection against these risks may not be adequate.</i></p> <p><i>By virtue of the nature of our industry and being in the business of handling large volumes of cash, we are exposed to various security risks and crimes that may originate from within our Company, such as cash- in-transit losses,</i></p>	33

SEBI Observation No.	Observation	Response	UDRHP Page No.
		<p>reporting errors (both deliberate and inadvertent) and theft, embezzlement, fraud and other forms of malpractice by our employees and personnel provided to us by our independent contractors. In the Fiscal Years 2019, 2020, 2021 and in the three months ended June 30, 2021, there were 3, 13, 4 and NIL, instances of cash embezzlement by our employees or cash executives on contract, respectively, involving an aggregate amount of ₹ 19.40 million, ₹ 17.35 million, ₹ 14.17 million and ₹ Nil, respectively. <u>Against this, we were able to recover insurance claims of ₹ 9.98 million, ₹ 0.28 million, ₹ 1.81 million and Nil respectively as on June 30, 2021. In addition, the Company has been able to recover ₹ 6.42 million, ₹ 5.87 million, ₹ 1.03 million and Nil respectively from the employees and cash executives, as on June 30, 2021, representing, 84.54%, 35.45%, 20.04% and Nil, of the total amount of cash embezzled respectively. Further, the Company continues to be in the process of recovery of further amounts from employees and cash executives for the above periods.</u> Further, other instances of cash embezzlement by our employees cash executives on contract, may not be detected. As a result, our operations depend substantially on the integrity of our employees and cash executives on contract, and the reliability and effectiveness of our internal controls and procedures, <u>including the background checks, police verification and existing employee referral system followed by us.</u> In the course of our screening and background check process when hiring personnel, we may be supplied with false or incomplete background information, or information which may be difficult for us and others to verify. These situations expose us to risk of thefts, robberies, fraud and other forms of malpractice from our employees and cash executives on contract. For details in relation to the outstanding criminal proceedings initiated by our Company resulting out of instances of fraud, theft, robbery, etc., please see the section entitled “Outstanding Litigation and Other Material Developments – Litigation involving our Company” on page 311.</p> <p>[...]</p>	
14.	Risk Factor 14 (RF-14)		
14.1	LM is advised to include specific instances, if any, of seasonable fluctuations, slowdown, lower volumes, etc., that has had adverse effect on the business, financial condition and results of the operations of the Issuer Company in the past three years.	<p>Noted for compliance to the extent applicable.</p> <p>It is submitted that as highlighted in Risk Factor 14, the business of the Company is subject to seasonal fluctuations, which are on account of the corresponding fluctuations in the cash collections made by the end customers. Accordingly, other than the disruptions to the business of the Company due to COVID-19, which have been disclosed in detail elsewhere in the DRHP, including in Risk Factor 6 on pages 27-28 of the DRHP and the section “Management’s Discussion and Analysis of Results and Financial Condition – Fiscal 2021 compared to Fiscal 2020 – Key Developments” on page 264 of the DRHP, there have been no specific instances of seasonal fluctuations or slowdown or lower volumes. It is submitted that the Company’s operations are subject to seasonal fluctuations in the business of the end customers. Accordingly, there are higher volumes of cash handled towards the second half of the year, especially during festivals. However, the extent of such seasonal variation is not static and a change in the Company’s end customer mix or addition of collection points on a particular route may alter the effect of such seasonality and accordingly, the same cannot be quantified by the Company.</p>	34, 300

SEBI Observation No.	Observation	Response	UDRHP Page No.
		<p>The Risk Factor shall be updated in the UDRHP as follows:</p> <p><i>Our business is subject to seasonal fluctuations in the industries in which the end users operate and lower income in a peak season may have a disproportionate effect on our results of operations.</i></p> <p><i>Our end users are e-commerce companies, retail chains, NBFCs, insurance firms, ecommerce logistics players, railways and retail petroleum distribution outlets. Many of these industries are seasonal in nature with higher volumes of sales happening during festivals, <u>such as Holi, Dusshera, Diwali, Eid-ul-Fitr or Christmas</u> or particular times of the year, leading to higher volumes of cash transactions and consequently, higher revenues for our Company.</i></p> <p>[...]"</p>	
15.	Risk Factor 16 (RF-16)		
15.1	LM is advised to include specific instances, if any, of the scenarios highlighted in the RF during the last three fiscals.	<p>Noted for compliance.</p> <p>It is submitted that the Company does not have a formal outsourcing policy in place. However, outsourcing to the Group Company, RPFPL, is done in accordance with the requirements for related party transactions under the Companies Act, 2013, as amended, including with prior approval of the Audit Committee and the Board and is on an arms' length basis.</p>	35
15.2	LM is advised to include whether the Issuer Company has any outsourcing policy in place to govern its procurement services. LM is further advised to disclose the effectiveness of the entire outsourcing process, clearly delineating the controls and checks in place to handle situations highlighted in the RF.	<p>The Risk Factor shall be updated in the UDRHP as follows:</p> <p><i>“To fulfil our operations and contracts, we procure services from our group company, RPFPL, a regulated security service provider, whose personnel may carry and handle firearms and ammunition. Any misuse or contravention of laws or policies relating to firearms by such personnel may adversely affect our reputation and expose us to potential liabilities.</i></p> <p><i>To fulfil our operations and contracts, we procure security services (which includes a crew of armoured vans, armed guards and drivers) from our group company, RPFPL, a regulated security service provider. Such armed guards, are licensed to carry and operate firearms. In connection with procuring these services, RPFPL, its employees and persons contracted by RPFPL must have special licenses in order to provide these services and to carry firearms and ammunition. Their weapons must also be registered, and there are, for example, legal requirements for storing weapons when they are not in use as well as limitations on the type of ammunition and weapons that can be used. While <u>we have not encountered any instance of accidental misuse of fire arms by such contractual service providers in the past three years</u>, we do not control RPFPL or personnel provided by RPFPL, we could be exposed to direct or indirect liability (including vicariously) or suffer reputational damage in the event of misuse or contravention of</i></p>	35

SEBI Observation No.	Observation	Response	UDRHP Page No.
		<p>laws or policies by RPFPL or personnel provided by RPFPL, including as a result of any customer, employee, member of the public or other persons being injured or killed through the misuse of firearms or ammunition, which may have an adverse effect on our reputation and expose us to liabilities, resulting in an adverse effect on our business and financial condition.</p> <p><u>Further, while we do not have a formal outsourcing policy, related party transactions are reviewed by our Audit Committee and Board in accordance with the requirements of the Companies Act and the rules made thereunder and are carried out on arms' length basis."</u></p>	
16.	Risk Factor 17 (RF-17)		
16.1	LM is advised to include the ageing analysis of the receivables due from the clients in the past three years. In addition, LM is advised to include measures taken or proposed to be taken by the Issuer Company for recovering the dues from the clients along with any timelines set for the same. LM is further advised to highlight scenarios owing to which said dues may not be recovered by the Issuer Company.	<p>Complied with and noted for compliance.</p> <p>The ageing analysis for receivables is disclosed in the Section "<i>Restated Financial Information – Note 37 – Risk Management</i>" on page 226 of the DRHP. It is submitted that the Company seeks recovery of dues from clients in the ordinary course of business. As highlighted in the Restated Financial Information, the Company did not have any bad debts for three months ended on June 30, 2021, Fiscal 2021, Fiscal 2020 and Fiscal 2019 and consequently, no specific recovery actions have been undertaken in respect of the continuing operations of the Company. Details of the litigation initiated by the Company are set out in the section "<i>Outstanding Litigation – Material Outstanding Litigation involving our Company – Material civil litigation initiated by our Company</i>" on page 275 of the DRHP. Further, in respect of the erstwhile ATM operations of the Company, which have been discontinued, the Company has initiated appropriate legal proceedings for recovery of debts dues from a client. The amount due as debt in respect of the discontinued operations has been fully provided for by the Company and there are no contingent liabilities on account of debts recoverable by the Company from clients for the three months ended June 30, 2021, Fiscal 2021, Fiscal 2020 or Fiscal 2019.</p> <p>Further, other than impact of COVID-19 to the operations of the Company, the Company has not experienced any significant disruptions to its operations or collection of receivables in the past three years.</p> <p>The Risk Factor shall be updated in the UDRHP as follows:</p> <p><i>"We may not be able to collect receivables due from our clients, in a timely manner, or at all, which may adversely affect our business, financial condition, results of operations and cash flows.</i></p>	36
16.2	LM is advised to disclose any material disruptions in past three financial years and interim period	<p><i>There may be delays in the collection of receivables, from our customers. As of June 30, 2021, March 31, 2021, March 31, 2020, and March 31, 2019, ₹ 38.74 million, ₹ 14.40 million, ₹ 18.00 million, and ₹ 1.47 million, respectively, (net of credit impaired receivables of ₹ 13.60 million pertaining to the erstwhile ATM division which has been fully provided for) had been outstanding for a period exceeding six months from their respective due dates.</i></p>	36

SEBI Observation No.	Observation	Response	UDRHP Page No.																																																																											
	having impact on business operations and financials of the company.	<p>For further details, see “Financial Information” on page 191. <u>Our ability to recover dues from our clients is dependent on a variety of factors, including some beyond our control, such as financial health of the customer, macroeconomic conditions, regulatory directives and seasonal variations in recoveries by clients.</u> We cannot assure you that we will be able to collect our receivables in time or at all which may have an adverse effect on our cash flows, business, results of operations and financial condition. <u>Other than during the COVID-19, when we experienced certain disruptions in our operations due to nation wide lockdown imposed by the Government, including in collection of receivables, we have not experienced any significant disruptions to our business or operations in the past three years which have had adversely affected our business, financial condition, results of operations and cash flows. However, there can be no assurance that future disruptions including macroeconomic shocks will not hamper our ability to collect receivables in a timely manner.</u></p> <p><u>As of the three months ended June 30, 2021, March 31, 2021, March 31, 2020 and March 31, 2019, below are the dues from clients and the periods for which these have been outstanding:</u></p> <p style="text-align: right;"><u>(₹ in million, except percentage data)</u></p> <table><tr><th rowspan="2"><u>Particulars</u></th><th colspan="3"><u>June 30, 2021</u></th><th colspan="3"><u>March 31, 2021</u></th></tr><tr><th><u>Gross carrying amount</u></th><th><u>Weighted average loss rate</u></th><th><u>Loss allowance</u></th><th><u>Gross carrying amount</u></th><th><u>Weighted average loss rate</u></th><th><u>Loss allowance</u></th></tr><tr><td><u>≤ 90 days</u></td><td><u>502.20</u></td><td><u>0.69%</u></td><td><u>3.48</u></td><td><u>630.74</u></td><td><u>0.79%</u></td><td><u>5.04</u></td></tr><tr><td><u>90 to 180 days</u></td><td><u>81.31</u></td><td><u>0.86%</u></td><td><u>0.70</u></td><td><u>62.06</u></td><td><u>0.98%</u></td><td><u>0.61</u></td></tr><tr><td><u>181 to 365 days</u></td><td><u>38.74</u></td><td><u>4.54%</u></td><td><u>1.76</u></td><td><u>14.40</u></td><td><u>5.17%</u></td><td><u>0.74</u></td></tr><tr><td><u>> 365 days</u></td><td><u>13.60</u></td><td><u>100.00%</u></td><td><u>13.60</u></td><td><u>13.60</u></td><td><u>100.00%</u></td><td><u>13.60</u></td></tr><tr><td><u>Total</u></td><td><u>635.85</u></td><td><u>-</u></td><td><u>19.54</u></td><td><u>720.80</u></td><td><u>-</u></td><td><u>19.99</u></td></tr></table> <table><tr><th rowspan="2"><u>Particulars</u></th><th colspan="3"><u>March 31, 2020</u></th><th colspan="3"><u>March 31, 2019</u></th></tr><tr><th><u>Gross carrying amount</u></th><th><u>Weighted average loss rate</u></th><th><u>Loss allowance</u></th><th><u>Gross carrying amount</u></th><th><u>Weighted average loss rate</u></th><th><u>Loss allowance</u></th></tr><tr><td><u>≤ 90 days</u></td><td><u>423.84</u></td><td><u>1.98%</u></td><td><u>8.40</u></td><td><u>528.63</u></td><td><u>2.97%</u></td><td><u>15.69</u></td></tr><tr><td><u>90 to 180 days</u></td><td><u>107.64</u></td><td><u>2.14%</u></td><td><u>2.30</u></td><td><u>16.33</u></td><td><u>4.17%</u></td><td><u>0.68</u></td></tr></table>	<u>Particulars</u>	<u>June 30, 2021</u>			<u>March 31, 2021</u>			<u>Gross carrying amount</u>	<u>Weighted average loss rate</u>	<u>Loss allowance</u>	<u>Gross carrying amount</u>	<u>Weighted average loss rate</u>	<u>Loss allowance</u>	<u>≤ 90 days</u>	<u>502.20</u>	<u>0.69%</u>	<u>3.48</u>	<u>630.74</u>	<u>0.79%</u>	<u>5.04</u>	<u>90 to 180 days</u>	<u>81.31</u>	<u>0.86%</u>	<u>0.70</u>	<u>62.06</u>	<u>0.98%</u>	<u>0.61</u>	<u>181 to 365 days</u>	<u>38.74</u>	<u>4.54%</u>	<u>1.76</u>	<u>14.40</u>	<u>5.17%</u>	<u>0.74</u>	<u>> 365 days</u>	<u>13.60</u>	<u>100.00%</u>	<u>13.60</u>	<u>13.60</u>	<u>100.00%</u>	<u>13.60</u>	<u>Total</u>	<u>635.85</u>	<u>-</u>	<u>19.54</u>	<u>720.80</u>	<u>-</u>	<u>19.99</u>	<u>Particulars</u>	<u>March 31, 2020</u>			<u>March 31, 2019</u>			<u>Gross carrying amount</u>	<u>Weighted average loss rate</u>	<u>Loss allowance</u>	<u>Gross carrying amount</u>	<u>Weighted average loss rate</u>	<u>Loss allowance</u>	<u>≤ 90 days</u>	<u>423.84</u>	<u>1.98%</u>	<u>8.40</u>	<u>528.63</u>	<u>2.97%</u>	<u>15.69</u>	<u>90 to 180 days</u>	<u>107.64</u>	<u>2.14%</u>	<u>2.30</u>	<u>16.33</u>	<u>4.17%</u>	<u>0.68</u>	
<u>Particulars</u>	<u>June 30, 2021</u>			<u>March 31, 2021</u>																																																																										
	<u>Gross carrying amount</u>	<u>Weighted average loss rate</u>	<u>Loss allowance</u>	<u>Gross carrying amount</u>	<u>Weighted average loss rate</u>	<u>Loss allowance</u>																																																																								
<u>≤ 90 days</u>	<u>502.20</u>	<u>0.69%</u>	<u>3.48</u>	<u>630.74</u>	<u>0.79%</u>	<u>5.04</u>																																																																								
<u>90 to 180 days</u>	<u>81.31</u>	<u>0.86%</u>	<u>0.70</u>	<u>62.06</u>	<u>0.98%</u>	<u>0.61</u>																																																																								
<u>181 to 365 days</u>	<u>38.74</u>	<u>4.54%</u>	<u>1.76</u>	<u>14.40</u>	<u>5.17%</u>	<u>0.74</u>																																																																								
<u>> 365 days</u>	<u>13.60</u>	<u>100.00%</u>	<u>13.60</u>	<u>13.60</u>	<u>100.00%</u>	<u>13.60</u>																																																																								
<u>Total</u>	<u>635.85</u>	<u>-</u>	<u>19.54</u>	<u>720.80</u>	<u>-</u>	<u>19.99</u>																																																																								
<u>Particulars</u>	<u>March 31, 2020</u>			<u>March 31, 2019</u>																																																																										
	<u>Gross carrying amount</u>	<u>Weighted average loss rate</u>	<u>Loss allowance</u>	<u>Gross carrying amount</u>	<u>Weighted average loss rate</u>	<u>Loss allowance</u>																																																																								
<u>≤ 90 days</u>	<u>423.84</u>	<u>1.98%</u>	<u>8.40</u>	<u>528.63</u>	<u>2.97%</u>	<u>15.69</u>																																																																								
<u>90 to 180 days</u>	<u>107.64</u>	<u>2.14%</u>	<u>2.30</u>	<u>16.33</u>	<u>4.17%</u>	<u>0.68</u>																																																																								

SEBI Observation No.	Observation	Response							UDRHP Page No.																																				
		<u>181 to 365 days</u>	<u>18.00</u>	<u>11.65%</u>	<u>2.10</u>	<u>1.47</u>	<u>17.89%</u>	<u>0.26</u>																																					
		<u>> 365 days</u>	<u>13.60</u>	<u>100.00%</u>	<u>13.60</u>	<u>13.60</u>	<u>100.00%</u>	<u>13.60</u>																																					
		<u>Total</u>	<u>563.08</u>	<u>-</u>	<u>26.40</u>	<u>560.03</u>	<u>-</u>	<u>30.23</u>																																					
		<u>For further details, refer to the section “Restated Financial Information – Note 37 – Risk Management” on page 261.</u>																																											
		[...]																																											
17.	Risk Factor 19 (RF-19)																																												
17.1	LM is advised to include the details of whether provisioning has been done by the company for the probable liabilities, if any arising out of outstanding litigations and also the quantum of the same, where quantifiable. LM is advised to mention the amount reflected as Contingent Liabilities with respect to the outstanding litigations, if any and also to disclose contingent liabilities as a percentage of network.	<p>Noted for compliance.</p> <p>The Risk Factor shall be updated as follows:</p> <p><i>There are outstanding legal proceedings involving our Company, which may adversely affect our business, financial condition and results of operations.</i></p> <p><i>There are outstanding legal proceedings involving our Company. These proceedings are pending at different levels of adjudication before various courts, tribunals and enquiry officers. Such proceedings could divert management time and attention, and consume financial resources in their defence. Further, an adverse judgment in some of these proceedings could have an adverse impact on our business, financial condition and results of operations.</i></p> <p><i>A summary of the outstanding proceedings against our Company, Directors and Promoters, as disclosed in this Draft Red Herring Prospectus, to the extent quantifiable, have been set out below:</i></p> <table><tr><th><i>Name of Entity</i></th><th><i>Criminal proceedings</i></th><th><i>Tax proceedings</i></th><th><i>Statutory regulatory proceedings</i></th><th><i>or Material litigation</i></th><th><i>civilAggregate amount involved (₹ in million)*</i></th></tr><tr><td colspan="6"><i>Company</i></td></tr><tr><td><i>By the Company</i></td><td><i>39**</i></td><td><i>N.A</i></td><td><i>Nil</i></td><td><i>1</i></td><td><i>Criminal - 97.66**</i></td></tr><tr><td></td><td></td><td></td><td></td><td></td><td><i>Civil - 35.74</i></td></tr><tr><td><i>Against the Company</i></td><td><i>Nil</i></td><td><i>1</i></td><td><i>Nil</i></td><td><i>Nil</i></td><td><i>0.84</i></td></tr><tr><td colspan="6"><i>Directors</i></td></tr></table>							<i>Name of Entity</i>	<i>Criminal proceedings</i>	<i>Tax proceedings</i>	<i>Statutory regulatory proceedings</i>	<i>or Material litigation</i>	<i>civilAggregate amount involved (₹ in million)*</i>	<i>Company</i>						<i>By the Company</i>	<i>39**</i>	<i>N.A</i>	<i>Nil</i>	<i>1</i>	<i>Criminal - 97.66**</i>						<i>Civil - 35.74</i>	<i>Against the Company</i>	<i>Nil</i>	<i>1</i>	<i>Nil</i>	<i>Nil</i>	<i>0.84</i>	<i>Directors</i>						37
<i>Name of Entity</i>	<i>Criminal proceedings</i>	<i>Tax proceedings</i>	<i>Statutory regulatory proceedings</i>	<i>or Material litigation</i>	<i>civilAggregate amount involved (₹ in million)*</i>																																								
<i>Company</i>																																													
<i>By the Company</i>	<i>39**</i>	<i>N.A</i>	<i>Nil</i>	<i>1</i>	<i>Criminal - 97.66**</i>																																								
					<i>Civil - 35.74</i>																																								
<i>Against the Company</i>	<i>Nil</i>	<i>1</i>	<i>Nil</i>	<i>Nil</i>	<i>0.84</i>																																								
<i>Directors</i>																																													

SEBI Observation No.	Observation	Response	UDRHP Page No.																														
		<table><tr><td>By the Directors</td><td>Nil</td><td>N.A</td><td>Nil</td><td>Nil</td><td>Nil</td></tr><tr><td>Against the Directors</td><td>Nil</td><td>Nil</td><td>Nil</td><td>Nil</td><td>Nil</td></tr><tr><td colspan="6">Promoters</td></tr><tr><td>By the Promoters</td><td>Nil</td><td>N.A</td><td>Nil</td><td>Nil</td><td>Nil</td></tr><tr><td>Against the Promoters</td><td>Nil</td><td>Nil</td><td>Nil</td><td>Nil</td><td>Nil</td></tr></table> <p><i>*To the extent quantifiable.</i></p> <p><i>** As on the date of this Draft Red Herring Prospectus, our Company has filed 25 criminal complaints pertaining to matters relating to fraud, theft, robbery, misappropriation, misconduct, and extortion, pending at the FIR stage and have not culminated into criminal proceedings, involving an aggregate amount of ₹37.70 million approximately. Further, as on the date of this Draft Red Herring Prospectus, our Company has instituted 14 criminal complaints which have progressed from the FIR stage and corresponding charge sheets have been filed, which are currently outstanding, involving an aggregate of ₹59.96 million approximately. Such matters are pending at various stages of adjudication, however, the Company has recovered many of these amounts through insurance claims.</i></p> <p><i><u>Further, except for an amount of ₹ 0.84 million pertaining to a disputed service tax matter, against which an amount of ₹ 0.08 million has been deposited in protest, our Company did not have any contingent liabilities as on June 30, 2021. Our total contingent liabilities as of June 30, 2021 was ₹ 0.84 million, which as a percentage of our net worth was 0.08%. For further details of the contingent liabilities, please see “Restated Financial Information – Note 34 – Contingent Liabilities” on page 258.</u></i></p> <p><i>For further details, please see the section entitled “Outstanding Litigation and Other Material Developments” beginning on page 311.</i></p> <p><i>We cannot provide assurance that these legal proceedings will be decided in our favour. Decisions in such proceedings adverse to our interests may have an adverse effect on our business, results of operations and financial condition.”</i></p>	By the Directors	Nil	N.A	Nil	Nil	Nil	Against the Directors	Nil	Nil	Nil	Nil	Nil	Promoters						By the Promoters	Nil	N.A	Nil	Nil	Nil	Against the Promoters	Nil	Nil	Nil	Nil	Nil	
By the Directors	Nil	N.A	Nil	Nil	Nil																												
Against the Directors	Nil	Nil	Nil	Nil	Nil																												
Promoters																																	
By the Promoters	Nil	N.A	Nil	Nil	Nil																												
Against the Promoters	Nil	Nil	Nil	Nil	Nil																												
18.	Risk Factor 21 (RF-21)																																
18.1	LM is advised to disclose the trend in the attrition rate of Key Personnel of the company over the period of past three financial years and for	<p>Noted for compliance.</p> <p>The Risk Factor shall be updated in the UDRHP as follows:</p> <p><i>“We are dependant on a number of key managerial personnel, including senior management, and the loss of or inability to attract or retain such persons with specialized technical know-how could adversely affect our business, results of operations, cash flows and financial condition.</i></p>	38																														

SEBI Observation No.	Observation	Response	UDRHP Page No.
	stub period as included in DRHP. LM is further advised to disclose the reasons for resignation of Directors (executive / non-executive/independent) and any other key managerial person, if any, in last three financial years.	<p><i>Our performance depends largely on the efforts and abilities of our senior management team, other key personnel and the performance and productivity of our operational managers. Our senior management consists of a diverse group of experienced and qualified professionals and any loss of these individuals could result in a loss of their respective industry knowledge and expertise. The input and experience of our senior management and Key Management Personnel are also important to the future development of our business and our business strategy. <u>We have not experienced any attrition in our KMPs in the past three financial years and three months ended June 30, 2021. Further, with the exception of Mr. Ajay Mittal, a nominee of Ascent Capital, who resigned from directorship of our Company due to pre-existing commitments within Ascent Capital and was replaced by Mr. A P Vasanthakumar, we have not experienced any resignations among our Directors in the past three financial years and three months ended June 30, 2021.</u></i></p> <p>[...]"</p>	
19.	Risk Factor 22 (RF-22)		
19.1	LM is advised to disclose the status of government approvals, license, permits and registrations, if any, and also include a cross reference with specific page numbers to other sections where the disclosures are made. In addition, if approval has a validity, the same should be mentioned. Further, LM is advised to provide the consequences of withdrawal of such licenses/approval on the operations of the Issuer Company.	<p>Complied with and noted for compliance.</p> <p>There are no material approvals, license, permits and registrations applied for by the Company which have not been received or which have expired and not renewed or which have not been applied for.</p> <p>The Risk Factor shall be updated in the UDRHP as follows:</p> <p><i>“Any failure to obtain, renew and maintain requisite statutory and regulatory permits, licenses and approvals for our operations from time to time may adversely affect our business.</i></p> <p><i>We are required to maintain certain licenses, approvals, permits and registrations in order to undertake our business activities. We require such permissions in order to operate various of our branches and offices in India and must apply for renewals of such permissions from time to time, as required. For example, we are required to maintain labour licenses under various applicable central and state labour laws in force in India for our employees and also various shops and establishments registrations under the applicable provisions of the shops and establishments legislation of relevant states for our offices. While we have applied for certain licenses under both the respective legislations and rules made thereunder, notified by the central government and adopted with such modifications as deemed necessary by the respective state governments, applicable to us in certain locations in which we operate, some may also be subject to intermittent applications for renewal. We cannot assure that we will be able to obtain such licenses in time and will not be subject to any penalty. <u>For details of the approvals required by our Company in the ordinary course of our business, see “Government and other Approvals” on page 315.</u></i></p>	39

SEBI Observation No.	Observation	Response	UDRHP Page No.
		[...]"	
20.	Risk Factor 23 (RF-23)		
20.1	LM is advised to confirm whether the Issuer Company has violated any of the restrictive covenants/events of default or undergone rescheduling for repayment of loans in the past three fiscal years with respect to the debt financing that the company has availed.	It is submitted that the Company has not committed any default under its financing arrangements in the three years prior the date of the DRHP and there has been no rescheduling of borrowings availed by the Company in this period. Further, the Company has not received any notice from lenders for violation of any restrictive covenants or calling an event of default.	39
21.	Risk Factor 29 (RF)		
21.1	LM is advised to disclose that Issue / Offer expenses are shared between the selling shareholder and Issuer in proportionate manner even if the Issue does not go through and the shares do not get listed on the Stock Exchanges. LM is advised to ensure that offer related expenses are deducted from the amounts received from 'Offer for Sale' and only the balance amount is paid	<p>Complied with and noted for compliance.</p> <p>The Risk Factor shall be modified in the UDRHP as follows:</p> <p><i>“Our Company will not receive the entire proceeds from the Offer. The Selling Shareholders are selling Equity Shares in the Offer and will receive proceeds as part of the Offer for Sale.</i>”</p> <p><i>The Offer includes an Offer for Sale of up to 30,125,000 Equity Shares, in the aggregate, by the Selling Shareholders. Our Company will not receive any proceeds of the Offer for Sale by the Selling Shareholders. The expenses of the Selling Shareholders will, at the outset, be borne by our Company and each Selling Shareholder <u>in proportion to the Equity Shares issued by our Company under the Fresh Issue and the Equity Shares offered by the Selling Shareholders pursuant to the Offer for Sale</u> will reimburse our Company for such expenses incurred by our Company on behalf of such Selling Shareholders, in relation to the Offer, upon successful completion of the Offer in the manner as prescribed under applicable law and agreed amongst the Company and the Selling Shareholders. For details, please see the section entitled “Objects of the Offer” on page 83.”</i></p> <p>Further, the section “Objects of the Offer – Offer Related Expenses” shall be updated in the UDRHP as follows:</p>	42

SEBI Observation No.	Observation	Response	UDRHP Page No.
	to the selling shareholder(s). Further, the expenses in respect of the Issue/ Offer should be reimbursed to the Issuer Company jointly and severally by the Selling Shareholder(s). Same may also be placed under relevant sections of the DRHP.	<i>“Other than (i) the listing fees, and (ii) stamp duty on issuance of Equity Shares, which will be solely borne by our Company, and the stamp duty payable on transfer of Equity Shares and securities transaction tax which will be solely borne by the Selling Shareholders, all costs, charges, fees and expenses that are associated with and incurred in connection with the Offer including, inter-alia, filing fees, book building fees and other charges, fees and expenses of SEBI, the Stock Exchanges, the Registrar of Companies and any other Governmental Authority, advertising, printing, road show expenses, fees and expenses of the legal counsel to the Offer, fees and expenses of the statutory auditors, registrar fees and broker fees (including fees for procuring of applications), bank charges, fees and expenses of the BRLMs, syndicate members, Self- Certified Syndicate Banks, other Designated Intermediaries and any other consultant, advisor or third party in connection with the Offer shall be borne by the Company and the Selling Shareholders in proportion to the number of Equity Shares issued and Allotted by the Company pursuant to the Fresh Issue and transferred by the Selling Shareholders pursuant to the Offer for Sale, <u>irrespective of the success of the Offer. Upon commencement of listing and trading of the Equity Shares on the Stock Exchanges pursuant to the Offer, the Selling Shareholders shall reimburse the Company for any expenses in relation to the Offer paid by the Company on behalf of the Selling Shareholders directly from the Public Offer Account.</u>”</i>	
21. 2	LM is advised to ensure that in case of Offer for Sale, complete details of Selling Shareholders shall be disclosed including place of business, promoters/major shareholders (Significant Beneficial Owner), directors, SEBI registration, if any, if registered as a Fund/AMC, then details regarding its managers/trustees, restrictions /prohibitions, if any, binding the Selling Shareholders to dispose of the shares of	<p>Noted for compliance.</p> <p>It is submitted that Offer for Sale consists of an offer by one of the Promoters, Col. David Devasahayam (“Promoter Selling Shareholder”) and by Ascent India Fund III (acting through its duly appointed manager, Ascent Capital Advisors India Private Limited) (“Ascent”). Details of the Promoter Selling Shareholder have been included in the section “<i>Our Promoters and Promoter Group – Our Promoters</i>” and “<i>Our Management – Our Board</i>” and “<i>Our Management – Brief profiles of our Directors</i>” on pages 177, 161 and 162 of the DRHP.</p> <p>Further, Ascent is a scheme of ACA Private Equity Trust, a SEBI registered venture capital fund having registration number IN/VCF/08-09/136. Ascent is managed by Ascent Capital Advisors India Private Limited, a SEBI registered investment advisor (Registration Number INA200007645). The address of Ascent Capital Advisors India Private Limited is located at Concorde Block, 16th Floor, U.B. City, No. 24, Vittal Mallya Road, Bengaluru – 560001. In terms of Rule 8 of the Companies (Significant Beneficial Ownership) Rules, 2018, pooled investment vehicles and investment funds regulated by SEBI are exempted from the requirements to submit details of significant beneficial ownership in respect of holdings of shares of companies.</p> <p>It is further confirmed that there are no restrictions or prohibitions, binding Ascent or the Promoter Selling Shareholder to dispose of the Equity Shares of the Company, except for the Investment Agreement entered into between the Company, the Promoters and Ascent. The details of the Investment Agreement have been suitably disclosed in the DRHP in the section “<i>History and Certain Corporate Matters – Material Agreements</i>” on pages 159 and 160 of the DRHP.</p>	73-74,75, 62

SEBI Observation No.	Observation	Response	UDRHP Page No.																								
	the issuer, action taken by SEBI/RBI/overseas regulator, if any along with the built-up of equity share capital/preference share capital held by the said entity in the issuer. Same may also be placed under relevant sections of the DRHP.	<p>It is confirmed that Ascent has not been subject to any action by SEBI, RBI or any overseas regulator.</p> <p>The build-up of shareholding of Ascent is as follows:</p> <table><tr><th>Date of allotment / transfer</th><th>Number of equity shares allotted/ transferred</th><th>Face value per equity share (₹)</th><th>Issue/ acquisition/transfer price per equity share (₹)</th><th>Nature of consideration</th><th>Nature of transaction</th><th>Percentage of pre-Offer shareholding on a fully diluted basis</th><th>Percentage of post-Offer shareholding on a fully diluted basis</th></tr><tr><td>August 9, 2021</td><td>166,216</td><td>10</td><td>-</td><td>N.A</td><td>Conversion of Series A CCPS⁽⁷⁾</td><td>37.21%</td><td></td></tr><tr><td>August 23, 2021</td><td>3,324,322</td><td>10</td><td>N.A.</td><td>N.A.</td><td>Bonus issue in the ratio of 7.5:1</td><td>37.21%</td><td></td></tr></table> <p><i>Pursuant to our Shareholders’ resolution dated September 23, 2021, each equity share of our Company of face value of ₹ 10 each fully paid-up was sub-divided into 10 Equity Shares of our Company of face value of ₹ 1 each. Therefore, paid-up share capital of 10,125,336 equity shares of our Company of face value of ₹ 10 each were sub-divided into 101,253,360 Equity Shares of our Company of face value of ₹ 1 each.</i></p> <p>The shareholding build-up of Ascent shall be included in section “Capital Structure – Notes to Capital Structure” in the UDRHP as follows:</p> <p>“History of build-up of Promoters’ <u>and Selling Shareholders’</u> shareholding and lock-in of Promoters’ shareholding including Promoters’ contribution”</p> <p>[...]</p> <p><u>(d) Build-up of Selling Shareholders’ shareholding in our Company</u></p> <p><u>Promoter Selling Shareholder</u></p> <p><u>For details of the build-up of the shareholding of the Promoter Selling Shareholder, see “– History of build-up of Promoters’ and Selling Shareholders’ shareholding and lock-in of Promoters’ shareholding including Promoters’</u></p>	Date of allotment / transfer	Number of equity shares allotted/ transferred	Face value per equity share (₹)	Issue/ acquisition/transfer price per equity share (₹)	Nature of consideration	Nature of transaction	Percentage of pre-Offer shareholding on a fully diluted basis	Percentage of post-Offer shareholding on a fully diluted basis	August 9, 2021	166,216	10	-	N.A	Conversion of Series A CCPS ⁽⁷⁾	37.21%		August 23, 2021	3,324,322	10	N.A.	N.A.	Bonus issue in the ratio of 7.5:1	37.21%		
Date of allotment / transfer	Number of equity shares allotted/ transferred	Face value per equity share (₹)	Issue/ acquisition/transfer price per equity share (₹)	Nature of consideration	Nature of transaction	Percentage of pre-Offer shareholding on a fully diluted basis	Percentage of post-Offer shareholding on a fully diluted basis																				
August 9, 2021	166,216	10	-	N.A	Conversion of Series A CCPS ⁽⁷⁾	37.21%																					
August 23, 2021	3,324,322	10	N.A.	N.A.	Bonus issue in the ratio of 7.5:1	37.21%																					

SEBI Observation No.	Observation	Response	UDRHP Page No.																								
		<p><u>contribution – Build-up of Promoters’ shareholding in our Company” on page 73.</u></p> <p><u>Investor Selling Shareholder</u></p> <p><u>Set forth below is the build-up of the Investor Selling Shareholders’ equity shareholding since the incorporation of our Company:</u></p> <table><tr><th><u>Date of allotment/ transfer</u></th><th><u>Number of equity shares allotted/ transferred</u></th><th><u>Face value per equity share (₹)</u></th><th><u>Issue/ acquisition/transfer price per equity share (₹)</u></th><th><u>Nature of consideration</u></th><th><u>Nature of transaction</u></th><th><u>Percentage of pre-Offer shareholding on a fully diluted basis</u></th><th><u>Percentage of post-Offer shareholding on a fully diluted basis</u></th></tr><tr><td><u>August 9, 2021</u></td><td><u>166,216</u></td><td><u>10</u></td><td><u>=</u></td><td><u>N.A</u></td><td><u>Conversion of Series A CCPS⁽⁷⁾</u></td><td><u>37.21%</u></td><td></td></tr><tr><td><u>August 23, 2021</u></td><td><u>3,324,322</u></td><td><u>10</u></td><td><u>N.A.</u></td><td><u>N.A.</u></td><td><u>Bonus issue in the ratio of 7.5:1</u></td><td><u>37.21%</u></td><td></td></tr></table> <p><u>Pursuant to our Shareholders’ resolution dated September 23, 2021, each equity share of our Company of face value of ₹ 10 each fully paid-up was sub-divided into 10 Equity Shares of our Company of face value of ₹ 1 each. Therefore, paid-up share capital of 10,125,336 equity shares of our Company of face value of ₹ 10 each were sub-divided into 101,253,360 Equity Shares of our Company of face value of ₹ 1 each.</u></p> <p>The details of Ascent shall be included in the section “General Information” in the UDRHP as follows:</p> <p><u>“Selling Shareholders</u></p> <p><u>Promoter Selling Shareholder</u></p> <p><u>For details of the Promoter Selling Shareholder, see “Our Promoters and Promoter Group – Our Promoters” on page 184.</u></p> <p><u>Investor Selling Shareholder</u></p> <p><u>Ascent is a scheme of ACA Private Equity Trust, a SEBI registered venture capital fund having registration number</u></p>	<u>Date of allotment/ transfer</u>	<u>Number of equity shares allotted/ transferred</u>	<u>Face value per equity share (₹)</u>	<u>Issue/ acquisition/transfer price per equity share (₹)</u>	<u>Nature of consideration</u>	<u>Nature of transaction</u>	<u>Percentage of pre-Offer shareholding on a fully diluted basis</u>	<u>Percentage of post-Offer shareholding on a fully diluted basis</u>	<u>August 9, 2021</u>	<u>166,216</u>	<u>10</u>	<u>=</u>	<u>N.A</u>	<u>Conversion of Series A CCPS⁽⁷⁾</u>	<u>37.21%</u>		<u>August 23, 2021</u>	<u>3,324,322</u>	<u>10</u>	<u>N.A.</u>	<u>N.A.</u>	<u>Bonus issue in the ratio of 7.5:1</u>	<u>37.21%</u>		
<u>Date of allotment/ transfer</u>	<u>Number of equity shares allotted/ transferred</u>	<u>Face value per equity share (₹)</u>	<u>Issue/ acquisition/transfer price per equity share (₹)</u>	<u>Nature of consideration</u>	<u>Nature of transaction</u>	<u>Percentage of pre-Offer shareholding on a fully diluted basis</u>	<u>Percentage of post-Offer shareholding on a fully diluted basis</u>																				
<u>August 9, 2021</u>	<u>166,216</u>	<u>10</u>	<u>=</u>	<u>N.A</u>	<u>Conversion of Series A CCPS⁽⁷⁾</u>	<u>37.21%</u>																					
<u>August 23, 2021</u>	<u>3,324,322</u>	<u>10</u>	<u>N.A.</u>	<u>N.A.</u>	<u>Bonus issue in the ratio of 7.5:1</u>	<u>37.21%</u>																					

SEBI Observation No.	Observation	Response	UDRHP Page No.
		<p><u>IN/VCF/08-09/136. Ascent is managed by Ascent Capital Advisors India Private Limited, a SEBI registered investment advisor (Registration Number INA200007645). The address of Ascent Capital Advisors India Private Limited is as follows</u></p> <p><u>Ascent Capital Advisors India Private Limited</u> <u>Concorde Block, 16th Floor</u> <u>U.B. City</u> <u>No. 24, Vittal Mallya Road</u> <u>Bengaluru – 560 001”</u></p>	
22.	Risk Factor 31 (RF-31)		
22.1	It has been observed that disclaimers have been provided in the DRHP that the Issuer Company and LM have not independently verified the information / data used in industry report. In this regard, it may be noted that Clause 24 (3) of SEBI (ICDR) Regulations, 2018, requires that the LM shall exercise due diligence and satisfy itself about all aspects of the issue including the veracity and adequacy of disclosure in the draft offer document and the offer document. In view of this, LM is advised that draft offer document	<p>Complied with and noted for compliance.</p> <p>The Risk Factor shall be modified in the UDRHP as follows:</p> <p><i>“We have commissioned and paid for an industry report from Frost & Sullivan specifically for the purpose of the Offer, which have been used for industry related data in this Draft Red Herring Prospectus and such data has not been independently verified by us.</i></p> <p><i>We have not independently verified data obtained from industry publications and other external sources referred to in this Draft Red Herring Prospectus and therefore, while we believe them to be true, we cannot assure you that they are complete or reliable. While we have taken reasonable care in the reproduction of the information, the information has not been prepared or independently verified by us, or the BRLMs or any of our or its respective affiliates or advisors and, therefore, we make no representation or warranty, express or implied, as to the accuracy or completeness of such facts and statistics. Such data may also be produced on different bases from those used in other industry publications. Therefore, discussions of matters relating to India, its economy and the industries in which we currently operate in this Draft Red Herring Prospectus are subject to the caveat that the statistical and other data upon which such discussions are based may be incomplete or unreliable.</i></p> <p><i>Further, we</i> <i>We</i> have commissioned and paid Frost & Sullivan to produce an industry report. Frost & Sullivan has provided us with a report titled “Assessment of Cash Logistics Market in India”, dated October 6, 2021, which has been used for industry-related data disclosed in this Draft Red Herring Prospectus. The commissioned report also highlights certain industry and market data, which may be subject to assumptions. There are no standard data gathering methodologies in the industries that we service, and methodologies and assumptions vary widely among different industry sources. Further, such assumptions may change based on various factors. We cannot assure you that Frost & Sullivan’s assumptions are correct or will not change and, accordingly, our position in the market may</p>	42

SEBI Observation No.	Observation	Response	UDRHP Page No.
	and the offer document, shall not contain any information where no responsibility is taken by the BRLMs or the Issuer Company/ Expert. In addition, the Issuer Company / BRLMs shall ensure that the "Industry Overview" section represents a fair and true view of the comparable industry scenario and the same is neither exaggerated nor any underlying assumptions have been omitted for investors to make an informed decision. LM is further advised to include the industry report in the list of material documents for inspection and also provide a link in the offer document for online access of industry report.	<i>differ, favourably or unfavourably, from that presented in this Draft Red Herring Prospectus. The report uses certain methodologies for market sizing and forecasting. Accordingly, investors should read the industry-related disclosure in this Draft Red Herring Prospectus in this context. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. While industry sources take due care and caution while preparing their reports, they do not guarantee the accuracy, adequacy or completeness of the data. Accordingly, investors should not place undue reliance on, or base their investment decisions solely on such information. For further information, please see the sections entitled "Industry Overview" on page 99 and "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data" on page 13."</i>	
G.	Objects of the Offer		
23.	With regard to the use of own funds by the Issuer Company, LM is advised to include	<p>Complied with and noted for compliance.</p> <p>It is submitted that the Net Proceeds of the Fresh Issue are proposed to be utilised by the Company towards (i) funding working capital requirements, (ii) funding of capital expenditure requirements for purchase of specially</p>	83

SEBI Observation No.	Observation	Response	UDRHP Page No.																				
	the amount of own fund deployed into the different verticals of the Company along with the source of such funds during the last three fiscals.	<p>fabricated armoured vans and (iii) general corporate purposes.</p> <p>As disclosed on page 81 of the DRHP in the section “<i>Objects of the Offer – Details of the Objects – Funding working capital requirements</i>”, the funding pattern for our working capital requirements as of March 31, 2021, March 31, 2020, March 31, 2019 and June 30, 2021, was as follows:</p> <table><tr><th>Working Capital</th><th>Amount as on March 31, 2019</th><th>Amount as on March 31, 2020</th><th>Amount as on March 31, 2021</th><th>Amount as on June 30, 2021</th></tr><tr><td>Funding Pattern</td><td></td><td></td><td></td><td></td></tr><tr><td>Short Term borrowings</td><td>177.27</td><td>194.89</td><td>95.86</td><td>218.04</td></tr><tr><td>Internal Accruals / Net worth</td><td>509.70</td><td>660.36</td><td>954.88</td><td>767.81</td></tr></table> <p>In respect of the proposed acquisition of specially fabricated armoured vans, it is submitted that the Company has not spent any amounts in Fiscal 2021, Fiscal 2020 and Fiscal 2019 and the three months ended June 30, 2021 towards acquisition of such vans, as the Company leases vans required for its operations from various third parties, including a Group Company, RPFPL.</p> <p>The disclosure appearing in the section “<i>Objects of the Offer – Details of the Objects – Funding of capital expenditure requirements for purchase of specially fabricated armoured vans</i>” shall be modified in the UDRHP as follows:</p> <p><i>“Our Company proposes to utilise a portion of the Net Proceeds i.e. ₹ 239.22 million, towards purchase of specially fabricated armoured vans. As on July 31, 2021, we had utilized a fleet of 694 fabricated armoured vans. We primarily take them on lease from our Group Company, RPFL and from select vendors. <u>We do not own any cash vans as on date and accordingly have not spent any amounts in Fiscal 2021, Fiscal 2020 and Fiscal 2019 and the three month period ended June 30, 2021 towards acquisition of such van.</u> For details of our existing fleet, please see the section entitled “Our Business – Infrastructure” and “Our Business – Operations” on pages 157 and 151, respectively.</i></p> <p>[...]”</p>	Working Capital	Amount as on March 31, 2019	Amount as on March 31, 2020	Amount as on March 31, 2021	Amount as on June 30, 2021	Funding Pattern					Short Term borrowings	177.27	194.89	95.86	218.04	Internal Accruals / Net worth	509.70	660.36	954.88	767.81	
Working Capital	Amount as on March 31, 2019	Amount as on March 31, 2020	Amount as on March 31, 2021	Amount as on June 30, 2021																			
Funding Pattern																							
Short Term borrowings	177.27	194.89	95.86	218.04																			
Internal Accruals / Net worth	509.70	660.36	954.88	767.81																			
24.	LM is advised to verify the name of the vehicles (assets) (page 82) to be financed	Noted for compliance.	87																				

SEBI Observation No.	Observation	Response	UDRHP Page No.
	through the money raised.		
H.	Industry / Third Party Reports		
25.	LM is advised that where an industry report has been commissioned by the Issuer, the relevant sections of the Offer Document where the report has been mentioned should also disclose that the industry report used has been exclusively prepared for the purpose of the Issue, and is commissioned and paid-for by the issuer. The date of appointment of the provider of the industry report and the date of the report should be clearly disclosed. Also disclose whether the provider of the industry report is in any way related to the Issuer / its directors/ promoters. Further, such report shall be part of material documents available	<p>Complied with and noted for compliance.</p> <p>The section “<i>Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data</i>” on page 14 of the DRHP shall be modified in the UDRHP as follows:</p> <p><i>“Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus has been obtained or derived from publicly available information as well as industry publications and sources.</i></p> <p><i>Further, the information has also been derived from a report titled “Assessment of Cash Logistics Market in India” dated October 6, 2021 (the “F&S Report”) which has been <u>prepared by Frost & Sullivan specifically for the Offer and has been</u> commissioned and paid by us in connection with the Offer, <u>by way of an engagement letter dated August 13, 2021</u>. Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. The data used in these sources may have been reclassified by us for the purposes of presentation. Data from these sources may also not be comparable. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in “Risk Factors” on page 24. Accordingly, investment decisions should not be based solely on such information.”</i></p> <p>The Company has also undertaken to amend the paragraph at the beginning of the “Industry Overview” section on page 82 of the DRHP as follows:</p> <p><i>“Unless otherwise indicated, the information in this section is obtained or extracted from industry research report on “Assessment of Cash Logistics Market in India”, dated October 6, 2021 prepared and released by Frost & Sullivan (“F&S Report”) and commissioned by and paid for by us <u>our Company exclusively for this Offer. We officially engaged Frost & Sullivan, in connection with the preparation of the F&S Report dated October 6, 2021 by way of an engagement letter dated August 13, 2021 for the purpose of the Offer. Frost & Sullivan has prepared the F&S Report in an independent and objective manner, and it has taken all reasonable care to ensure its accuracy and completeness.</u> The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of</i></p>	15, 99,426

SEBI Observation No.	Observation	Response	UDRHP Page No.
	for inspection.	<p><i>specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. Financial information used herein is based solely on the audited financials of the Company and other peers. The recipient should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction. For the disclaimers associated with the F&S Report, see “Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation –Industry and Market Data” on page 14.”</i></p> <p>In the same view, the corresponding language changes shall also be made to the lead in to the sections, “<i>Our Business</i>” and “<i>Management’s Discussion and Analysis of Financial Condition and Results of Operations</i>” on pages 132 and 244 of the DRHP.</p> <p>Based on the confirmation received from Frost & Sullivan, the Company has informed that Frost & Sullivan is not a related party to the Company or any of its Directors or its Promoters as per the definition of “related party” under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>Further, the report titled ‘<i>Assessment of Cash Logistics Market in India</i>’ has already been included in the section titled ‘<i>Material Contracts and Documents for Inspection</i>’ on page 387 of the DRHP.</p>	
26.	In case of excerpts / information taken from any report is reproduced or referred in the offer document, LM is advised to disclose that the same has been sourced from the relevant report (name of report, name of report provider and date).	Noted for compliance.	-
I.	Business		

SEBI Observation No.	Observation	Response	UDRHP Page No.
27.	LM is advised to disclose past instances of technical glitches in the mobile applications being developed or used by the Issuer Company and corrective steps taken to ensure non-recurrence of such incidents along with the impact it had on the business and operations of the Issuer Company, if any.	<p>Not applicable.</p> <p>It is submitted that the Company has not experienced any material technical glitches in the mobile applications developed or used by the Company in the past three years. Accordingly, the following statement shall be included in section “<i>Our Business – Technology</i>” in the UDRHP:</p> <p><i>“Mobile Application</i></p> <p><i>RADMUS is a mobile application developed by us, where the cash collection executive can quickly manage his daily transactions while capturing the receipts and uploading it securely with the scanner app. <u>We have not experienced any material technical glitches in the mobile applications developed or used by us.</u>”</i></p>	155
28.	LM is advised to provide a schedule highlighting, on yearly basis, the utilisation of the fleet of vans along with the period and or cessation of the said lease.	<p>It is submitted that the number of vans utilised by the Company as of March 31, 2019, March 31, 2020, March 31, 2021 and July 31, 2021 as disclosed on page 141 of the DRHP, was 615, 629, 694 and 694, respectively.</p> <p>It is further submitted that the utilisation rate of cash vans are not tracked by the Company as in the RCM industry, there is a strong positive correlation between market share, network size and profitability and addition of a new point in an existing route, which contributes entirely to the profitability without any consequent increase in costs. Further, in each of Fiscal 2019, Fiscal 2020 and Fiscal 2021 and the four months ended July 31, 2021, the Company did not own any cash vans and the armoured vans utilised by the Company are primarily leased from a Group Company, RPFPL and certain other vendors. These lease arrangements are terminable at short notice. Accordingly, no change is proposed to be made to the disclosure in the DRHP.</p>	148
29.	It has been observed that most of the lease arrangement with regard to the disaster recovery site, office spaces, registered office, corporate office, etc., commenced from 2021. LM is advised to clarify whether the	<p>It is submitted that certain pre-existing lease arrangements of the Company have been renewed in 2021 and accordingly, the current lease period has started from the current year. It may be noted that the Company has not changed its Registered Office since the date of incorporation, while the disaster recovery site has also been located at the same premises since February 9, 2017.</p> <p>The Corporate Office of the Company has been recently shifted to its present location and the lease for the Corporate Office has commenced in Fiscal 2021.</p>	-

SEBI Observation No.	Observation	Response	UDRHP Page No.
	said properties were being used by the Issuer Company prior to 2021 as well.		
30.	LM is advised to provide details of any individual and corporate guarantees provided by the promoters and directors in relation to loans availed by the Issuer . LM is further advised to confirm whether any instance of promoter's personal guarantees and/or company guarantees been invoked in the past three fiscal years and/or loan defaults.	It is submitted that there are no individual or corporate guarantees issued by the Promoters or Directors in relation to loans availed by the Company. Further, there have been no instances of invocation of personal guarantees or corporate guarantees in the past three Fiscals. Further, the Company has not committed any default in repayment of its obligations in the past three Fiscal Years.	-
J.	History and Corporate Matters		
31.	LM is advised to make disclosures regarding whether any of the special rights available to certain shareholders would continue post listing and if yes, the details of the same may be clearly disclosed under section "History and Certain Corporate Matters". Further, LM	<p>Complied with.</p> <p>The summary of Investment Agreement dated December 13, 2014, as amended along with the amendment cum waiver agreement dated September 23, 2021 has been disclosed on pages 159-160 of the DRHP. In terms of the amendment cum waiver agreement, the Investment Agreement shall automatically stand terminated upon commencement of listing of the Equity Shares on any recognized stock exchange in India pursuant to the Offer, pursuant to which none of the special rights available to Ascent (except for nominee rights) would survive post listing of the Equity Shares of our Company. These nomination rights are subject to shareholders' approval by special resolution in general meeting, post listing. All other rights shall cease to exist or shall expire / waived off immediately before or on the date shares are allotted to public shareholders in IPO, without requiring any further action.</p> <p>Accordingly, in terms of Part A of the Articles of Association (which shall be the only surviving part of the Articles</p>	166-167

SEBI Observation No.	Observation	Response	UDRHP Page No.
	shall specifically disclose that any special rights, post listing shall be subject to approval of the Shareholders by way of a special resolution, in a general meeting of the Company held post listing of the Equity Shares. Also ensure that special rights which will continue post listing are not prejudicial or adverse to the interest of the minority / public shareholders.	<p>from the commencement of listing of Equity Shares on the Stock Exchanges pursuant to the Offer), Ascent India Fund III will have the right to nominate one Director on the Board, so long as it holds at least 5% of <i>the issued and outstanding paid-up share capital of the Company on a fully diluted basis</i>, subject to such right being approved by the members of the Company through a special resolution at a general meeting of the Company held post completion of the Offer.</p> <p>A distinct statement in relation to the above has been disclosed in “<i>History and certain Corporate Matters</i>” section on page 159-160 of the DRHP. Further, we undertake to include such statement in the RHP as well as the Prospectus to be filed by the Company.</p>	
32.	LM is advised to disclose inter-se agreement / arrangements between the shareholders, in the section titled "History and Corporate Matters".	<p>Complied with to the extent applicable.</p> <p>Other than the Investment Agreement dated December 13, 2014, as amended, the details of which have been disclosed on pages 159-160 of the DRHP, there are no other agreements or inter-se arrangements between shareholders, to which the Company is a party.</p>	-
33.	Further, the LMs shall provide a confirmation that they have gone through the agreements / inter-se, if any, as disclosed in the DRHP and they also do not see any clauses / covenants which are material and	We confirm that we have gone through the agreements, as disclosed in the DRHP and we do not see any clauses/covenants which are material or which need to be disclosed and have not been disclosed. We also confirm that there are no other clauses/ covenants which are adverse/pre-judicial to the interest of the public shareholders.	--

SEBI Observation No.	Observation	Response	UDRHP Page No.
	which need to be disclosed, have not been disclosed and that there are no other clauses / covenants which are adverse / pre-judicial to the interest of the public shareholders / unit holders.		
34.	LM is advised to ensure that all pre-IPO investors/ buyers are informed that the Issue may or may not be successful and the equity shares of the Company may or may not get listed. And the fact that such information have been shared with all pre-IPO investors/ buyers should be disclosed in the Offer Document.	<p>Not applicable.</p> <p>As disclosed on page 21 of the DRHP, the Company does not contemplate any issuance or placement of Equity Shares from the date of the Draft Red Herring Prospectus till the listing of the Equity Shares.</p>	22
35.	LM is advised to disclose the details of all profit sharing arrangements involving the Issuer, promoters, promoter group, directors and shareholders, if any.	<p>Not applicable.</p> <p>As disclosed on pages 160, 165 and 175 of the DRHP, there are no bonus or profit-sharing arrangements between the Company and any Directors or KMPs.</p> <p>Further, it is confirmed that there are no profit sharing arrangements between the Company, the Promoter, Promoter Group or any other shareholder.</p>	172, 182, 167
36.	LM is advised to clarify special rights	Not applicable.	-

SEBI Observation No.	Observation	Response	UDRHP Page No.
	such as an executive MD CEO having rights to nominate another director, have any implication in terms of Corporate Governance norms.	The Promoters of the Company do not and shall not have any such right to nominate another director upon completion of the Offer.	
K.	Management		
37.	LM is advised to ensure that details of the Directors in the section titled "Management" clearly depicts if any director is a nominee. If so, please also disclose the details who have nominated them. Similarly such details to be disclosed for the KMPs as well. Please also confirm that apart from that disclosed in the offer document, there are no other nominee directors, KMPs or other persons etc. appointed on behalf any of the shareholders or any other person.	<p>Complied with to the extent applicable.</p> <p>Other than Mr. Ayyavu Palanichamy Vasanthakumar, a nominee of Ascent, there are no other Directors or KMPs or SMPs who have been nominated to the Board or the Company pursuant to any arrangements with shareholders. Details of Mr. Ayyavu Palanichamy Vasanthakumar have been disclosed in the sections “<i>General Information</i>” on page 59 and “<i>Our Management</i>” on pages 161-163 and 166 of the DRHP.</p> <p>Further, we confirm that other than as disclosed in the DRHP, there are no other nominee directors, KMPs, SMPs or member of senior management appointed pursuant to any arrangement or understanding with any of the shareholders.</p>	62, 168
38.	LM is advised to check and disclose if the name of the directors, promoter and promoter	It is confirmed that none of the names of the Directors, Promoters or individual members of the Promoter Group appear on the list of directors of struck-off companies as published by the Ministry of Corporate Affairs, except for the following:	-

SEBI Observation No.	Observation	Response	UDRHP Page No.															
	group persons is appearing in the list of directors of struck-off companies by ROC/ MCA. In addition, please also check and disclose if the name of the promoter group companies and group companies is appearing in the list of struck-off companies by ROC/ MCA.	<div>The Promoters of the Company were directors on Radiant Loans Private Limited, Radiant Car Rentals Private Limited, Radiant Recruitment Services Private Limited, and Radiant Wellness Centre Private Limited, which were struck off as per the details below:</div> <table><thead><tr><th>Company Name</th><th>Date of Strike-off</th><th>Reason for Strike-off</th></tr></thead><tbody><tr><td>Radiant Recruitment Services Private Limited</td><td>January 23, 2017</td><td>Adverse business condition and inability of the directors to pursue the objects mentioned in the memorandum of association.</td></tr><tr><td>Radiant Car Rentals Private Limited</td><td>August 30, 2018</td><td>Inability of the directors to pursue the objects mentioned in the memorandum of association.</td></tr><tr><td>Radiant Loans Private Limited</td><td>January 25, 2017</td><td>Business did not commence and inability of the directors to pursue the objects mentioned in the memorandum of association.</td></tr><tr><td>Radiant Wellness Centre Private Limited</td><td>August 30, 2018</td><td>Adverse business condition and inability of the directors to pursue the objects mentioned in the memorandum of association.</td></tr></tbody></table> <div>Further it is confirmed that none of the corporate entities forming part of the Promoter Group appear on the list of struck-off companies as published by the Ministry of Corporate Affairs for any of the past three Fiscals.</div>	Company Name	Date of Strike-off	Reason for Strike-off	Radiant Recruitment Services Private Limited	January 23, 2017	Adverse business condition and inability of the directors to pursue the objects mentioned in the memorandum of association.	Radiant Car Rentals Private Limited	August 30, 2018	Inability of the directors to pursue the objects mentioned in the memorandum of association.	Radiant Loans Private Limited	January 25, 2017	Business did not commence and inability of the directors to pursue the objects mentioned in the memorandum of association.	Radiant Wellness Centre Private Limited	August 30, 2018	Adverse business condition and inability of the directors to pursue the objects mentioned in the memorandum of association.	
Company Name	Date of Strike-off	Reason for Strike-off																
Radiant Recruitment Services Private Limited	January 23, 2017	Adverse business condition and inability of the directors to pursue the objects mentioned in the memorandum of association.																
Radiant Car Rentals Private Limited	August 30, 2018	Inability of the directors to pursue the objects mentioned in the memorandum of association.																
Radiant Loans Private Limited	January 25, 2017	Business did not commence and inability of the directors to pursue the objects mentioned in the memorandum of association.																
Radiant Wellness Centre Private Limited	August 30, 2018	Adverse business condition and inability of the directors to pursue the objects mentioned in the memorandum of association.																
L.	Financial Information																	
39.	LM is advised to clarify the statement "The Audited	It is hereby submitted that the audited financial statements of the Company have been uploaded on the website of the Company and a link for the same has been included in the DRHP in compliance with the requirements of the SEBI ICDR Regulations. However, the audited financial statements of the Company as available on its website are	191															

SEBI Observation n No.	Observation	Response	UDRHP Page No.
	<p>Financial Statements should not be considered as part of information that any investor should consider to subscribe for or purchase any securities of our Company, or any entity in which it or its shareholders have significant influence (collectively, the "Group") and should not be relied upon or used as a basis for any investment decision. None of the Group or any of its advisors, nor any BRLMs or the Selling Shareholders, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein." (Page 184)</p>	<p>not restated in accordance with the requirements of the SEBI ICDR Regulations and accordingly, the attention of the investors have been directed to rely on the restated financial information included in the DRHP and which will be included in the Red Herring Prospectus for making an investment decision.</p>	

SEBI Observation No.	Observation	Response	UDRHP Page No.
M.	Related Party Transactions		
40.	LM is advised to include the following with regard to the RPTs:		
40.1	LM is advised to quantify the related party transactions, in brief, that the company has entered into in tabular form. In addition, LM is advised to ensure that all RPTs are done at arm's length price. LM is advised to ensure that RPT should be in compliance with the Companies Act, 2013, SEBI (LODR) Regulations, relevant Accounting Standards and other statutory compliances.	<p>Complied with and noted for Compliance.</p> <p>A summary tabular form of the related party transactions has been disclosed in the section “<i>Summary of Offer Document</i>” on page 20 of the DRHP.</p> <p>We confirm that all related party transactions of the Company, as disclosed in the section titled “<i>Restated Financial Information – Note 33 – Related Party Disclosures</i>” on page 222 of the DRHP and “<i>Management’s Discussion and Analysis of Financial Condition and Results of Operations – Related Party Transactions</i>” on page 270 of the DRHP, have been undertaken at an arm’s length basis during the Fiscals 2019, 2020 and 2021 and the three months ended June 30, 2021. Further, the related party transactions during the Financial Years ended March 31, 2019, March 31, 2020 and March 31, 2021 and in the three months ended June 30, 2021 were undertaken in compliance with the Companies Act, 2013, the SEBI Listing Regulations, as applicable, relevant accounting standards and other statutory compliances.</p>	20
40.2	Confirm whether RPTs taken together for last three fiscal year is more than 10% (for all three fiscals) of the total transactions of similar nature.	<p>It is hereby submitted that the cash van leasing of the Company is primarily done from RPFPL, a related party and a Group Company. The value of related party transactions as a percentage of the total expense of the Company for the three months ended June 30, 2021, Fiscal 2021, Fiscal 2020 and Fiscal 2019 was 24.35%, 25.94%, 22.28% and 15.81%, respectively.</p> <p>Risk Factor 11 on pages 30 and 31 of the DRHP, shall be appropriately updated to include the above value, as follows:</p> <p><i>“We have in the past entered into related party transactions and may continue to do so in the future, which may potentially involve conflicts of interest with the equity shareholders.</i>”</p>	32

SEBI Observation No.	Observation	Response	UDRHP Page No.
		<p>We have entered into various transactions with related parties, including for the lease of a large number of our cash vans from related parties. In Fiscal 2019, 2020 and 2021 and in the three months ended June 30, 2021, the aggregate amount of such related party transactions (excluding KMPs), <u>including advances given and repaid and dividend paid</u>, was ₹ 538.77 million, ₹ 499.64 million, ₹ 455.98 million and ₹ 221.75 million, respectively, <u>being 24.35%, 25.94%, 22.28% and 15.81%, of the total expenses for the respective period</u>. We hire guards and drivers on a contractual basis through our group company, RPFPL, and have entered into an agreement dated April 1, 2019, with RPFPL, for deployment of security under the overall superintendence of our guards or security personnel. Further, we primarily lease our vans on a long term or ad hoc basis from RPFPL. The details of the summary of our related party transactions (including with RPFPL) are provided below:</p> <p>[...]"</p>	
40.3	Whether the Issuer Company's end users, especially the top 10 end users, include any Related Party and the percentage share of these transactions in the total revenue.	It is hereby submitted that none of the end-users of the Company's services are related parties.	-
40.4	If any loan/advances given by issuer/subsidiaries to related parties and guarantees given/securities provided to related parties, mention Risk Factor on recoverability and its effect on the financials of the issuer/subsidiaries.	<p>Not applicable.</p> <p>No loans provided to related parties were outstanding as on June 30, 2021 and further no guarantees or securities have been provided by the Company for loans availed by related parties as on June 30, 2021. Accordingly, no risk factor is proposed to be included in the UDRHP.</p>	-
N.	Miscellaneous		
41.	Any risk on pricing of	Noted for compliance.	-

SEBI Observation n No.	Observation	Response	UDRHP Page No.
	the issue / basis of issue price, track record of BRLMs, average cost of acquisition of shares by selling shareholders etc. which is proposed to be included in the issue advertisement may be submitted.		
42.	<p>LM is advised to ensure following disclosures in the Issue advertisement for announcement of Price Band and all further advertisements as a box item below the price band:</p> <p>"Risks to Investors:</p> <p>a. The [to be disclosed] Merchant Bankers associated with the issue have handled [to be disclosed] public issues in the past three years out of which [to be disclosed] issues closed below the issue price on listing date." "</p>	Noted for compliance.	-

SEBI Observation No.	Observation	Response	UDRHP Page No.
	<p>b. Any adverse data/ noting in the basis for issue price should be disclosed.</p> <p>For example:</p> <ul style="list-style-type: none"> • "The Price/Earnings ratio based on diluted EPS for [latest full financial year] for the issuer at the upper end of the Price band is as high as [to be disclosed] as compared to the average industry peer group PE ratio of [to be disclosed]." • "Average cost of acquisition of equity shares for the selling 		

SEBI Observation n No.	Observation	Response	UDRHP Page No.
	<p>shareholders in IPO is [to be disclosed] and offer price at upper end of the price band is [to be disclosed]."</p> <ul style="list-style-type: none"> • "Weighted Average Return on Net Worth for [last three full financial years] is [to be disclosed]%. " <p>The data on above disclosures shall be updated and disclosed prominently (in the same font size as the price band) in advertisements of Price Band and all further advertisements, website of the company and the stock exchange. Further, any adverse ratio / data in basis for issue price should also be disclosed. LM shall</p>		

SEBI Observation No.	Observation	Response	UDRHP Page No.
	submit the draft advertisement for announcement of Price Band with SEBI before its publication in the newspapers for our comments.		

SCHEDULE I

Para wise compliance of the Securities and Exchange Board of India (Framework for Rejection of Draft Offer Documents) Order, 2012

S. No.	Rejection Criteria	Applicability
1.1	Where Capital Structure involves any of the following	
(i)	Existence of circular transactions for building up the capital / net worth of the issuer.	Not applicable.
(ii)	Ultimate promoters are unidentifiable.	Not applicable.
(iii)	Promoters' contribution not complying with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 in letter or in spirit.	Not applicable.
1.2	Where Object of the Issue	
(i)	Is vague for which a major portion of the issue proceeds are proposed to be utilized.	Not applicable.
(ii)	Is repayment of loan or inter corporate deposit or any other borrowing of similar nature, and the issuer is not in a position to disclose the ultimate purpose for which the loan was taken or demonstrate utilization of the same for the disclosed purpose.	Not applicable.
(iii)	Is such where the major portion of the issue proceeds is proposed to be utilized for the purpose which does not create any tangible asset for the issuer, such as, expenses towards brand building, advertisement, payment to consultants, etc., and there is not enough justification for creation of such assets in terms of past performance, experience and concrete business plan of the issuer.	Not applicable.
(iv)	Is to set up a plant and the issuer has not received crucial clearances / licenses / permissions / approvals from the required competent authority which is necessary for commencement of the activity and because of such non-receipt of clearances / licenses / permissions / approvals, the issue proceeds might not be utilized towards the stated objects of the issue.	Not applicable.
(v)	Is such where the time gap between raising the funds and proposed utilization of the same is unreasonably long.	Not applicable.
1.3	Where business model of an issuer is	
	Exaggerated, complex or misleading and the investors may not be able to assess the risks associated with such business models.	Not applicable.
1.4	Where scrutiny of Financial Statements shows	
(i)	Sudden spurt in the business just before filing the draft offer document and reply to clarifications sought is not satisfactory. This will include spurt in line items such as Income, Debtors/Creditors, intangible assets, etc.	Not applicable.
(ii)	Qualified audit reports or the reports where auditors have raised doubts / concerns over the accounting policies. This would also be applicable for the subsidiaries, joint ventures and associate companies of the issuer which significantly contributes to the business of the issuer. This would also be applicable for the entities where the issue proceeds are proposed to be utilized.	Not applicable.
(iii)	Change in accounting policy with a view to show enhanced prospects for the issuer in contradiction with accounting norms.	Not applicable.
(iv)	Majority of the business is with related parties or where circular transactions with connected / group entities exist with a view to show enhanced prospects of the issuer.	Not applicable.
1.5	Where there exists litigation including regulatory action	
(i)	Which is so major that the issuer's survival is dependent on the outcome of the pending litigation.	Not applicable.
(ii)	Which is willfully concealed or covered.	Not applicable.

S. No.	Rejection Criteria	Applicability
1.6	Other General Criteria	
(i)	Failure to provide complete documentation in terms of requirements of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.	Not applicable.
(ii)	Non-furnishing of information or delay in furnishing of information or furnishing of incorrect / vague / misleading / incomplete / false / non satisfactory information to the Board.	Not applicable.
(iii)	Failure to resolve conflict of interest, whether direct or indirect, between the issuer and Merchant Banker appointed by the issuer to undertake the book building process. Quantification of conflict of interest may not always be possible but it would largely depend upon the Board's assessment on whether such conflict of interest may affect the judgment and ability of the Merchant Banker in conducting due diligence activity of issuer.	Not applicable.

SCHEDULE II

Para wise compliance with the Securities and Exchange Board of India (Issuing Observations on Draft Offer Documents Pending Regulatory Actions) Order, 2020

Paragraph	Contents	Response
1	Treatment where there is a probable cause for investigation or enquiry or when an investigation or enquiry is in progress against the entities.	-
(1)	Where there is a probable cause for investigation, examination or enquiry against the entities, the observations on the draft offer document filed by the issuer with the Board shall be kept in abeyance for a period of thirty days after such probable cause arises or the date of filing of the draft offer document with the Board, whichever is later.	Not applicable.
(2)	Where the Board is unable to conclude such investigation, examination or enquiry against the entities due to the reasons beyond its control or due to the conduct of the parties other than the entities, the observations on the draft offer document shall be kept in abeyance for a further period of thirty days.	
(3)	Where the Board is unable to conclude such investigation, examination or enquiry against the entities due to the conduct of the entities, the observations on the draft offer document shall be kept in abeyance till the time such investigation, examination or enquiry is concluded.	
2	Treatment where Show Cause Notice has been issued	-
(1)	Where a show cause notice has been issued to the entities in an adjudication proceeding, the Board may process the draft offer document and issue observations and advise the entities to make necessary disclosures and statements in respect of such proceedings and the possible adverse impact of an order on the entities, in the offer document.	Not applicable.
(2)	Where a show cause notice has been issued in respect of proceedings under sub-section (4) of section 11 or section 11B(1), the Board shall keep in abeyance the issuance of observations for a period of ninety days from the date of filing of the draft offer document with the Board.	Not applicable.
(3)	Where the Board is unable to conclude the proceedings as referred to sub-clause (2) due to the reasons beyond its control or due to the conduct of the parties other than the entities, the observations on the draft offer document shall be kept in abeyance for a further period of forty five days.	Not applicable.
(4)	Where the Board is unable to conclude the proceedings as referred to sub-clause (2) due to the conduct of the entities, the observations on the draft offer document shall be kept in abeyance till the time such proceedings are concluded.	Not applicable.
(5)	Where no order is passed within the time period specified in clause (3), the Board may process the draft offer document and issue observations and advise the entities to make necessary disclosures and statements in respect of such proceedings and the possible adverse impact of an order on the entities, in the offer document.	Not applicable.

Paragraph	Contents	Response
3	<p>Treatment where recovery proceedings have been initiated or an order for disgorgement or monetary penalty has not been complied with or in case of non-compliance with any direction issued by the Board.</p> <p>Where the Board has initiated proceedings for recovery against the entities or when an order for disgorgement or monetary penalty passed against the entities is not complied with or in case of non-compliance with any direction issued by the Board, the observations on the draft offer document filed by the issuer with the Board shall be kept in abeyance till such proceedings are concluded or until the directions are complied with.</p>	Not applicable.
4	<p>Reconsideration of proceedings pursuant to remand by the Securities Appellate Tribunal or court.</p> <p>Where proceedings has been remanded by the Securities Appellate Tribunal or a court, the same shall in effect be treated as proceedings covered under this Order, and the Board may take appropriate action in respect of the draft offer document under the provisions of this general order, subject to any order passed by the Securities Appellate Tribunal or a court, as the case may be, while remanding the matter.</p>	Not applicable.
5	<p>Issuance of observations when the issuer is restrained by a court from making a public issue or filing of offer document.</p> <p>Where the issuer has been restrained by a court or tribunal from making an issue of securities or from issuing offer document to the public, the Board may examine the offer document and issue its observations thereof with a qualification that said observations are issued in accordance with the regulatory powers conferred on the Board and that the public issue or issuance of the offer document to the public by the issuer shall be subject to the orders of such court or tribunal or authority.</p>	Not applicable.

Annexure A2

E-Mail dated December 24, 2021

SEBI Observation No.	Observation	Response	UDRHP Page No.
A.	With regard to the objects of the offer, 'funding working capital requirements' (page 81), it is observed that there is a wide gap between the trade receivable days and trade payable days for the fiscals 2019, 2020, 2021, 2022 (E) and 2023 (E). In this regard, you are advised to provide the reasons and the rationale for the same, in light of presence of RPTs in these transactions.	<p>It is submitted that the creditors of the Company are classified under the headings of trade payables and other current liabilities. Creditors from whom purchases are made by the Company are classified as trade payables by the Company and for Fiscal 2021, 2020 and 2019 and the three month period ended June 30, 2021, the same are disclosed in "Restated Financial Information – Note 19 – Trade Payables" on page 214 of the DRHP. As the Company is primarily involved in the provision of services related to cash management, such creditors from whom purchases are made in the ordinary course by the Company, are minimal and accordingly, the trade payable days are low, when compared to the trade receivable days. Further, creditors relating to expenses including payment towards expenses to cash executives, rental expenses, payment towards security services (including payment to related parties) are classified under the heading of other current liabilities, and for Fiscal 2021, 2020 and 2019 and the three month period ended June 30, 2021, the same are disclosed in "Restated Financial Information – Note 21 – Other Current Liabilities" on page 216 of the DRHP.</p> <p>The holding levels for Other Current Liabilities for Fiscal 2021 was 40 days (as disclosed in the section "<i>Objects of the Offer</i>" on page 81 of DRHP), which increased from 29 days in Fiscal 2020. The holding levels for trade receivables for Fiscal 2021 was 98 days (as disclosed in the section "<i>Objects of the Offer</i>" on page 81 of DRHP), which increased from 67 days in Fiscal 2020. It is submitted that the increase in trade receivable days between Fiscal 2020 and Fiscal 2021 was due to the impact of COVID-19 on the total income (which decreased from ₹ 2,517.80 million in Fiscal 2020 to ₹ 2,241.58 million in Fiscal 2020). The covid impact was reflected in Q1 Fiscal 2021, while the outstanding as on March 31, 2021 is based on normal business conditions. Hence, the debtors days ratio is appearing skewed (as the denominator reflects only nine months of normal business).</p> <p>The following has been disclosed in the section "<i>Management's Discussion and Analysis of Financial Condition and Results of Operations – Fiscal 2021 compared to Fiscal 2020 – Key Developments</i>" on page 264 of the DRHP:</p> <p><i>"During the period of April to May 2021, the second wave of COVID-19 impacted the operations of our Company due to nationwide and local lockdowns in various states, and restrictions on travel, etc., which reduced the demand for our services. Based on our existing relationship with our clients, we were able to negotiate and recover a portion of the fixed costs incurred by us towards cash van lease payments and personnel costs. Despite this, we witnessed significant drop in revenues and profitability during this period, as explained further below."</i></p> <p>Additionally, as part of its verification process, the Company obtains written confirmation from clients for the revenue workings before raising an invoice by the Company, which leads to higher working capital days due to</p>	300

SEBI Observation No.	Observation	Response	UDRHP Page No.
		additional time involved in the process for client verification. Hence, the debtor days are higher in comparison to the creditors days.	
B.	<p>You are further advised to provide your comments / clarifications / confirmation on the following points with regard to the DRHP:</p> <p>a. Financial information, wherever used, should be given for the last 3 FYs and interim period, as applicable</p> <p>b. Reference to any place in the Offer Document should be followed by name of the relevant city/ state, as the case may be.</p> <p>c. In case IPO proceeds are being used to repay/ prepay borrowing, please disclose whether confirmation/</p>	<p>Complied with and noted for compliance, to the extent applicable.</p> <p>Complied with and noted for compliance, to the extent applicable.</p> <p>Not applicable. The net proceeds are proposed to be utilised for (i) Funding working capital requirements; (ii) Funding of capital expenditure requirements for purchase of specially fabricated armoured vans and (iii) General Corporate Purposes. Disclosures regarding the objects of the Offer have been included in the section “<i>Objects of the Offer</i>” beginning on page 78 of the DRHP. Accordingly, no part of the Net Proceeds is proposed to be utilised to repay or prepay any borrowings availed by the Company.</p> <p>Complied with and noted for compliance.</p> <p>The various statements regarding the operations of the Company used vis-à-vis its peers or in order to indicate its position vis-à-vis the cash management industry have been reproduced from the report titled “<i>Assessment of Cash Logistics Market in India</i>” dated October 6, 2021 prepared by Frost & Sullivan (India) Private Limited and, commissioned and paid for by the Company specifically in connection with the Offer, pursuant to an engagement letter dated August 13, 2021 (“F&S Report”). The F&S Report has been duly cited for all such statements. Accordingly, the Company does not believe that these statements are unsubstantiated. Further, as disclosed on page 387 of the DRHP, the F&S Report is a material document for inspection in terms of the SEBI ICDR Regulations.</p>	-

SEBI Observation No.	Observation	Response	UDRHP Page No.
	<p>necessary approvals have been obtained from banks/ financial institutions to make repayment/ pre-payment of their borrowings, to the extent applicable.</p> <p>d. If adjectives such as “largest”, “leader”, “strong”, “differentiated” are used, the same should be explained and substantiated. If not substantiated, these terms should not be used.</p>		

Annexure A3

E-Mail dated January 6, 2022

No.	Remarks	UDRHP Page No.																		
1.	With respect to the Exemption Application, it is submitted that Mr. John Devasahayam has not been a member of the Board and further, since incorporation, the Company has been closely held. As on the date of the DRHP, the Company had seven shareholders, with the share capital build-up of the Company having been disclosed on pages 67-68 of the DRHP. As is demonstrated by such capital build-up, no shares have been allotted to Mr. John Devasahayam or transferred to him by the Promoters or the Selling Shareholders. Accordingly, it is reconfirmed that Mr. John Devasahayam has never been a shareholder of the Company or been a director of the Company or an employee of the Company or been involved in the management of the Company at any point in time since its incorporation. Further, the Company is also not aware of entities in which Mr. John Devasahayam may be interested and has therefore, by way of the Exemption Letter, sought exemption from disclosing Mr. John Devasahayam and the John Devasahayam PG as part of the Promoter Group of the Company.	-																		
2.	<p>With respect to the general corporate purposes for which a portion of the proceeds of the Fresh Issue are proposed to be utilised, it is hereby submitted that the following is a tentative break-up of the amounts considered under this heading and towards Offer Expenses (attributable to the Company). It is submitted that the below calculation is based on assumptions made by the Company as on date and remains subject to the finalisation of the Offer size, Offer Price and Offer Expenses and will be appropriately updated at the time of filing the Prospectus with the ROC.</p> <table border="1" data-bbox="387 783 1854 1070"> <thead> <tr> <th>Objects</th><th>Amount proposed to be utilised (₹ in million)</th><th>Percentage of total Fresh Issue (%)</th></tr> </thead> <tbody> <tr> <td>Funding working capital requirements</td><td align="right">200.00</td><td align="right">33.33</td></tr> <tr> <td>Funding of capital expenditure requirements for purchase of specially fabricated armoured vans</td><td align="right">239.22</td><td align="right">39.87</td></tr> <tr> <td>General corporate purposes</td><td align="right">Up to 150.00</td><td align="right">Up to 25.00</td></tr> <tr> <td>Offer Expenses[^]</td><td align="right">[•]^{\$}</td><td align="right">[•]^{\$}</td></tr> <tr> <td>Total Gross Proceeds</td><td align="right">600.00</td><td align="right">100.00</td></tr> </tbody> </table> <p>[^] Offer Expenses attributable to the Company ^{\$} The amount to be finalised at the time of filing of the Prospectus with the ROC</p>	Objects	Amount proposed to be utilised (₹ in million)	Percentage of total Fresh Issue (%)	Funding working capital requirements	200.00	33.33	Funding of capital expenditure requirements for purchase of specially fabricated armoured vans	239.22	39.87	General corporate purposes	Up to 150.00	Up to 25.00	Offer Expenses [^]	[•] ^{\$}	[•] ^{\$}	Total Gross Proceeds	600.00	100.00	-
Objects	Amount proposed to be utilised (₹ in million)	Percentage of total Fresh Issue (%)																		
Funding working capital requirements	200.00	33.33																		
Funding of capital expenditure requirements for purchase of specially fabricated armoured vans	239.22	39.87																		
General corporate purposes	Up to 150.00	Up to 25.00																		
Offer Expenses [^]	[•] ^{\$}	[•] ^{\$}																		
Total Gross Proceeds	600.00	100.00																		

Annexure B

(The remainder of this page has been left blank intentionally)

Annexure C

(The remainder of this page has been left blank intentionally)

Annexure D

(The remainder of this page has been left blank intentionally)