

**PUBLIC ANNOUNCEMENT**



**C.E. INFO SYSTEMS LIMITED**

Our Company was originally incorporated as 'C.E. Info Systems Private Limited' at New Delhi as a private limited company under the Companies Act, 1956, pursuant to the certificate of incorporation dated February 17, 1995 issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi (the "RoC"). Our Company was converted from a private limited company to a public limited company pursuant to a special resolution passed by our Shareholders at the EGM held on July 7, 2021 and the name of our Company was changed to 'C.E. Info Systems Limited'. Consequently, a fresh certificate of incorporation dated July 12, 2021 was issued by the RoC. For details in relation to the changes in the name and registered office of our Company, see "History and Certain Corporate Matters" on page 153 of the draft red herring prospectus dated August 31, 2021 (the "DRHP") filed with the Securities and Exchange Board of India ("SEBI") on August 31, 2021.

**Registered and Corporate Office:** First, Second, & Third Floor, Plot. No. 237, Okhla Industrial Estate, Phase- III, New Delhi 110 020, India

**Telephone:** +91 11 4600 9900; **Contact Person:** Saurabh Surendra Somani, Company Secretary and Compliance Officer; **E-mail:** cs@mapmyindia.com; **Website:** www.mapmyindia.com; **Corporate Identity Number:** U74899DL1995PLC065551

**ADDENDUM - NOTICE TO INVESTORS**

This is with reference to the DRHP filed with the SEBI and the Stock Exchanges in connection with the Offer. Attention of the investors is drawn to the following:

- Pursuant to Board and Shareholders' resolutions dated September 17, 2021 and September 20, 2021, respectively, and in terms of the Investment Agreement and the Further Agreement, our Company converted 4,054,969 outstanding Preference Shares into 20,274,845 Equity Shares. Accordingly, (i) 700,748 Series A Preference Shares, 938,326 Series B Preference Shares, 540,972 Series C Preference Shares, and 48,686 Series E Preference Shares collectively held by PhonePe were converted to 3,503,740 Equity Shares, 4,691,630 Equity Shares, 2,704,860 Equity Shares, and 243,430 Equity Shares, respectively; (ii) 677,031 Series C Preference Shares held by Qualcomm were converted to 3,385,155 Equity Shares; and (iii) 1,149,206 Series D Preference Shares held by Zenrin were converted to 5,746,030 Equity Shares. Upon conversion of the Preference Shares to the Equity Shares, pursuant to the Board resolution dated September 21, 2021, our Company allotted 11,143,660 Equity Shares, 3,385,155 Equity Shares, and 5,746,030 Equity Shares, respectively, to PhonePe, Qualcomm, and Zenrin, respectively. Consequently, the issued and paid-up Equity Share capital of our Company increased from ₹ 39,314,760 comprising 19,657,380 Equity Shares to ₹ 79,864,450 comprising 39,932,225 Equity Shares and the issued and paid-up Preference Share capital of our Company became nil. From the date of this addendum to the DRHP (the "Addendum"), pursuant to the conversion of the Preference Shares into Equity Shares as set out above, the disclosures and any consequent changes in relation to conversion of the Preference Shares into Equity Shares and the subsequent allotments of Equity Shares made to PhonePe, Qualcomm, and Zenrin as applicable, on the Cover Page and in the sections "Summary of the Offer Document", "Risk Factors", "The Offer", "Capital Structure", "History and Certain Corporate Matters", "Our Management", "Our Promoters and Promoter Group", "Capitalisation Statement", "Other Regulatory and Statutory Disclosures", "Offer Structure", and "Offer Procedure" on pages 20, 21, 23, 24, 25, 44, 50, 51, 65-72, 74, 75, 77, 158-160, 167, 177, 179, 184-187, 225, 252, 253, 270, and 287 of the DRHP, respectively, stand modified, to the extent applicable.
- Pursuant to Board and Shareholders' resolutions dated October 5, 2021 and October 7, 2021, respectively, our Company increased its authorized Equity Share capital from ₹ 1,555,821,810 divided into 42,500,000 Equity Shares, 1,229,629.63 Series A Preference Shares, 1,000,000 Series B Preference Shares, 1,218,007 Series C Preference Shares, 1,149,206 Series D Preference Shares and 180,000 Series E Preference Shares to ₹ 1,620,821,810 divided into 75,000,000 Equity Shares, 1,229,629.63 Series A Preference Shares, 1,000,000 Series B Preference Shares, 1,218,007 Series C Preference Shares, 1,149,206 Series D Preference Shares, and 180,000 Series E Preference Shares. From the date of this Addendum, pursuant to the increase in the authorized Equity Share capital of the Company as set out above, the disclosures and any consequent changes in relation to the increase in the authorized Equity Share capital of the Company in the sections "Summary of the Offer Document", "Capital Structure", and "History and Certain Corporate Matters" on pages 25, 65, and 154 of the DRHP, respectively, stand modified, to the extent applicable.
- Pursuant to Board and Shareholders' resolutions dated October 5, 2021 and October 7, 2021, respectively, our Company allotted 13,310,742 Equity Shares as bonus shares on October 7, 2021 to the existing Shareholders of the Company, whose names appear in the Register of Members as on October 5, 2021 ("Record Date") in the ratio of 1:3 i.e., one new bonus Equity Share for every three existing fully paid-up Equity Share held by them as on the Record Date by capitalizing an amount of ₹ 26.62 million out of its securities premium account (the "Bonus Issue"). Pursuant to the Bonus Issue, the issued and paid-up Equity Share capital of our Company increased from ₹ 79,864,450 comprising 39,932,225 Equity Shares to ₹ 106,485,934 comprising 53,242,967 Equity Shares.

Accordingly, pursuant to the Bonus Issue, as set out above, please note the following:

- From the date of this Addendum, the disclosures and any consequent changes in relation to the (i) post-Offer paid up Equity Share capital of our Company; (ii) aggregate pre-Offer shareholding of our Promoters, Promoter Group and the Selling Shareholders; and (iii) issuances of Equity Shares made in the last one year for consideration other than cash or by way of bonus issue included in the section "Summary of the Offer Document" on pages 20, 21, 23-25 of the DRHP, stand modified, to the extent applicable.
- From the date of this Addendum, the disclosures and any consequent changes in relation to the weighted average price at which specified securities were acquired by our Promoters and the Selling Shareholders in the one year preceding the date of DRHP stand modified as follows:

(i) Promoters

S. No.	Name of the Promoter	Number of specified securities <sup>A</sup> acquired in the one year preceding the date of this Addendum	Weighted average price per specified security (in ₹)*
1.	Rakesh Kumar Verma <sup>A</sup>	1,877,485	Nil
2.	Rashmi Verma	2,351,158	Nil

<sup>A</sup> Specified securities include both Equity Shares and Preference Shares.

\* As certified by our Statutory Auditors by way of their certificate dated October 7, 2021.

<sup>B</sup> In terms of the SPAs, Rakesh Kumar Verma has agreed to purchase 15,653,140 Equity Shares from the Investors. For further details of the SPAs, shareholding (on a fully diluted basis) proposed to be purchased by Rakesh Kumar Verma from the Investors, and his aggregate shareholding (on a fully diluted basis) upon completion of the purchase of the Equity Shares pursuant to the SPAs, see "History and Certain Corporate Matters – Summary of Key Agreements" on page 158 to page 160 of the DRHP.

(ii) Selling Shareholders

S. No.	Name of the Selling Shareholder	Number of specified securities <sup>AA</sup> acquired in the one year preceding the date of this addendum	Weighted average price per specified security (in ₹)*
<b>Individual Selling Shareholder</b>			
1.	Rashmi Verma	2,351,158	Nil
<b>Investor Selling Shareholders</b>			
1.	Qualcomm	1,128,385	Nil <sup>B</sup>
2.	Zenrin	2,371,546	Nil <sup>B</sup>
<b>Other Selling Shareholders</b>			
1.	Amal Parikh and Uday Shah (joint holders)	73,333	Nil
2.	Harshad Dholakia	1,833	Nil
3.	Jaya Jaipurkar	500	Nil
4.	Jaya Kumar	16,403	3.61
5.	Manpreet Sukhija (Gaba)	5,248	Nil
6.	Nayan Arun Jagjivan	495,908	Nil
7.	Ranjan P.N.	40,726	11.55
8.	Roopesh Ram Gopal Gupta and Nikhuj Hasmukh (joint holders)	2,750	Nil
9.	Sapna Ahuja	85,986	11.31

<sup>AA</sup> Specified securities include both Equity Shares and Preference Shares.

\* As certified by our Statutory Auditors by way of their certificate dated October 7, 2021.

<sup>B</sup> CCPS were converted to Equity Shares as disclosed in point 1 above.

- From the date of this Addendum, the disclosures in relation to the details of the average cost of acquisition of Equity Shares for our Promoters and the Selling Shareholders stand modified as follows:

(i) Promoters

S. No.	Name of the Promoter	Number of Equity Shares held	Average cost of acquisition per Equity Share (in ₹)*
1.	Rakesh Kumar Verma <sup>A</sup>	7,509,940	0.33 <sup>B</sup>
2.	Rashmi Verma	9,404,633	0.17

<sup>A</sup> As certified by our Statutory Auditors by way of their certificate dated October 7, 2021.

<sup>B</sup> In terms of the SPAs, Rakesh Kumar Verma has agreed to purchase 15,653,140 Equity Shares from the Investors. For further details of the SPAs, shareholding (on a fully diluted basis) proposed to be purchased by Rakesh Kumar Verma from the Investors, and his aggregate shareholding (on a fully diluted basis) upon completion of the purchase of the Equity Shares pursuant to the SPAs, see "History and Certain Corporate Matters – Summary of Key Agreements" on page 158-160 of the DRHP. The average cost of acquisition per Equity Share for Rakesh Kumar Verma post purchase of the Equity Shares pursuant to the SPAs will be ₹ 63.97 per Equity Share. For details of the SPAs, see "History and Certain Corporate Matters – Summary of Key Agreements" on page 158-160 of the DRHP.

(ii) Selling Shareholders

S. No.	Name of the Selling Shareholder	Number of Equity Shares	Average cost of acquisition per Equity Share (in ₹)*
<b>Individual Selling Shareholder</b>			
1.	Rashmi Verma	9,404,633	0.17
<b>Investor Selling Shareholders</b>			
1.	Qualcomm	4,513,540	52.20
2.	Zenrin	9,486,186	94.50
<b>Other Selling Shareholders</b>			
1.	Amal Parikh and Uday Shah (joint holders)	293,333	8.45
2.	Harshad Dholakia	7,333	8.43
3.	Jaya Jaipurkar	2,000	Negligible
4.	Jaya Kumar	30,573	3.61
5.	Manpreet Sukhija (Gaba)	20,993	0.05
6.	Nayan Arun Jagjivan	1,933,633	12.75
7.	Ranjan P.N.	46,746	10.64
8.	Roopesh Ram Gopal Gupta and Nikhuj Hasmukh (joint holders)	11,000	8.45
9.	Sapna Ahuja	103,826	11.12

<sup>A</sup> As certified by our Statutory Auditors by way of their certificate dated October 7, 2021.

- From the date of this Addendum, the disclosures and consequent changes in relation to the (i) share capital of our Company including the securities premium account of the Company; (ii) Notes to Capital Structure – Equity share capital build-up of our Company; (iii) Equity Shares issued for consideration other than cash or by way of bonus issue or out of revaluation reserves; and (iv) shareholding pattern of our Company, included in the section "Capital Structure" on pages 60-69 of the DRHP stand modified, to the extent applicable.

- Further, on account of the conversion of the Preference Shares into Equity Shares and the Bonus Issue, the disclosures made on page 70 of the DRHP with respect to Shareholders holding 1% or more of the paid-up Equity Share capital of our Company stand modified as follows:

Set forth below is a list of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company, as on date.

S. No.	Name of the shareholder	Pre-Offer	
		Number of Equity Shares on a fully diluted basis	Percentage of the Equity Share capital on a fully diluted basis (%)
1.	PhonePe Private Limited, India	10,197,966	19.15
2.	Zenrin	9,486,186	17.82
3.	Rashmi Verma	9,404,633	17.66
4.	PhonePe Private Limited, Singapore	9,028,540	16.96
5.	Rakesh Kumar Verma	7,509,940	14.11
6.	Qualcomm	4,513,540	8.48
7.	Nayan Arun Jagjivan	1,983,633	3.73
	<b>Total</b>	<b>52,124,438</b>	<b>97.91</b>

- Additionally, from the date of this Addendum, the disclosures in relation to the history of the equity share capital held by our Promoters included in the section "Capital Structure" on pages 72-75 of the DRHP stand modified for the allotment of Equity Shares to the Promoters on account of the Bonus Issue, to the extent applicable.

- Further, from the date of this Addendum, the confirmation included as point no. 8 in the section "Capital Structure" on page 77 of the DRHP stands modified as follows:

"Except for the issue of any Equity Shares pursuant to exercise of options granted under ESOP 2008, our Company presently does not intend or propose to alter its capital structure for a period of six months from the Bid/Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether on a preferential basis or by way of issue of bonus shares or on a rights basis or by way of further public issue of Equity Shares or otherwise."

- Further, from the date of this Addendum, the confirmation included as point no. 18 in the section "Capital Structure" on page 77 of the DRHP stands modified as follows:

"Except for any exercise of options vested pursuant to the ESOP 2008 and issuance of 13,310,742 Equity Shares through a bonus issue, there will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from filing of this Draft Red Herring Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges, or all application monies have been refunded, as the case may be."

- Additionally, from the date of this Addendum, disclosures in relation to shareholding of our Directors, KMPs, and Promoters and Promoter Group, as included in the sections "Our Management", and "Our Promoters and Promoter Group" on pages 167, 177, and 179, of the DRHP, respectively, stand modified, to the extent applicable.

- Further, on account of the Bonus Issue, the relevant disclosures in relation to the SPAs and the transfers contemplated therein, included in the sections "Definitions and Abbreviations", "Summary of the Offer Document", "Capital Structure", "History and Certain Corporate Matters", "Our Management", and "Our Promoters and Promoter Group" of the DRHP will be updated in the RHP and the Prospectus, as and when filed with the RoC, the SEBI and the Stock Exchanges.

- Further, relevant disclosures regarding the Bonus Issue and its impact, as required under the SEBI ICDR Regulations, will be included in the updated financial information to be included in the RHP and Prospectus and in the sections "Basis for Offer Price", "Capitalisation Statement", and "Other Financial Information" of the RHP and Prospectus, as and when filed with the RoC, the SEBI and the Stock Exchanges.

- The DRHP currently states that the Offer comprises an Offer for Sale of up to 7,547,959 Equity Shares by the Selling Shareholders. On account of the issuance of Bonus Shares, the size of the Offer for Sale has been increased from up to 7,547,959 Equity Shares to up to 9,589,478 Equity Shares. The number of Equity Shares offered by the Selling Shareholders mentioned in the table below stands modified as follows:

S. No.	Name of the Selling Shareholder	Maximum number of Offered Shares	Date of Selling Shareholder's consent letter	Date of corporate authorisation
<b>Individual Selling Shareholder</b>				
1.	Rashmi Verma	Up to 4,093,377 Equity Shares	October 7, 2021	-
<b>Investor Selling Shareholders</b>				
2.	Qualcomm	Up to 2,701,407 Equity Shares	October 6, 2021	March 11, 2016
3.	Zenrin	Up to 1,369,961 Equity Shares	October 7, 2021	July 29, 2021 and October 7, 2021
<b>Other Selling Shareholders</b>				
4.	Jaya Jaipurkar	Up to 1,333 Equity Shares	October 7, 2021	-

Accordingly, revised consent letters have been issued by the Selling Shareholders mentioned in the table above. Further, there has been no change in the number of Offered Shares offered by (i) Amal Parikh and Uday Shah (joint holders); (ii) Harshad Dholakia; (iii) Manpreet Sukhija (Gaba); (iv) Nayan Arun Jagjivan; (v) Roopesh Ram Gopal Gupta and Nikhuj Hasmukh (joint holders); (vi) Jaya Kumar; (vii) Ranjan P.N and (viii) Sapna Ahuja.

The aforementioned changes in respect of the Offer for Sale and number of the Offered Shares are required to be read in conjunction with the DRHP and accordingly their references in the DRHP, including on the Cover Page and the sections "Definitions and Abbreviations", "Summary of the Offer Document", "The Offer", "Capital Structure", "Objects of the Offer", "Other Regulatory and Statutory Disclosures", "Offer Structure" and "Annexure A" and on pages 7, 20, 50, 65, 80, 252, 270, and 300 of the DRHP, respectively, stand updated to the extent stated in this Addendum. Further, amendments to the Offer Agreement, and the Registrar Agreement, on account of the change in the size of the Offer for Sale, will be carried out prior to filing of the RHP with the RoC.

Please note that all other details and updates in respect of the conversion of the Preference Shares into Equity Shares, increase in the authorized share capital of the Company, the Bonus Issue, and change in the size of the Offer for Sale will be carried out in the RHP and the Prospectus, as and when filed with the RoC, the SEBI, and the Stock Exchanges.

The above is to be read in conjunction with the DRHP. The information in this Addendum supplements the DRHP and includes material updates to the information in the DRHP, as applicable. Please note that the changes pursuant to this Addendum will be appropriately included in the RHP and the Prospectus, as and when filed with the RoC, the SEBI, and the Stock Exchanges. The Addendum is being made public for comments, if any, for a period of 21 days from the date of filing with the SEBI and Stock Exchanges.

All capitalised terms used in this Addendum shall, unless the context otherwise requires, have the meaning ascribed to them in the DRHP.

**BOOK RUNNING LEAD MANAGERS**

BOOK RUNNING LEAD MANAGERS				REGISTRAR TO THE OFFER
<b>Axis Capital Limited</b> 1 <sup>st</sup> floor, Axis House, C-2 Wadia International Centre, P.B. Marg, Worli, Mumbai 400 025 Maharashtra, India <b>Tel:</b> +91 22 4325 2183 <b>E-mail:</b> mapmyindia@axiscap.in <b>Investor Grievance E-mail:</b> complaints@axiscap.in <b>Website:</b> www.axiscapital.co.in <b>Contact Person:</b> Ankit Bhatia <b>SEBI Registration Number:</b> INM000012029	<b>JM Financial Limited</b> 7 <sup>th</sup> floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi Mumbai, 400 025 Maharashtra, India <b>Tel:</b> +91 22 6630 3030 <b>E-mail:</b> mapmyindia.ipo@jmf.com <b>Investor Grievance E-mail:</b> grievance.ibd@jmf.com <b>Website:</b> www.jmf.com <b>Contact Person:</b> Prachee Dhuri <b>SEBI Registration Number:</b> INM000010361	<b>Kotak Mahindra Capital Company Limited</b> 1 <sup>st</sup> Floor, 27 BKC, Plot No. C-27, 'G' Block Bandra Kurla Complex, Bandra (East) Mumbai 400 051 Maharashtra, India <b>Tel:</b> +91 22 4336 0000 <b>E-mail:</b> mapmyindia.ipo@kotak.com <b>Investor Grievance E-mail:</b> kmccredressal@kotak.com <b>Website:</b> www.investmentbank.kotak.com <b>Contact Person:</b> Ganesh Rane <b>SEBI Registration Number:</b> INM000008704	<b>DAM Capital Advisors Limited</b> (Formerly IDFC Securities Limited) One BKC, Tower C, 15 <sup>th</sup> Floor, Unit No.1511 Bandra Kurla Complex, Bandra (East) Mumbai 400 051 Maharashtra, India <b>Tel:</b> +91 22 4202 2500 <b>E-mail:</b> ceis.ipo@damcapital.in <b>Investor Grievance ID:</b> complaint@damcapital.in <b>Website:</b> www.damcapital.in <b>Contact Person:</b> Chandresh Sharma <b>SEBI Registration Number:</b> MB/INM000011336	<b>Link Intime India Private Limited</b> C 101, 247 Park, L.B.S. Marg, Vikhroli (West) Mumbai 400 083 Maharashtra, India <b>Tel:</b> +91 22 4918 6200 <b>E-mail:</b> ceinfo@linkintime.co.in <b>Investor Grievance E-mail:</b> ceinfo@linkintime.co.in <b>Website:</b> www.linkintime.co.in <b>Contact Person:</b> Shanti Gopalkrishnan <b>SEBI Registration Number:</b> INR000004058

Place : New Delhi

Date : October 7, 2021

For C.E. INFO SYSTEMS LIMITED

On behalf of the Board of Directors

Sd/-

Company Secretary and Compliance Officer

C.E. INFO SYSTEMS LIMITED is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations to undertake an initial public offering of its Equity Shares and has filed the DRHP with SEBI on August 31, 2021. The DRHP is and this Addendum will be made, available on the website of SEBI at www.sebi.gov.in as well as on the websites of the Stock Exchanges i.e. BSE at www.bseindia.com, NSE at www.nseindia.com and websites of the BRLMs i.e. Axis Capital Limited at www.axiscapital.co.in; JM Financial Limited at www.jmf.com; Kotak Mahindra Capital Company Limited at www.investmentbank.kotak.com and DAM Capital Advisors Limited at www.damcapital.in. Any potential investor should note that investment in equity shares involves a high degree of risk and for details relating to such risk, see "Risk Factors" of the red herring prospectus, when available. Potential investors should not rely on the DRHP filed with SEBI and this Addendum for making any investment decision.

Specific attention of the investors is invited to "Risk Factors" beginning on page 26 of the DRHP.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are only being offered and sold outside the United States in "offshore transactions" in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers, and sales are made. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.