

Certificate on Key Performance Indicators (Basis for Offer Price)

Date: August 20, 2024

To,

The Board of Directors

Ecos (India) Mobility & Hospitality Limited

(Formerly known as Ecos (India) Mobility & Hospitality Private Limited)

45, First Floor, Corner Market

Malviya Nagar, New Delhi

India – 110017

Sub: Proposed initial public offering of equity shares of face value of ₹ 2 each (the “Equity Shares”) of Ecos (India) Mobility & Hospitality Limited (formerly known as Ecos (India) Mobility & Hospitality Private Limited) (the “Company” and such offer, the “Offer”)

Dear Sirs/Madam,

We, S S Kothari Mehta & Co. LLP, Chartered Accountants, Statutory Auditors of the Company, have been informed that the Company proposes to file the Red Herring Prospectus (the “**RHP**”) with respect to the Offer with the Securities and Exchange Board of India (“**SEBI**”), BSE Limited and National Stock Exchange of India Limited (collectively, the “**Stock Exchanges**”) and Registrar of Companies, National Capital Territory of Delhi and Haryana, at New Delhi (“**Registrar of Companies**”) in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”) and subsequently proposes to file (i) Prospectus proposed to be filed with SEBI, the Stock Exchanges and the Registrar of Companies (the “**Prospectus**”); and (ii) any other documents or materials to be issued in relation to the Offer (collectively with the RHP and Prospectus, the “**Offer Documents**”).

We, at the request of the Company, have performed the procedures agreed with Equirus Capital Private Limited and IIFL Securities Limited (the “**Book Running Lead Managers**” or “**BRLMs**”), and enumerated below with respect to certain financial key performance indicators including business metrics (“**KPIs**”) of the Company and its subsidiary(ies), (collectively the “**Company Entities**”) as on respective dates and for the respective period mentioned against each annexure, set forth in the accompanying schedules.

Management Responsibility

The preparation of the accompanying Statement related to KPIs, Annexure I, is the responsibility of the Management of the Company. This responsibility includes designing, implementing, and maintaining adequate internal controls that were operating effectively and testing of such controls for ensuring the accuracy and completeness of information relating to KPIs including such accounting records relevant to the preparation and presentation of the Statement, and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

The Management is responsible for:

1. Identification, definition, completeness, accuracy, relevance, appropriateness and sufficiency of the KPIs included in the Statement;
2. Providing access of the accounting and other records including information and explanations required for reporting on the KPIs;
3. Maintenance of the accounting and other records in relation to point 1) and 2) above; and
4. Compliance with the ICDR Regulations, the Technical Guide on Disclosure and Reporting of Key Performance Indicators (KPIs) in Offer Documents and other regulatory requirements.

Auditors' Responsibility

It is our responsibility to obtain limited assurance and conclude as to whether (i) the financial details provided in the Statement are in agreement with the Restated Consolidated Financial Statements as at and for years ended March 31, 2024, March 31, 2023 and March 31, 2022 and the underlying books of account maintained by the Company used for the purpose of preparation of the Restated Consolidated Financial Statements and (ii) KPIs included in the Statement are mathematically accurate.

A limited assurance engagement includes performing procedures to obtain sufficient appropriate evidence that vary in nature, timing and extent than a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had we performed a reasonable assurance engagement. Accordingly, we have performed the following procedures in relation to the Statement:

- A. Obtained the list of KPIs from the management and compared the specific components of KPIs as mentioned in the Statement to source of KPIs in the Restated Consolidated Financial Statements (as applicable) maintained by the Company;
- B. Recomputed the mathematical accuracy of the KPIs included in the Statement; and
- C. Conducted relevant management inquiries and obtained necessary representation.

We have carried out statutory audit, in accordance with the requirements of the Companies Act, 2013, as amended (the "Act") read with the Companies (Indian Accounting Standards) Rules, 2015 ("IND AS") and Standards on Auditing specified under Section 143(10) of the Act, of the standalone/consolidated financial statements of the Company, as of and for the financial year ended March 31, 2024 and March 31, 2023 which is prepared as per IND AS ("2024 Audited Financial Statements" and "2023 Audited Financial Statements" respectively) and issued our unmodified audit report dated July 25, 2024 and December 20, 2023 respectively.

We have also carried out special purpose audit, in accordance with the requirements of IND AS, the Act, Standards on Auditing specified under Section 143(10) of the Act and the Special Purpose Guidance Note of the standalone/consolidated financial statements of the Company, as of and for the financial year ended March 31, 2022 ("2022 Audited Special Purpose Financial Statements") and issued our unmodified audit report dated March 23, 2024, which were also audited by the previous auditors of the Company, Deepak Bahl & Co., Chartered Accountants, in accordance with the Indian Generally Accepted Accounting Principles (I-GAAP), and on which they have issued their unmodified opinion vide their audit report dated September 02, 2022.

We have examined the Restated Consolidated Financial Statements of the Company as at and for the year ended March 31, 2024, which also contains figures for the years ended March 31, 2023 and March 31, 2022, on which we issued our examination report dated August 07, 2024. Our examination of these Restated Consolidated Financial Statements was conducted taking into consideration the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Statements and the requirements of Section 26 of Part I of Chapter III of the Act and the ICDR Regulations. Our work was not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.

We have no responsibility to update this certificate for events and circumstances occurring after the respective dates of the reports on the financial statements mentioned above.

We have no responsibility for identification, definition, completeness, relevance, appropriateness, and sufficiency of the KPIs included in the Statement.

The procedures we have performed do not constitute an audit or review made in accordance with generally accepted auditing standards. Furthermore, they will not necessarily reveal matters of significance with respect to any material misstatement of the information related to KPIs of the Company.

We conducted our examination of the Statement in accordance with the Technical Guide on Disclosure and Reporting of Key Performance Indicators (KPIs) in Offer Documents and Guidance Note on Reports or Certificates for Special Purposes (Revised 2016), which require that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

Conclusion

We confirm that, other than as disclosed in the Annexure, the Company has not disclosed any other KPIs to its investors in the three years prior to the date of filing the RHP.

On the basis of the procedures set forth in this certificate and in the **Annexure I**, nothing came to our attention that caused us to believe:

- A. The financial details provided in the Statement are not in agreement with the Restated Consolidated Financial Statements (as applicable) as at and for the years ended March 31, 2024, March 31, 2023, March 31, 2022 and;
- B. KPIs included in the Statement are not mathematically accurate.

The KPIs have been approved by the audit committee of the Company by way of its resolution dated August XX, 2024, prior to the filing of the Red Herring Prospectus.

We further confirm that we are an independent entity with no direct or indirect interest in the Company except for provision of professional services in the ordinary course of our profession.

We conclude that the Company has not undertaken any material acquisition or disposition of assets/ business for the financial period as disclosed in the Offer Documents in connection with KPIs.

We further confirm that we are not, and have not been, engaged or interested in the formation or promotion of the management of the Company.

Inherent Limitations

Our work and conclusion shall not in any way constitute advice or recommendations (and we accept no liability in relation to any advice or recommendations) regarding any commercial decisions associated with the Issue, including, in particular, but without limitation, any which may be taken by the Company, and BRLMs in the capacity of investor or in providing investment advice to their clients or the Company.

We, however, state that this is not an assurance as to the future viability of the Company or whether the KPIs have been considered / have a bearing for arriving at the basis for issue price. We further state that our reporting is based on the facts up to the date of the report and we neither give any guarantee nor any assurance that the KPIs reported will continue to perform and/or report in similar manner in future. It should be noted that the KPIs contained in the Statement may not be measures of operating performance or liquidity defined by generally accepted accounting principles. We make no comment about the Company's definition, methodology or presentation of the KPIs in the Statement or its usefulness for any purposes.

The KPIs included in the Statement should not be considered in isolation from, or as a substitute for, analysis of Company's historical financial performance, as reported and presented in the restated financial statements of the Company included in the Offer Documents.

We confirm that on receipt of any communication from Company of any changes in the information, we will immediately communicate any changes in writing in the above information to the Book Running Lead Managers until the date when the Equity Shares allotted and transferred in the Offer commence trading on the relevant stock exchanges. In the absence of any such communication from us, it may be assumed that there is no change to the above information.

This certificate is addressed to, and provided to, the Board of Directors of the Company for the limited purpose to comply with the requirements of ICDR Regulations and should not be used by any other person or for any other purpose.

This certificate is not intended for general circulation or publication and is not to be reproduced or used for any other purpose without our prior consent in writing, other than for the purpose stated above. This report should not be relied upon by existing or prospective investors for their investment purposes and by the bankers/ book running lead managers involved in the Offer for their due diligence purposes. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come.

All capitalised terms used herein and not specifically derived shall have the same meaning as ascribed to them in the Offer Documents.

Yours faithfully

For S S Kothari Mehta & Co. LLP

Chartered Accountants

Firm Registration Number: 000756N/N500441

Sunil Wahal

Partner

Membership No: 087294

Place: New Delhi

UDIN:24087294BKAHNT7663

CC:

Legal counsel to the Issue:

Trilegal

One World Centre

10th Floor, Tower 2A & 2B,

Senapati Bapat Marg,

Lower Parel,

Mumbai - 400 013

Book Running Lead Manager(s):

Equirus Capital Private Limited

12th Floor, C Wing,

Marathon Futurex

N M Joshi Marg, Lower Parel

Mumbai - 400 013

Maharashtra, India

IIFL Securities Limited

24th Floor, One Lodha Place

Senapati Bapat Marg Lower Parel (W)

Mumbai 400 013

Maharashtra, India ("**IIFL**")



ANNEXURE I

1. Key Performance Indicators

| Particulars | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
|--|---|-------------|-------------|
| | (in ₹ million, except percentages and ratios) | | |
| Revenue from operations (₹ million) | 5,544.11 | 4,226.76 | 1,473.44 |
| EBITDA (₹ million) ⁽¹⁾ | 899.63 | 697.27 | 180.51 |
| EBITDA Margin (%) ⁽²⁾ | 16.23% | 16.50% | 12.25% |
| Profit for the year (₹ million) | 625.31 | 435.91 | 98.71 |
| PAT Margin (%) ⁽³⁾ | 11.00% | 10.25% | 6.51% |
| Return on capital employed (ROCE) (%) ⁽⁴⁾ | 42.88% | 40.90% | 19.07% |
| Return on equity (ROE) (%) ⁽⁵⁾ | 42.75% | 46.70% | 14.80% |
| Debt to equity ratio (in times) ⁽⁶⁾ | 0.12 | 0.29 | 0.05 |

Notes:

⁽¹⁾ EBITDA = Profit before tax + Depreciation expense + Finance Cost-Other income

⁽²⁾ EBITDA Margin % = EBITDA/ Revenue from operations

⁽³⁾ PAT Margin % = Profit for the year/ total income

⁽⁴⁾ ROCE = EBIT/Capital employed where (EBIT = profit before tax + finance cost, Capital Employed = total debt + total equity less intangible assets less intangible assets under development)

⁽⁵⁾ ROE = Profit for the year / average equity

⁽⁶⁾ Debt to equity ratio = total debt/ total equity

2. Description on the historic use of the KPIs by the Company to analyze, track or monitor the operational and/or financial performance of the Company

In evaluating our business, we consider and use certain KPIs as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Restated Consolidated Financial Statements. The KPIs set forth above have been used historically by the Company to understand and analyze its business performance.

For Ecos (India) Mobility and Hospitality Limited
(Formerly known as Ecos (India) Mobility & Hospitality Private Limited)

Hem Kumar Upadhyay
Chief Financial Officer
Date: August 20, 2024