

(Please scan the QR code to view the RHP)

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THE OFFER INCLUDES A RESERVATION OF UP TO [•] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH, AGGREGATING UP TO ₹ 55.00 MILLION (CONSTITUTING UP TO [•] % OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL, FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES ("EMPLOYEE RESERVATION PORTION"), THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER SHALL CONSTITUTE [•] % AND [•] % OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

For further details, see "The Offer" beginning on page 19 of the PRR.

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**9. Risks associated to Ola Gigafactory:** We intend to utilize ₹ 12,276.41 million of the Net Proceeds to fund our capital expenditure requirements to expand the Ola Gigafactory's manufacturing capacity. We have also relied on the D&B Report, which provides certain risks like risks in relation to obtaining required approvals from governmental authorities in a timely manner, technological risk, time and cost overrun in relation to Phase 1(b) and Phase 2 etc. We may experience cost overruns and face significant delays in completing the remaining phases of the Ola Gigafactory. The Ola Gigafactory will be expanded in phases as set out below:

Sl. No.	Phase	Cumulative capacity*	Expected date of completion and operationalisation*
1.	Phase 1(b)	5 GWh	February 28, 2025
2.	Phase 2	6.40 GWh	April 30, 2025
3.	Further phases	20 GWh	Quarter 2 of Calendar Year 2026

\*In terms of the D&B Report

**10. Intellectual property rights risk:** We regard our trademarks, service marks, patents, domain names, trade secrets, proprietary technologies, and similar intellectual property as critical to our success. We have 88 registered patents and 217 patent applications pending in India under the Patents Act, 1970, as of July 24, 2024. We may not be able to protect our intellectual property rights and prevent the unauthorised use of our intellectual property, which could harm our business and competitive position. Further, we do not own the trademark for our brand name 'Ola'.

**11. Product concentration risk:** We derive our revenue solely from the sale of limited electric vehicle scooter models. If our electric vehicle scooters are not well-received by the market, our business could be adversely affected. The following table provides a breakdown of the revenue contribution of each of our EV scooter models in the past three Fiscals:

	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue contribution (₹ million)	Revenue contribution as a percentage of revenue from operations (%)	Revenue contribution (₹ million)	Revenue contribution as a percentage of revenue from operations (%)	Revenue contribution (₹ million)	Revenue contribution as a percentage of revenue from operations (%)
Ola S1 Pro (Gen 1)	16,869.67	33.67%	15,305.84	58.18%	3,177.29	85.09%
Ola S1 Pro (Gen 2)	13,001.22	25.95%	-	-	-	-
Ola S1	1,342.84	2.68%	7,724.05	29.36%	-	-
Ola S1 Air	9,482.67	18.93%	-	-	-	-
Ola S1 X+	5,339.42	10.66%	-	-	-	-

**12. Full warranty cycle has not been completed:** We are yet to complete a full warranty cycle in respect of our EVs. We could, in the future, become subject to warranty claims, resulting in significant expenses, which would in turn materially and adversely affect our financial condition, results of operations, and prospects. In addition, if we are able to increase our sales volumes and expand our product line, in line with our business strategy, we could experience an increase in the number of warranty claims and be required to increase our warranty provisions.

**13. Failure to achieve the Cell PLI Scheme Capacity:** Under the Cell PLI Scheme, we are required to manufacture cells as per the committed capacity specified in our bid and the Programme Agreement. Accordingly, we are required to achieve 1 GWh capacity in the first year in Fiscal 2024 which we achieved on March 22, 2024, 5 GWh capacity in the second year, 10 GWh capacity in the third year and 20 GWh capacity by the fourth year. Pursuant to the Programme Agreement, in the case where we fail to achieve the agreed upon capacity, which is assessed on a quarterly basis, the Government of India has the right to deduct twice the shortfall in the committed capacity from the total subsidy payable to us.

**14. Competition Risk:** In the competitive market in which we operate in, our competitors may be able to source raw materials at lower prices or manufacture their EVs in a more cost-efficient manner. In order to remain competitive in the market, we may be compelled to reduce the prices of our EVs. Such reduction in pricing may in turn adversely impact our ability to achieve profitability as well as our business, prospects and results of operations.

**15. Inadequate access to public charger guns:** Demand for our EVs will depend in part upon the availability of a public charging infrastructure, as EV users must rely on public charging infrastructure to charge their vehicles while travelling. Inadequate access to public charger guns could cause customers to face difficulties in recharging their EVs, particularly during long distance travels. To the extent we are unable to meet customer expectations or experience difficulties in providing our charging solutions, our reputation and business, prospects, financial condition, results of operations, and cash flows may be materially and adversely affected.

**16. Driving range on a single charge of our electric vehicles declines over time:** The driving range of our EVs on a single charge declines principally as a function of usage, time, and charging patterns. According to the Redseer Report, a single battery charge provides a range of 70-115 km on average (for lithium-ion batteries) for E2Ws. Since we only commenced delivery of our first scooter model, the Ola S1 Pro, in December 2021, we are unable to accurately assess the actual deterioration of battery life in the long term. Such battery deterioration and the related decrease in range may negatively influence potential customer decisions whether to purchase our EVs, which may harm our ability to market and sell our EVs

**17. Since the Company has incurred loss in the Financial Year 2024, the basic and diluted EPS is negative and hence, the Price to Earnings ratio is not ascertainable.**

**18. Weighted Average Return on Net Worth for Financial Year ended 2024, 2023 and 2022 is (63.62)%**

**19. The average cost of acquisition per Equity Share acquired by the Promoter and Selling Shareholders, as on the date of the Red Herring Prospectus is:**

Name of the Promoter / Selling Shareholders	Number of Equity Shares held	Average cost of acquisition per Equity Share (in ₹)*
<b>Promoter (also the Promoter Selling Shareholder)</b>		
Bhavish Aggarwal	1,361,875,240	Negligible <sup>#</sup>
<b>Promoter Group (also the Promoter Group Selling Shareholder)</b>		
Indus Trust	141,959,272	Nil <sup>#</sup>
<b>Investor Selling Shareholders</b>		
Ab Initio Capital, L.P.	10,037,028	111.51
Alpha Wave Ventures II, LP	128,503,423	62.38
Alpine Opportunity Fund VI, L.P.	21,412,329	111.51
Ashna Advisors LLP	601,828	71.15
Internet Fund III Pte Ltd	222,436,381	11.70
MacRitchie Investments Pte. Ltd.	46,028,218	75.11
Matrix Partners India III AIF Trust	3,023,308	8.22
Matrix Partners India Investments III, LLC	126,623,262	8.22
Nuvama Private Investments Trust-Nuvama Crossover Opportunities Fund – Series III	12,168,907	71.15
Nuvama Private Investments Trust-Nuvama Crossover Opportunities Fund – Series III A	9,464,591	71.15
Nuvama Private Investments Trust-Nuvama Crossover Opportunities Fund – Series III B	9,465,448	74.06
Sarin Family India LLC	8,714,241	8.22
SVF II Ostrich (DE) LLC	810,424,447	51.37
Tekne Private Ventures XV, Ltd.	36,319,597	113.12

As certified by B.B. & Associates, Chartered Accountants pursuant to their certificate dated July 26, 2024.

<sup>#</sup> The average cost of acquisition per Equity Share for Bhavish Aggarwal is below ₹0.01.

<sup>#</sup> The average cost of acquisition per Equity Share for Indus Trust is Nil since 728 equity shares of face value of ₹ 10 each were acquired by way of gift on January 18, 2019 and 141,958,544 equity shares of face value of ₹ 10 each were acquired pursuant to a bonus issue by our Company on December 23, 2021.

**20. Weighted average cost of acquisition of all shares transacted in three years, eighteen months and one year immediately preceding the Red Herring Prospectus is as follows:**

Period	Weighted Average Cost of Acquisition (in ₹)	Cap Price is 'X' times the Weighted Average Cost of Acquisition	Range of acquisition price: Lowest Price – Highest Price (in ₹)
Last one year	47.00	1.62	Nil**-129.90
Last 18 months	47.00	1.62	Nil**-129.90
Last three years	22.42	3.39	Nil**-129.90

\*\* Acquisition price of Equity Shares acquired pursuant to bonus, gifts and ESOPs is NIL

**21. WACA, Floor Price and Cap Price**

Past Transactions	Weighted average cost of acquisition (in ₹)*	Floor Price (in times)	Cap Price (in times)
WACA of Equity Shares that were issued by the Company (primary transactions)	47.00	1.53	1.62
WACA of Equity Shares that were acquired or sold by way of secondary transactions	87.83	0.82	0.87

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**22. The 8 BRLMs associated with the issue have handled 80 public issues in the past three years out of which 21 issues closed below the issue price on listing date.**

Name of the BRLMs	Total Issues	Issues closed below IPO Price on listing date
Kotak Mahindra Capital Company Limited*	5	2
Citigroup Global Markets India Private Limited*	-	-
BofA Securities India Limited*	-	-
Goldman Sachs (India) Securities Private Limited*	-	-
Axis Capital Limited*	12	3
ICICI Securities Limited*	17	3
SBI Capital Markets Limited*	5	3
BOB Capital Markets Limited*	1	1
Common Issues handled by the BRLMs	40	9
Total	80	21

\*Issues handled where there were no common BRLMs

BID/ OFFER PERIOD

ANCHOR OFFER PORTION BID OPEN/CLOSE DATE THURSDAY, AUGUST 1, 2024

BID/OFFER OPENS ON FRIDAY, AUGUST 2, 2024<sup>(1)</sup>

BID/OFFER CLOSES ON TUESDAY, AUGUST 6, 2024<sup>(2)</sup>

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

<sup>(2)</sup> The UPI mandate end time and date shall be at 5.00 p.m. on the Bid/Offer Closing Date.

