

# **BILLIONBRAINS GARAGE VENTURES LIMITED**



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Our Company was incorporated as "Billionbrains Garage Ventures Private Limited" on January 9, 2018, as a private limited company under the provisions of the Companies Act, 2013, pursuant to a certificate of incorporation dated January 17, 2018, issued by the Registrar of Companies, Central Registration Centre. Pursuant to the Scheme of Amalgamation, approved by the National Company Law Tribunal, Bengaluru Bench on March 28, 2024, Groww Inc., our erstwhile holding company was amalgamated into and with our Company, For details, see "History and Certain corporate matters – Other Material Agreements – Scheme of Amalgamation amongst our Company, Groww Inc. and their respective shareholders" on page 269 of the Prospectus dated November 7, 2025 ("Prospectus"). Further, our Company was converted into a public limited company and the name of our Company was changed to Billionbrains Garage Ventures Limited, pursuant to a board resolution dated January 29, 2025, shareholders' resolution dated February 21, 2025, and a fresh certificate of incorporation dated April 11, 2025 issued by the Registrar of Companies, Central Processing Centre.

Corporate Identity Number: U72900KA2018PLC109343; Registered and Corporate Office: Vaishnavi Tech Park, South Tower, 3rd Floor, Survey No. 16/1 and 17/2, Ambalipura Village, Varthur Hobli, Bellandur, Bengaluru - 560 103, Karnataka, India Contact Person: Roshan Bhanuprakash Dave, Company Secretary and Compliance Officer; Tel: +91 80 6960 1300; E-mail: corp.secretarial@groww.in; Website: www.groww.in

#### PROMOTERS OF OUR COMPANY: LALIT KESHRE, HARSH JAIN, ISHAN BANSAL AND NEERAJ SINGH

Our Company has filed the Prospectus with the RoC, the SEBI and the Stock Exchanges and the Equity Shares (as defined below) are proposed to be listed on the Main Board platform of the Stock Exchanges and the trading will commence on Wednesday, November 12, 2025.

## **BASIS OF ALLOTMENT**

INITIAL PUBLIC OFFERING OF 663,230,051 EQUITY SHARES OF FACE VALUE OF ₹2 EACH ("EQUITY SHARES") OF BILLIONBRAINS GARAGE VENTURES LIMITED (OUR "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹100 PER EQUITY SHARES (INCLUDING A PREMIUM OF ₹98 PER EQUITY SHARES OF FACE VALUE OF ₹2 EACH BY OUR COMPANY AGGREGATING TO ₹10,600.000 MILLION (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF TO 557,230,10 MILLION COMPRISING TO 158,281,491 EQUITY SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING TO ₹10,5428.15 MILLION BY PEAK XV PARTNERS INVESTMENTS VI-1, 105,481,609 EQUITY SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING TO ₹10,548.16 MILLION BY YC HOLDINGS II, LLC, 65,668,147 EQUITY SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING TO ₹6,566.81 MILLION BY RIBBIT CAPITAL V, L.P., 52,464,086 EQUITY SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING TO ₹5,546.41 MILLION BY GW-E RIBBIT OPPORTUNITY V, LLC, 51,842,810 EQUITY SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING TO ₹5,184.28 MILLION BY RIBBIT CAPITAL V, L.P., 52,464,086 EQUITY SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING TO ₹5,184.28 MILLION BY GW-E RIBBIT OPPORTUNITY V, LLC, 51,842,810 EQUITY SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING TO ₹5,666,3556 EQUITY SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING TO ₹1,626,6356 EQUITY SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING TO ₹1,626,6356 EQUITY SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING TO ₹1,626.64 MILLION BY RIBBIT TOPPORTUNE SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING TO ₹1,626.64 MILLION BY CAPITAL SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING TO ₹1,626.64 MILLION BY CAPITAL SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING TO ₹1,626.64 MILLION BY CAPITAL SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING TO ₹1,870.74 MILLION BY ALKEON INNOVATION MASTER FUND II, LP, 17,453,600 EQUITY SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING TO ₹1,870.74 MILLION BY ALKEON INNOVATION MASTER FUND II, LP, 17,453,600 EQUITY SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING TO ₹41.24 EQUITY SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING TO ₹41.24 EQUITY SHARES OF FACE VALUE OF ₹2 EACH AGGREGA

ANCHOR INVESTOR OFFER PRICE: ₹100 PER EQUITY SHARE OF FACE VALUE OF ₹2 EACH OFFER PRICE: ₹100 PER EQUITY SHARE OF FACE VALUE OF ₹2 EACH THE OFFER PRICE IS 50 TIMES THE FACE VALUE OF THE EQUITY SHARES

### **RISK TO INVESTORS**

(For details, refer to section titled "Risk Factors" on page 37 of the Prospectus)

- 1. Market volatility risk: Our business, operating within India's investment and wealth management industry, are influenced by a variety of domestic factors, including fluctuations in gross domestic product, changes in monetary, tax and other policy measures, political and regulatory developments, inflation, interest rate levels, shifts in consumer spending and saving patterns as well as investor sentiment. Any material slump or prolonged downturn in the Indian or global financial markets could adversely impact the volume of trading and investment patterns which can affect our operations and financial condition.
- 2. **Technology risk**: Uninterrupted access to our technology platform is critical for our operations System failures and interruptions could adversely affect the availability or performance of our website, mobile applications or platform. The table below provides our software, server and technology expenses that we have incurred to maintain our technology stack.

(in ₹ million, unless otherwise indicated)

Particulars	Three mor	nths ended e 30,	Three months ended June 30,			
	2025	2024	2025	2024	2023	
Software, server and technology expenses	1,043.47	948.99	4,408.99	2,641.45	1,352.34	
Software, server and technology expenses (% of total expenses)	23.47%	16.11%	27.62%	12.77%	17.86%	

3. <u>Business concentration risk</u>: We derive a significant portion of our revenue from our Broking Services. Any downturn in customers' willingness to use our Broking services could have an adverse impact on our business, financial condition and cash flows. The table below sets forth revenue by product for the period/years indicated:

Particu-	Three months ended			Fiscal Year ended						
lars	June 3	0, 2025	June 3	0, 2024	March 31, 2025		March 3	1, 2024	March 31, 2023	
Products	₹ million	% of Rev- enue from opera- tions	₹ million	% of Revenue from opera- tions	₹ million	% of Rev- enue from opera- tions	₹ million	% of Rev- enue from opera- tions	₹ million	% of Rev- enue from opera- tions
Broking Services <sup>(1)</sup>	7,188.90	79.49%	8,747.43	87.40%	32,970.06	84.50%	23,603.22	90.46%	10,304.25	90.27%
Others <sup>(2)</sup>	1,855.08	20.51%	1,260.51	12.60%	6,047.17	15.50%	2,489.59	9.54%	1,111.01	9.73%
Revenue from operations	9,043.98	100.00%	10,007.94	100.00%	39,017.23	100.00%	26,092.81	100.00%	11,415.26	100.00%

- (1) Broking Services include Stocks and Derivatives products.
- (2) Others include MTF, Consumer Credits, AMC, Other Incidental revenue, and interest income on fixed deposits with banks earmarked with stock exchanges.
- 4. Regulatory risk: Our business is under the purview of regulators and statutory authorities in India, which include, among others, SEBI, RBI and the stock exchanges. We are subject to changes in the regulatory framework applicable to us, and amendments to these regulations may impact our business and operations. For example, in 2024, SEBI introduced a new framework for derivatives (circular titled "Measures to Strengthen Equity Index Derivatives Framework for Increased Investor Protection and Market Stability" dated October 1, 2024), which, among other things, increased the contract size of index derivatives (from a range of ₹0.50 million to ₹1.00 million to a range of ₹1.50 million to ₹2.00 million) and reduced the extent of index derivatives products offered by exchanges which would expire on a weekly basis each with effect from November 20 2024. Further, SEBI's circular dated October 1, 2024 on "Charges levied by Market Infrastructure Institutions True to Label" (effective from the date of the circular) required us to revise fee structures such that fees we charge do not exceed the actual charges imposed by market infrastructure institutions. As a result of these regulatory changes, our fees and commission income, Broking Transacting Users and Derivatives Active Users declined in the three months ended June 30, 2025 as shown in the table below:

Particulars	Units		nths ended e 30,	Fiscal Year ended March 31,			
		2025	2024	2025	2024	2023	
Broking Transacting Users <sup>(1)</sup>	# millions	6.12	7.24	13.52	9.92	5.49	
Derivatives Active Users(2)	# millions	1.40	1.95	1.40	1.89	0.80	
Fees and Commission income	₹ millions	7,289.42	8,834.62	33,362.74	23,941.15	10,527.24	

- (1) Unique users who have done at least one transaction in Stocks or Derivatives during the reporting period
- (2) Unique users who have qualified as "New Transacting User" and have transacted in Derivatives on our platform in the last three months of
- 5. Risk relating to customer acquisition and retention: The growth of our business depends on our ability to costeffectively attract and retain customers on our platform. Any failure to do so could have an adverse impact on our
  operations, financial condition and results of operations. The following table shows certain metrics related to our
  customer base for the periods indicated:

(i	n n	ıillio	ns)

					(in millions)
Particulars	Three months	s ended June 30,	Fiscal Year ended March 31,		
	2025	2024	2025	2024	2023
New Transacting Users <sup>(1)</sup>	0.76	1.67	5.97	4.81	2.40
Active Hears(2)	1/1 20	10.70	12.04	0.42	E 26

- (1) New Transacting User is defined as a user who (i) deposited or invested ₹1,000 or more and has undertaken a transaction on our platform, or (ii) has taken a loan on our platform for the first time.
- (2) Active Users is defined as unique users that have transacted on Groww in the last three months or have total assets greater than ₹0 as on the last day of the reporting period. Active Users are a subset of Total Transacting Users.

- 6. Risk relating to profitability: We incurred net losses for the year in Fiscals 2024 amounting to ₹8,054.50 million, primarily due to a one-time tax expense related to the amalgamation of our Company and Groww Inc., as well as performance-based incentive payouts to our management during the year and generated profits in Fiscal 2023, Fiscal 2025 and in the three months ending June 30, 2025 and 2024, respectively. If we are unable to generate adequate revenue growth and manage our expenses and cash flows as we grow, we may not be able to sustain our profitability.
- 7. <u>Cybersecurity and data breach risk</u>: We are vulnerable to cyber-attacks, such as hacking, phishing, and trojans, which could exploit our network and disrupt our services and/or result in the theft of sensitive internal company data or customer information. Any actual or perceived cybersecurity, data or privacy breach could interrupt our operations and adversely affect our reputation, brand, business, financial condition and results of operations.
- 8. <u>Subsidiary concentration risk</u>: We derive a significant portion of our revenue from operations from our Material Subsidiaries, Groww Invest Tech Private Limited and Groww Creditserv Technology Private Limited. Any downturn in our subsidiaries performance could have a material adverse impact on our business. The table below sets forth the revenue from operations generated by such subsidiaries for the periods indicated:

Doubleview		nths ended e 30,	Fiscal Year ended March 31,			
Particulars	2025	2024	2025	2024	2023	
	Revenue cor	ntribution as %	6 of consolida	ted Revenue f	rom Operations	
Groww Invest Tech Private Limited	93.04%	95.59%	93.95%	97.76%	98.06%	
Groww Creditserv Technology Private Limited	5.83%	3.53%	5.03%	0.97%	-	

- 9. Risk relating to profitability of Subsidiaries: Our Subsidiaries namely Groww Creditserv Technology Private Limited, Groww Asset Management Limited, Groww Trustee Limited, Neobillion Fintech Private Limited, Groww Pay Services Private Limited, Groww Serv Private Limited, Groww Wealth Tech Private Limited, Billionblocks Finserv Private Limited, Groww Insurance Broking Private Limited and Groww IFSC Private Limited have incurred losses in the past and may continue to incur losses. Further, a portion of the Net Proceeds will be invested in Groww Creditserv Technology Private Limited. We may be required to continue providing financial support to these subsidiaries which may adversely affect our consolidated results of operations and financial condition.
- 10. Risk relating to negative cash flows: We had negative cash flows from operations in the three months ended June 30, 2025 and in Fiscal 2025, and may continue to do so in the near term as we expand our business and enhance our products and services. Failure to generate sufficient cash from operations could adversely affect our liquidity and our ability to fund our operations.
- 11. **Brand and reputation risk**: Our brand "Groww" and its reputation are key drivers of customer trust and our business performance. Any negative media coverage may impact the customer acceptance of our platform.
- 12. <u>Competition risk</u>: We operate in the investment and wealth management industry which is intensely competitive and highly regulated. Our competitors may have, amongst others, substantially greater financial resources, access to a wider customer base, and a longer operating history than us.
- 13. The Offer also consists of an offer for sale up to 557,230,051 Equity Shares (approximately 84.02% of the Total Offer Size at upper end of the Price Band), the proceeds of which will not be available to the Company.
- 14. The average cost of acquisition of Equity Shares for Selling Shareholders ranges from ₹ 0.29 per Equity Share to ₹ 37.94 per Equity Share and the Offer Price at upper end of the Price Band is ₹ 100 per Equity Share.
- 15. The Price to Earnings ratio based on diluted EPS for financial year ended 2025 for the Company at the upper end of the Price Band is as high as 31.35 times as compared to the average industry peer group P/E ratio of 40.77 times.
- 16. Weighted Average Return on Net Worth for Financial Years ended 2025, 2024 and 2023 is 10.53%.
- 17. The 5 Book Running Lead Managers associated with the Offer have handled 104 public issues in the past three Financial Years, out of which 24 issues closed below the issue price on the listing date:

Total Public Issues	Issues closed below IPO price on listing date
1 ubiic issues	on listing date
9	3
2	1
2	1
29	7
23	7
39	5
104	24
	9 2 2 2 29 23 39

\*Issues handled where there were no common BRLMs.

18. Weighted average cost of acquisition of all shares transacted in the three years, 18 months and one year preceding the date of the Prospectus:

Period	Weighted average cost of acquisition (in ₹)*®	Offer Price is 'x' times the weighted average cost of acquisition	Range of acquisition price: lowest price – highest price (in ₹)*	
Last one year preceding the date of the Prospectus	7.15	13.99	Nil*# to 96.56	
Last 18 months preceding the date of the Prospectus	5.32	18.80	Nil*# to 96.56	
Last three years preceding the date of the Prospectus	5.32	18.80	Nil*# to 96.56	

As certified by Manian & Rao, Chartered Accountants, by way of their certificate dated November 7, 2025.

- \*# Allotment pursuant to Bonus Issue
- @ The amount paid on the acquisition of the Preference Shares in the last one year, eighteen months and three years respectively have been considered for calculating the weighted average cost of acquisition per Equity Share
- \$ Calculated excluding allotment of Equity Shares on conversion of Preference Shares pursuant to the Board resolution dated September 29, 2025

  Notes: The price originally paid for acquiring shares in Groww Inc. has been considered while arriving at the acquisition price of the shares allotted in the Company pursuant to the Scheme of Amalgamation. Exchange rates for the period January 26, 2018 to June 13, 2018 have been considered from investing.com and post June 13, 2018 the exchange rates have been considered from fbil.org.in

### **BID/OFFER PROGRAMME**: ANCHOR INVESTOR BIDDING DATE OPENED AND CLOSED ON: NOVEMBER 03, 2025 **BID/OFFER OPENED ON: NOVEMBER 04, 2025 BID/OFFER CLOSED ON: NOVEMBER 07, 2025**

The Offer was made in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations. The Offer was made through the Book Building Process in accordance with Regulation 6(2) of the SEBI ICDR Regulations wherein in terms of Regulation 32(2) of the SEBI ICDR Regulations, not less than 75% of the Offer was made available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs", and such portion, the "QIB Portion") provided that our Company in consultation with the BRLMs, allocated up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which at least one-third was available for allocation to domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. Further, 5% of the Net QIB Portion was made available for allocation on a proportionate basis only to Mutual Funds and the remainder of the Net QIB Portion was made available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors) including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not more than 15% of the Offer was made available for allocation to Non-Institutional Bidders (the "Non-Institutional Bidders") out of which (a) one-third of such Non-Institutional portion was reserved for applicants with application size of more than ₹200,000 and up to ₹1,000,000; and (b) two-third of such Non-Institutional portion was reserved for applicants with application size of more than ₹1,000,000 provided that the unsubscribed Non-Institutional portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders in accordance with the SEBI ICDR Regulations. Further not more than 10% of the Offer was made available for allocation to RIIs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. Anchor Investors were not permitted to participate in the Anchor Investor Portion of the Offer through the ASBA process. For details, see "Offer Procedure" beginning on page 460 of the Prospectus

The bidding for Anchor Investors opened and closed on November 3, 2025. The Company received 102 Anchor Investor Application Forms from 64 Anchor Investors (including 17 domestic mutual funds through 54 Mutual Fund schemes) for 30,52,58,250 Equity Shares. The Anchor investor price was finalized at ₹ 100 per Equity Share. A total of 29,84,53,523 Equity Shares were allocated under the Anchor Investor Portion aggregating to ₹ 29,845,352,300

The Offer received 3,194,274 applications for 6,432,339,150 Equity Shares (prior to rejections) resulting in 17.63 times subscription. The details of the applications received in the Offer from various categories are as under (before rejections):

Category	No. of Applications received	No. of Equity Shares applied	No. of Equity Shares reserved as per Prospectus	No. of times Subscribed	Amount (₹)
Retail Individual Investors	2,943,866	636,964,800	66,323,005	9.60	63,700,425,000
Non-Institutional Investors - More than ₹0.20 million Up to ₹1.00 million	146,612	336,872,100	33,161,502	10.16	33,685,538,850
Non-Institutional Investors - Above ₹ 1.00 million	103,574	1,085,000,550	66,323,005	16.36	108,499,999,200
QIBs (excluding Anchors Investors)	222	4,373,501,700	198,969,016	21.98	437,350,170,000
Total	3,194,274	6,432,339,150	364,776,528	17.63	643,236,133,050
	Retail Individual Investors  Non-Institutional Investors - More than ₹0.20 million Up to ₹1.00 million  Non-Institutional Investors - Above ₹1.00 million  QIBs (excluding Anchors Investors)	Applications received  Retail Individual Investors 2,943,866  Non-Institutional Investors - More than ₹0.20 million Up to ₹1.00 million  Non-Institutional Investors - Above ₹1.00 million  QIBs (excluding Anchors Investors) 222	Applications received     Shares applied       Retail Individual Investors     2,943,866     636,964,800       Non-Institutional Investors - More than ₹0.20 million Up to ₹1.00 million     146,612     336,872,100       Non-Institutional Investors - Above ₹ 1.00 million     103,574     1,085,000,550       QIBs (excluding Anchors Investors)     222     4,373,501,700	Applications received         Shares applied         Shares reserved as per Prospectus           Retail Individual Investors         2,943,866         636,964,800         66,323,005           Non-Institutional Investors - More than ₹0.20 million Up to ₹1.00 million         146,612         336,872,100         33,161,502           Non-Institutional Investors - Above ₹ 1.00 million         103,574         1,085,000,550         66,323,005           QIBs (excluding Anchors Investors)         222         4,373,501,700         198,969,016	Applications received         Shares applied         Shares reserved as per Prospectus         Subscribed           Retail Individual Investors         2,943,866         636,964,800         66,323,005         9.60           Non-Institutional Investors - More than ₹0.20 million Up to ₹1.00 million         146,612         336,872,100         33,161,502         10.16           Non-Institutional Investors - Above ₹ 1.00 million         103,574         1,085,000,550         66,323,005         16.36           QIBs (excluding Anchors Investors)         222         4,373,501,700         198,969,016         21.98

#### Final Demand

A summary of the final demand as per BSE and NSE as on the Bid/Offer Closing Date and as at different Bid prices is as under

Sr. No.	Bid Price (₹)	No. of Equity Shares	% to Total	Cumulative Total	Cumulative % of Total
1	95	5,604,150	0.08	5,604,150	0.08
2	96	1,270,350	0.02	6,874,500	0.10
3	97	1,393,800	0.02	8,268,300	0.12
4	98	2,619,000	0.04	10,887,300	0.16
5	99	2,068,800	0.03	12,956,100	0.20
6	100	5,950,987,950	89.70	5,963,944,050	89.90
7	CUT-OFF	670,215,450	10.10	6,634,159,500	100.00
	TOTAL	6,634,159,500	100.00		

The Basis of Allotment was finalized in consultation with the Designated Stock Exchange, being NSE on November 10, 2025

A. Allotment to Retail Individual Investors (After Rejections) (including ASBA Applications)

The Basis of Allotment to the Retail Individual Investors, who have bid at the Cut-Off Price or at the Offer Price of ₹ 100 per Equity Share, was finalized in consultation with the NSE. This category has been subscribed to the extent of 9.17 times. The total number of Equity Shares Allotted in Retail Portion is 66,323,005 Equity Shares to 442,153 successful Retail Individual Investors. The category-wise details of the Basis of Allotment are as under

Sr. No.	Category	No. of Applications Received	% of Total	Total No. of Equity Shares Applied	% to Total	No. of Equity Shares Allotted per Bidder	Ratio	Total No. of Equity Shares Allotted
1	150	2,401,205	85.35	360,180,750	59.21	150	157:999	56,604,450
2	300	208,720	7.42	62,616,000	10.29	150	157:999	4,920,150
3	450	68,148	2.42	30,666,600	5.04	150	157:999	1,606,500
4	600	34,378	1.22	20,626,800	3.39	150	157:999	810,450
5	750	20,644	0.73	15,483,000	2.55	150	157:999	486,600
6	900	15,546	0.55	13,991,400	2.30	150	157:999	366,450
7	1050	12,749	0.45	13,386,450	2.20	150	157:999	300,600
8	1200	4,203	0.15	5,043,600	0.83	150	157:999	99,000
9	1350	2,026	0.07	2,735,100	0.45	150	157:999	47,700
10	1500	10,926	0.39	16,389,000	2.69	150	157:999	257,550
11	1650	1,508	0.05	2,488,200	0.41	150	157:999	35,550
12	1800	3,003	0.11	5,405,400	0.89	150	157:999	70,800
13	1950	30,421	1.08	59,320,950	9.75	150	157:999	717,150
14		64,790 Allottees	from Serial no	o 2 to 13 Additional	1(one) share	1	55:64,790	55
	TOTAL	2,813,477	100.00	608,333,250	100.00			66,323,005

B. Allotment to Non-Institutional Investors (More than ₹0.20 million Up to ₹1.00 million) (After Rejections) (including ASBA Applications) The Basis of Allotment to the Non-Institutional Investors (more than ₹0.20 million Up to ₹1.00 million), who have bid at the Offer Price of ₹ 100 per Equity Share, was finalized in consultation with NSE. This category has been subscribed to the extent of 9.93 times. The total number of Equity Shares allotted in this category is 33,161,502 Equity Shares to 15,791 successful applicants. The category-wise details of the Basis of Allotment are as under

Sr. No.	Category	No. of Applications Received	% of Total	Total No. of Equity Shares Applied	% to Total	No. of Equity Shares Allotted per Bidder	Ratio	Total No. of Equity Shares Allotted
1	2,100	129,306	90.10	271,542,600	82.46	2,100	45:409	29,876,700
2	2,250	2640	1.84	5,940,000	1.80	2,100	29:264	609,000
3	2,400	934	0.65	2,241,600	0.68	2,100	45:409	216,300
4	2,550	560	0.39	1,428,000	0.43	2,100	62:560	130,200
5	2,700	394	0.27	1,063,800	0.32	2,100	43:394	90,300
6	2,850	200	0.14	570,000	0.17	2,100	22:200	46,200
7	3,000	1,751	1.22	5,253,000	1.60	2,100	45:409	405,300
8	3,150	264	0.18	831,600	0.25	2,100	29:264	60,900
9	3,300	151	0.11	498,300	0.15	2,100	17:151	35,700
10	3,450	102	0.07	351,900	0.11	2,100	11:102	23,100
11	3,600	184	0.13	662,400	0.20	2,100	20:184	42,000
12	3,750	181	0.13	678,750	0.21	2,100	20:181	42,000
13	3,900	180	0.13	702,000	0.21	2,100	20:180	42,000
14	4,050	360	0.25	1,458,000	0.44	2,100	40:360	84,000
15	4,200	630	0.44	2,646,000	0.80	2,100	69:630	144,900
16	4,350	79	0.06	343,650	0.10	2,100	9:79	18,900
17	4,500	586	0.41	2,637,000	0.80	2,100	64:586	134,400
18	4,650	71	0.05	330,150	0.10	2,100	8:71	16,800
19	4,800	149	0.10	715,200	0.22	2,100	16:149	33,600
20	4,950	2,654	1.85	13,137,300	3.99	2,100	45:409	613,200
21	5,100	312	0.22	1,591,200	0.48	2,100	34:312	71,400
22	5,250	92	0.06	483,000	0.15	2,100	10:92	21,000
23	5,400	41	0.03	221,400	0.07	2,100	4:41	8,400
24	5,550	27	0.02	149,850	0.05	2,100	3:27	6,300
25	5,700	12	0.01	68,400	0.02	2,100	1:12	2,100
26	5,850	14	0.01	81,900	0.02	2,100	2:14	4,200
27	6,000	228	0.16	1,368,000	0.42	2,100	25:228	52,500
28	6,150	16	0.01	98,400	0.03	2,100	2:16	4,200
29	6,300	115	0.08	724,500	0.22	2,100	13:115	27,300
30	6,450	10	0.01	64,500	0.02	2,100	1:10	2,100
31	6,600	15	0.01	99,000	0.03	2,100	2:15	4,200

Sr. No.	Category	No. of Applications Received	% of Total	Total No. of Equity Shares Applied	% to Total	No. of Equity Shares Allotted per Bidder	Ratio	Total No. of Equity Shares Allotted
32	6,750	22	0.02	148,500	0.05	2,100	2:22	4,200
33	6,900	23	0.02	158,700	0.05	2,100	2:23	4,200
34	7,050	28	0.02	197,400	0.06	2,100	3:28	6,300
35	7,200	16	0.01	115,200	0.03	2,100	2:16	4,200
36	7,350	10	0.01	73,500	0.02	2,100	1:10	2,100
37	7,500	146	0.10	1,095,000	0.33	2,100	16:146	33,600
38	7,650	11	0.01	84,150	0.03	2,100	1:11	2,100
39	7,800	15	0.01	117,000	0.04	2,100	2:15	4,200
40	7,950	43	0.03	341,850	0.10	2,100	5:43	10,500
41	8,100	44	0.03	356,400	0.11	2,100	5:44	10,500
42	8,250	25	0.02	206,250	0.06	2,100	3:25	6,300
43	8,400	53	0.04	445,200	0.14	2,100	6:53	12,600
44	8,550	7	0.00	59,850	0.02	2,100	1:7	2,100
45	8,700	7	0.00	60,900	0.02	2,100	1:7	2,100
46	8,850	12	0.01	106,200	0.03	2,100	1:12	2,100
47	9,000	147	0.10	1,323,000	0.40	2,100	16:147	33,600
48	9,150	13	0.01	118,950	0.04	2,100	1:13	2,100
49	9,300	7	0.00	65,100	0.02	2,100	1:7	2,100
50	9,450	16	0.01	151,200	0.05	2,100	2:16	4,200
51	9,600	11	0.01	105,600	0.03	2,100	1:11	2,100
52	9,750	46	0.03	448,500	0.14	2,100	5:46	10,500
53	9,900	560	0.39	5,544,000	1.68	2,100	62:560	130,200
54		1,564 Allottees	from Serial no	o 2 to 53 Additional	1(one) share	2,100	45:409	29,876,700
	TOTAL	143,520	100.00	329,303,850	100.00			33,161,502

C. Allotment to Non-Institutional Investors (more than ₹1.00 million) (After Rejections) (including ASBA Applications)

The Basis of Allotment to the Non-Institutional Investors (more than ₹1.00 million), who have bid at the Offer Price of ₹ 100 per Equity Share, was finalized in consultation with NSE. This category has been subscribed to the extent of 16.18 times. The total number of Equity Shares allotted in this category is 66,323,005 Equity Shares to 31,582 successful applicants. The category-wise details of the Basis of Allotment are as under (Sample)

Sr. No.	Category	No. of Applications Received	% of Total	Total No. of Equity Shares Applied	% to Total	No. of Equity Shares Allotted per Bidder	Ratio	Total No. of Equity Shares Allotted
1	10,050	97,241	94.86	977,272,050	91.07	2,100	61:198	62,911,800
2	10,200	1,092	1.07	11,138,400	1.04	2,100	61:198	705,600
3	10,350	326	0.32	3,374,100	0.31	2,100	100:326	210,000
4	10,500	1,475	1.44	15,487,500	1.44	2,100	61:198	953,400
5	10,650	153	0.15	1,629,450	0.15	2,100	47:153	98,700
93	24,900	23	0.02	572,700	0.05	2,100	7:23	14,700
94	25,050	21	0.02	526,050	0.05	2,100	6:21	12,600
95	25,200	10	0.01	252,000	0.02	2,100	3:10	6,300
96	25,500	7	0.01	178,500	0.02	2,100	2:7	4,200
97	25,950	2	0.00	51,900	0.00	2,100	1:2	2,100
165	139,950	2	0.00	279,900	0.03	2,100	1:2	2,100
166	150,000	7	0.01	1,050,000	0.10	2,100	2:7	4,200
167	199,950	2	0.00	399,900	0.04	2,100	1:2	2,100
168	300,000	2	0.00	600,000	0.06	2,100	1:2	2,100
169	999,900	2	0.00	1,999,800	0.19	2,100	1:2	2,100
261	All ap	oplicants from Seri	al no 170 to 2	60 for 1 (one) lot of	2,100 shares	2,100	17:91	35,700
262		31,582 Allottees	from Serial no	1 to 261 Additional	1(one) share	1	4:157	805
	TOTAL	102,515	100.00	1,073,075,250	100.00			66,323,005

#### D. Allotment to QIB portion (After Rejections)

Allotment to QIBs, who have Bid at the Offer Price of ₹ 100 per Equity Share, has been done on a proportionate basis in consultation with the NSE. This category has been subscribed to the extent of 21.98 times of QIB Portion. As per the SEBI ICDR Regulations, Mutual Funds were Allotted 5% of the Equity Shares of QIB Portion available i.e., 9,948,451 Equity Shares and other QIBs were Allotted the remaining available Equity Shares i.e., 189,020,565 Equity Shares on a proportionate basis. The total number of Equity Shares Allotted in the QIB Portion is 198,969,016 Equity Shares which were allotted to 222 successful QIB Investors. The category-wise details of the Basis of Allotment are as under

CATEGORY	FIS/BANKS	MF'S	IC'S	NBFC'S	AIF	FII/FPC	OTHERS	TOTAL
ALLOTMENT	7,452,850	67,095,695	4,795,898	10,969,843	3,598,475	105,056,255	-	198,969,016

## E. Allotment to Anchor Investors

The Company, in consultation with the BRLMs, have allocated 29,84,53,523 Equity Shares to 64 Anchor Investors through 102 Anchor Investor Application Forms (including 17 domestic mutual funds through 54 Mutual Fund schemes) at the Anchor Investor Offer Price of ₹ 100 per Equity Share in accordance with the SEBI ICDR Regulations. This represents 60% of the QIB Portion.

CATEGORY	FIS/BANKS	MF'S	IC'S	NBFC'S	AIF	FPC	OTHERS	TOTAL
ALLOTMENT	-	138,981,300	12,497,000	-	5,500,500	141,474,723	-	298,453,523

The Company on November 10, 2025 has taken on record the Basis of Allotment of Equity Shares approved by the Designated Stock Exchange, being NSE and has allotted the Equity Shares to various successful Bidders. The Allotment Advice-cum-Intimations and/or notices have been dispatched to the address of the investors as registered with the depositories. Further, the instructions to the Self Certified Syndicate Banks for unblocking of funds, transfer to Public Offer Account have been issued on November 10, 2025 and payment to non-Syndicate brokers have been issued on November 11, 2025. In case the same is not received within ten days, investors may contact the Registrar to the Offer at the address given below. The Equity Shares Allotted to the successful Allottees have been uploaded on November 11, 2025 for credit into the respective beneficiary accounts subject to validation of the account details with the depositories concerned. The Company has filed the Listing application with BSE and NSE on November 11, 2025. The Company has received listing and trading approval from BSE and NSE and the trading will commence on November 12, 2025

Note: All capitalised terms used and not specifically defined herein shall have the same meaning as ascribed to them in the Prospectus

# **INVESTORS PLEASE NOTE**

The details of the allotment made will be hosted on the website of the Registrar to the Offer, MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) at www.in.mpms.mufg.com

All future correspondence in this regard may kindly be addressed to the Registrar to the Offer quoting full name of the First/sole Bidder, Bid cum Application Form number, Bidder DP ID, Client ID, PAN, date of submission of Bid-cum-Application Form, address of the Bidder, number of Equity Shares applied for, the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder and a copy of the Acknowledgment Slip received from the Designated Intermediary at the address given below:



**MUFG Intime India Private Limited** (Formerly Link Intime India Private Limited) CC-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West) Mumbai - 400 083, Maharashtra, India Tel: +91 810 811 4949 E-mail: groww.ipo@in.mpms.mufg.com

Website: https://in.mpms.mufg.com/ Investor grievance ID: groww.ipo@in.mpms.mufg.comContact Person: Shanti Gopalkrishnan SEBI Registration No.: INR000004058

> For BILLIONBRAINS GARAGE VENTURES LIMITED On behalf of the Board of Directors Roshan Bhanuprakash Dave

Company Secretary and Compliance Officer

Place: Bengaluru, Karnataka

THE LEVEL OF SUBSCRIPTION SHOULD NOT BE TAKEN TO BE INDICATIVE OF EITHER THE MARKET PRICE OF THE EQUITY SHARES ON LISTING OR THE BUSINESS PROSPECTS OF BILLIONBRAINS GARAGE VENTURES LIMITED.

BILLIONBRAINS GARAGE VENTURES LIMITED has filed the Prospectus with RoC. The Prospectus is available on the website of SEBI at www.sebi.gov.in, as well as on the websites of the Stock Exchanges i.e. BSE and NSE at www.bseindia.com and www.nseindia.com respectively, on the website of the Company at www.groww.in; and on the websites of the BRLMs, i.e. Kotak Mahindra Capital Company Limited, J.P. Morgan India Private Limited, Citigroup Global Markets India Private Limited, Axis Capital Limited and Motilal Oswal Investment Advisors Limited at https://investmentbank.kotak.com, www.jpmipl.com, www.citigroup.com/global/aboutus/globalpresence/india/regulatory-disclosuresinvestment-banking, www.axiscapital.co.in, www.motilaloswalgroup.com, respectively. Any potential investors should note that investment in equity shares involves a high degree of risk and for details relating to such risk, see 'Risk Factors' beginning on page 37 of the Prospectus.

This announcement is not an offer of securities for sale in the United States or elsewhere. This announcement has been prepared for publication in India only and is not for publication or distribution, directly or indirectly, in or into the United States. The Equity Shares described in this announcement have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended ("U.S. Securities Act") or any state securities laws in the United States, and unless so registered, may not be offered or sold within the United States, or to, or for the account or benefit of, U.S. Persons (as defined in Regulation S under the U.S. Securities Act, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. The Company has not registered and does not intend to register under the U.S. Investment Company Act of 1940 ("Investment Company Act"). Accordingly, the Equity Shares are being offered and sold (i) to persons in the United States or to, or for the account or benefit of, U.S. persons, in each case that are both "qualified institutional buyers" as defined in Rule 144A under the Securities Act and "qualified purchasers" as defined under the Investment Company Act in transactions exempt from or not subject to the registration requirements of the Securities Act and in reliance on Section 3(c) (7) of the Investment Company Act and (ii) outside the United States to non-U.S. persons in offshore transactions in reliance on Regulation S under the Securities Act and the applicable laws of the jurisdictions where such offers and sales are made. There will be no public offering in