
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**AMENDMENT NO. 4
TO
FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Vahanna Tech Edge Acquisition I Corp.

(Exact name of registrant as specified in its charter)

British Virgin Islands
(State or other jurisdiction of
incorporation or organization)

6770
(Primary Standard Industrial
Classification Code Number)

98-1600102
(I.R.S. Employer
Identification No.)

1230 Avenue of the Americas, 16th Floor
New York, NY 10020
Telephone: (347) 745-6448

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Karan Puri
Chief Executive Officer
Vahanna Tech Edge Acquisition I Corp.
1230 Avenue of the Americas, 16th Floor
New York, NY 10020
Telephone: (347) 745-6448

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies of all communications, including communications sent to agent for service, should be sent to:

David A. Sakowitz
Jason D. Osborn
Jeffrey Stern
Winston & Strawn LLP
200 Park Avenue
New York, NY 10166
Tel: (212) 294-6700

Rohan Malhotra
Chief Executive Officer
Roadzen, Inc.
111 Anza Blvd., Suite 109
Burlingame, CA 94010
Tel: (650) 414-3530

Evan M. D'Amico
Gibson, Dunn & Crutcher LLP
1050 Connecticut Avenue, N.W.
Washington, DC 20036
Tel: (202) 955-8500

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

If applicable, place an in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

The registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

Vahanna Tech Edge Acquisition I Corp. is filing this Amendment No. 4 to its registration statement on Form S-4 (File No. 333-269747) (the "Registration Statement") as an exhibits-only filing. Accordingly, this amendment consists only of the facing page, this explanatory note, Item 21 of Part II of the Registration Statement, the signature page to the Registration Statement and the filed exhibits. The remainder of the Registration Statement is unchanged and has therefore been omitted.

PART II

INFORMATION NOT REQUIRED IN RESPECTUS

Item 21. Exhibits and Financial Statement Schedules

<u>Exhibit</u>	<u>Description</u>
2.1*	Agreement and Plan of Merger, dated as of February 10, 2023 (included as Annex A to the proxy statement/prospectus, which is a part of this Registration Statement).
2.2*	Securities Purchase Agreement by and among Roadzen, Inc., National Automobile Club and National Automobile Club Employee Stock Ownership Trust, dated as of August 4, 2022.
2.3*	Share Purchase Agreement between AXA Partners Holdings S.A. and Roadzen Inc. dated as of June 8, 2022.
2.4*	Amendment to the Agreement and Plan of Merger, dated as of June 29, 2023.
3.1*	Memorandum and Articles of Association of Registrant (incorporated by reference to Exhibit 3.1 to the Registration Statement on Form S-1 (333-260748), filed by the Registrant on November 4, 2021).
3.2*	Amended and Restated Memorandum and Articles of Association of Registrant (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K (001-41094), filed by the Registrant on November 29, 2021).
3.3*	Amended and Restated Memorandum and Articles of Association of New Roadzen (included as Annex B to the proxy statement/prospectus, which is a part of this Registration Statement).
3.4*	Certificate of Incorporation of New Roadzen (included as Annex I to the proxy statement/prospectus, which is a part of this Registration Statement).
3.5*	Amended and Restated Certificate of Incorporation of New Roadzen (included as Annex J to the proxy statement/prospectus, which is a part of this Registration Statement).
3.6*	Bylaws of New Roadzen (included as Annex K to the proxy statement/prospectus, which is a part of this Registration Statement).
4.1*	Specimen Unit Certificate (Incorporated by reference to the corresponding exhibit to the Company's Registration Statement on Form S-1 (File No. 333-260748), filed with the SEC on November 4, 2021).
4.2*	Specimen Class A Ordinary Share Certificate (Incorporated by reference to the corresponding exhibit to the Company's Registration Statement on Form S-1 (File No. 333-260748), filed with the SEC on November 4, 2021).
4.3*	Specimen Warrant Certificate (Incorporated by reference to the corresponding exhibit to the Company's Registration Statement on Form S-1 (File No. 333-260748), filed with the SEC on November 4, 2021).
4.4*	Warrant Agreement, dated November 22, 2021, by and between the Registrant and Continental Stock Transfer & Trust Company, as warrant agent (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K (001-41094) filed by the Registrant on November 26, 2021).
5.1*	Opinion of Maples & Calder, British Virgin Islands counsel to the Registrant.
8.1*	Tax Opinion of Gibson Dunn & Crutcher LLP.
10.1*	Letter Agreement, dated November 22, 2021, by and among the Company, its officers, its directors and the Sponsor (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K (001-41094) filed by the Registrant on November 29, 2021).
10.2*	Investment Management Trust Agreement, dated November 22, 2021, by and between the Company and Continental Stock Transfer & Trust Company, as trustee (Incorporated by reference to the corresponding exhibit to the Company's Current Report on Form 8-K (File No. 001-41094), filed with the SEC on November 29, 2021).
10.3*	Registration Rights Agreement, dated November 22, 2021, by and among the Company, Vahanna LLC, Mizuho Securities USA LLC and the other holders party thereto (Incorporated by reference to the corresponding exhibit to the Company's Current Report on Form 8-K (File No. 001-41094), filed with the SEC on November 29, 2021).
10.4*	Administrative Services Agreement, dated November 22, 2021, by and between the Registrant and Vahanna LLC (incorporated by reference to Exhibit 10.6 to the Current Report on Form 8-K (001-41094) filed by the Registrant on November 26, 2021).
10.5*	Private Placement Warrant Purchase Agreement, dated November 22, 2021, by and between the Registrant and Vahanna LLC (incorporated by reference to Exhibit 10.4 to the Current Report on Form 8-K (001-41084) filed by the Registrant on November 26, 2021).
10.6*	Form of Support Agreement (included as Annex C to the proxy statement/prospectus, which is a part of this Registration Statement).
10.7*	Sponsor Support Agreement, by and between the Company and the Sponsor (included as Annex D to the proxy statement/prospectus, which is a part of this Registration Statement).
10.8*	Form of Lock-Up Agreement (included as Annex E to the proxy statement/prospectus, which is a part of this Registration Statement).
10.9†*	Roadzen Inc. 2023 Omnibus Incentive Plan (included as Annex F to the proxy statement/prospectus, which is a part of this Registration Statement).
10.10†*	Roadzen Inc. 2023 Employee Stock Purchase Plan (included as Annex H to the proxy statement/prospectus, which is a part of this Registration Statement).
10.11*	Note Purchase Agreement, dated June 30, 2023, by and among Roadzen, Inc., Mizuho Securities USA LLC and other parties named thereto.
21.1*	List of Subsidiaries.
23.1	Consent of ASA & Associates LLP.
23.2*	Consent of Marcum LLP.
23.3	Consent of KNAV P.A.

23.4	<u>Consent of SingerLewak LLP.</u>
23.5*	<u>Consent of Maples & Calder (included in Exhibit 5.1 hereto).</u>
24.1*	<u>Power of Attorney.</u>
99.1*	<u>Form of Proxy Card for the Registrant's Special Meeting.</u>
99.2*	<u>Consent of Rohan Malhotra to be named as a director.</u>
99.3*	<u>Consent of Saurav Adhikari to be named as a director.</u>
99.4*	<u>Consent of Supurna Vedbrat to be named as a director.</u>
99.5*	<u>Consent of Steven Carlson to be named as a director.</u>
99.6*	<u>Consent of SHEUMACK GMA.</u>
99.7*	<u>Consent of Ajay Shah to be named as a director.</u>
99.8*	<u>Consent of Zoe Ashcroft to be named as a director.</u>
99.9*	<u>Consent of Diane B. Glossman to be named as a director.</u>
107.1*	<u>Filing Fee Table.</u>

* Previously filed.

** To be filed by amendment.

† Indicates management contract or compensatory plan or arrangement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement on Form S-4 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, New York, on August 14, 2023.

VAHANNA TECH EDGE ACQUISITION I CORP.

By: /s/ Karan Puri

Name: Karan Puri

Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Karan Puri</u> Karan Puri	Chief Executive Officer (Principal Executive Officer)	August 14, 2023
<u>/s/ Raahim Don</u> Raahim Don	Chief Financial Officer (Principal Financial and Accounting Officer)	August 14, 2023
<u>*</u> Saurav Adhikari	Chairman of the Board of Directors	August 14, 2023
<u>*</u> Abha Kumar	Director	August 14, 2023
<u>*</u> Rangarajan Sundaram	Director	August 14, 2023
<u>*</u> Diane B. Glossman	Director	August 14, 2023
<u>*</u> Ajay Shah	Director	August 14, 2023

*By: /s/ Karan Puri

Karan Puri

Attorney-in-Fact

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the use in this Registration Statement on Form S-4 of Vahanna Tech Edge Acquisition I Corp. of our report dated June 22, 2023 on our audit of the financial statements of Roadzen, Inc. as of March 31, 2023 and 2022, and the related consolidated statements of operations, consolidated statement of mezzanine equity and stockholders' deficit and consolidated statements of cash flow for each of the two years in the period ended March 31, 2023 which appears in this Registration Statement.

We also consent to the reference to us under the caption "Experts" in this Registration Statement on Form S-4.

/s/ ASA & Associates LLP

Gurugram, India

August 14, 2023

Consent of Independent Auditor

We hereby consent to the use in this Registration Statement on Form S-4 of our audit report dated April 24, 2023, relating to the consolidated financial statements of Global Insurance Management Ltd., as of and for the years ended December 31, 2022 and December 31, 2021. We also consent to the reference to us under the heading “Experts” in such Registration Statement to Form S-4.

/s/ KNAV P.A.

Atlanta, Georgia
August 14, 2023

Consent of Independent Auditor

We consent to the use in Amendment No. 4 to the Registration Statement (No. 333-269747) on Form S-4 of Vahanna Tech Edge Acquisition I Corp. of our report dated April 19, 2023, relating to the financial statements of National Automobile Club.

We also consent to the reference of our firm under the heading "Experts" in such Registration Statement.

/s/ SingerLewak LLP

San Jose, California
August 13, 2023