

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended December 31, 2025

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 001-41094

ROADZEN INC.

(Exact Name of Registrant as Specified in Its Charter)

British Virgin Islands
(State or Other Jurisdiction of Incorporation or Organization)

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

111 Anza Blvd., Suite 109
Burlingame, California
(Address of Principal Executive Offices)

94010
(Zip Code)

Registrant's telephone number, including area code: 650-414-3530

(Former name or former address, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Ordinary Shares, par value \$0.0001 per share	RDZN	The Nasdaq Stock Market LLC
Warrants, each warrant exercisable for one Ordinary Share, each at an exercise price of \$11.50 per share	RDZNW	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 15 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 15 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an 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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of February 10, 2026, there were 79,695,672 Ordinary Shares, \$0.0001 par value per share, issued and outstanding.

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Cautionary Note Regarding Forward-Looking Statements

Throughout this section, references to “Roadzen,” “we,” “us,” and “our” refer to Roadzen Inc. and its consolidated subsidiaries as the context so requires.

This Quarterly Report on Form 10-Q includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). We have based these forward-looking statements on our current expectations and projections about future events. These forward-looking statements are subject to known and unknown risks, uncertainties and assumptions about us that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as “may,” “should,” “could,” “would,” “expect,” “plan,” “anticipate,” “believe,” “estimate,” and “continue,” or the negative of such terms or other similar expressions. Such statements include, but are not limited to, statements regarding our strategy, expansion plans, future operations, future operating results, planned capital raises and balance sheet restructuring, estimated revenues (including from new contracts and joint ventures), losses, projected costs, prospects, plans and objectives of management, agreement in principle to extend the maturity of our debt facility with our senior lender, planned acquisition of majority control of a U.S.-based commercial auto insurance broker, as well as all other statements other than statements of historical fact included in this Form 10-Q. Factors that might cause or contribute to such a discrepancy include, but are not limited to, those described in “Risk Factors,” “Critical Accounting Estimates,” “Results of Operations,” “Quantitative and Qualitative Disclosures About Market Risk” and “Liquidity and Capital Resources” in our other Securities and Exchange Commission (“SEC”) filings. We urge you to consider these factors, risks and uncertainties carefully in evaluating the forward-looking statements contained in this Quarterly Report. All subsequent written or oral forward-looking statements attributable to our company or persons acting on our behalf are expressly qualified in their entirety by these cautionary statements. The forward-looking statements included in this Quarterly Report are made only as of the date of this Quarterly Report. Except as expressly required by applicable securities law, we disclaim any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise. Important factors that could cause our actual results and financial condition to differ materially from those indicated in the forward-looking statements include, among others, the following:

- our ability to generate sufficient revenue to achieve and sustain profitability;
- our ability to raise sufficient capital to support our operations and growth;
- the fact that we may be unable to accurately predict our future capital needs, and we may not be able to obtain additional financing to fund our operations on favorable terms or at all;
 - substantial regulation and the potential for unfavorable changes to, or our failure to comply with, these regulations, which could substantially harm our business and operating results;
 - our management team’s limited experience managing a public company;
 - the risk that our significant increased expenses and administrative burdens as a public company could have an adverse effect on our business, financial condition and results of operations;
 - the risk that we may not be able to agree on definitive agreements to extend the maturity date of our debt facility with our senior lender;
 - the risk that our planned acquisition of majority control of a U.S.-based commercial auto insurance broker may not be completed on the timetable we anticipate, or at all; and
 - the other factors set forth in “Risk Factors,” “Critical Accounting Estimates,” “Results of Operations,” “Quantitative and Qualitative Disclosures About Market Risk” and “Liquidity and Capital Resources” in this Quarterly Report and our other SEC filings.

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements (Unaudited):

Roadzen Inc.
Unaudited Condensed Consolidated Balance Sheets
(in US \$, except share count)

Particulars	As of December 31, 2025	As of March 31, 2025
Assets		
Current assets:		
Cash and cash equivalents	5,143,430	4,836,576
Accounts receivable, net	3,714,226	2,625,385
Inventories	176,670	202,535
Prepayments and other current assets	24,894,684	19,092,595
Investments	227,958	197,805
Total current assets	34,156,968	26,954,896
Non current assets		
Restricted cash	221,192	217,064
Non marketable securities	269,470	269,470
Property and equipment, net	755,224	602,923
Goodwill	4,133,839	2,061,553
Operating lease right-of-use assets	1,178,658	1,109,219
Intangible assets, net	3,972,183	1,243,253
Other long-term assets	177,612	120,972
Total Non current assets	10,708,178	5,624,454
Total assets	44,865,146	32,579,350
Liabilities and shareholders' Equity/(Deficit)		
Current liabilities		
Current portion of long-term borrowings	5,757,960	2,904,444
Short-term borrowings	18,551,397	19,865,645
Accounts payable and accrued expenses	29,247,388	30,254,010
Derivative warrant liabilities	3,759,871	1,489,818
Short-term operating lease liabilities	435,630	318,921
Other current liabilities	5,445,033	2,102,466
Total current liabilities	63,197,279	56,935,304
Non current liabilities		
Long-term borrowings	4,848,067	139,775
Long-term operating lease liabilities	335,484	628,400
Other long-term liabilities	572,469	566,651
Total Non current liabilities	5,756,020	1,334,826
Total liabilities	68,953,299	58,270,130
Commitments and contingencies (refer note 22)		
Shareholders' Equity/(Deficit)		
Ordinary Shares and additional paid in capital, \$0.0001 par value per share, 220,000,000 shares authorized as of December 31, 2025 and March 31, 2025; 79,497,576, and 74,290,986 shares outstanding as of December 31, 2025 and March 31, 2025 respectively	107,530,034	95,501,291
Accumulated deficit	(238,986,997)	(223,826,442)
Accumulated other comprehensive income/(loss)	(1,159,467)	(468,859)
Other components of equity	106,020,498	103,720,113
Total shareholders' deficit	(26,595,932)	(25,073,897)
Non-controlling interest	2,507,779	(616,883)
Total deficit	(24,088,153)	(25,690,780)
Total liabilities and Total Deficit	44,865,146	32,579,350

The accompanying notes are an integral part of these consolidated financial statements.

Roadzen Inc.
Unaudited Condensed Consolidated Statements of Operations
(in US \$, except share count)

Particulars	For the three months ended December 31,		For the nine months ended December 31,	
	2025	2024	2025	2024
Revenue	14,355,675	12,086,286	38,900,488	32,891,901
Costs and expenses:				
Cost of services	5,213,025	4,275,787	15,740,057	14,920,847
Research and development	293,956	249,635	524,019	3,535,778
Sales and marketing	7,377,646	7,659,408	19,761,985	21,538,665
General and administrative	3,522,941	2,770,320	9,907,639	49,027,468
Depreciation and amortization	311,600	299,949	1,186,806	973,670
Total costs and expenses	16,719,168	15,255,099	47,120,506	89,996,428
Loss from operations	(2,363,493)	(3,168,813)	(8,220,018)	(57,104,527)
Interest expense (net)	(3,187,180)	(1,085,326)	(5,378,039)	(2,533,846)
Fair value gains/(losses) in financial instruments carried at fair value	(5,175,767)	1,722,864	(4,619,573)	(16,526,145)
Other income (net)	1,217,283	(60,082)	2,523,290	3,214,798
Total other income/(expense)	(7,145,664)	577,456	(7,474,322)	(15,845,193)
Loss before income taxes and equity-method investment activity	(9,509,157)	(2,591,357)	(15,694,340)	(72,949,720)
Equity method investment activity, net	-	-	-	-
(Loss)/Income before income tax expense	(9,509,157)	(2,591,357)	(15,694,340)	(72,949,720)
Less: income tax (benefit)/expense	(23,627)	(9,068)	67,178	(83,682)
Net (loss)/income before non-controlling interest	(9,485,530)	(2,582,289)	(15,761,518)	(72,866,038)
Net loss attributable to non-controlling interest, net of tax	(337,093)	(64,599)	(499,207)	(131,284)
Net Loss attributable to Ordinary shareholders	(9,148,437)	(2,517,690)	(15,262,311)	(72,734,754)
Net loss per share attributable to Ordinary shareholders				
Basic and diluted	(0.12)	(0.04)	(0.20)	(1.06)
Weighted-average number of shares used in computing net loss per share	78,786,713	68,882,560	76,728,261	68,588,608

The accompanying notes are an integral part of these consolidated financial statements.

Roadzen Inc.
Unaudited Condensed Consolidated Statements of Cash Flow
(in US \$, except share count)

Particulars	For the Period ended December 31,	
	2025	2024
Cash flows from operating activities		
Net loss per share attributable to Ordinary shareholders	(15,262,311)	(72,734,754)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	1,186,806	973,670
Stock based compensation	380,058	47,135,419
Deferred income taxes		(221,135)
Unrealised foreign exchange loss/(profit)	(341,717)	17,102
Fair value losses/(profits) in financial instruments carried at fair value	4,619,573	16,526,145
Expected credit loss (net of reversal)	112,029	185,903
Expense settled through issuance of equity	1,034,500	-
Balances written off/(back)	(1,545,749)	(3,194,072)
Net loss attributable to non-controlling interest, net of tax	(499,207)	(131,284)
Changes in assets and liabilities, net of assets acquired and liabilities assumed from acquisitions:		
Inventories	25,865	(45,899)
Income taxes, net		-
Accounts receivables, net	(646,657)	584,063
Prepayments and other assets	(5,164,071)	(2,443,471)
Accounts payable and accrued expenses	(1,067,076)	653,566
Other liabilities	696,833	(1,736,497)
Net cash used in operating activities	(16,471,124)	(14,431,244)
Cash flows from investing activities		
Purchase of property and equipment, intangible assets and goodwill	(825,508)	(50,418)
Proceeds from sale of mutual fund		472,140
Investment in mutual funds and bonds	112,845	-
Proceeds from forward purchase agreement		1,000,000
Net cash used in investing activities	(712,663)	1,421,722
Cash flows from financing activities		
Proceeds from issue of ordinary shares	6,509,929	2,503,752
Proceeds from issue of equity shares of subsidiary to the Non-controlling interest	6,545,789	-
Net proceeds/(payments) from long term borrowings	4,823,639	26,047
Net proceeds/(payments) from short-term borrowings	(1,910,612)	4,703,098
Net cash generated from financing activities	15,968,745	7,232,897
Effect of exchange rate changes on cash and cash equivalents	20,494	41,528
Net (decrease)/increase in cash and cash equivalents (including restricted cash)	(1,194,549)	(5,735,097)
Cash acquired in business combination	1,505,531	-
Cash and cash equivalents at the beginning of the period (including restricted cash)	5,053,640	11,565,088
Cash and cash equivalents at the end of the period (including restricted cash)	5,364,622	5,829,991
Reconciliation of cash and cash equivalents		
Cash and cash equivalents	5,143,430	5,812,935
Restricted cash	221,192	17,056
Total cash and cash equivalents	5,364,622	5,829,991
Supplemental disclosure of cash flow information		
Cash paid for interest, net of amounts capitalized	4,747,192	1,472,564
Non-cash investing and financing activities		
Consideration payable in connection with acquisitions	2,878,617	488,000
Interest accrued on borrowings	2,362,125	508,891

The accompanying notes are an integral part of these consolidated financial statements.

Roadzen Inc.
Unaudited Condensed Consolidated Statements of Comprehensive Loss
(in US \$, except share count)

	For the three months ended December 31,		For the nine months ended December 31,	
	2025	2024	2025	2024
Net (loss)/income	(9,148,437)	(2,517,690)	(15,262,311)	(72,734,754)
Net loss per share attributable to Roadzen Inc. common stockholders	(9,148,437)	(2,517,690)	(15,262,311)	(72,734,754)
Basic and diluted	(0.12)	(0.04)	(0.20)	(1.06)
Weighted-average number of shares outstanding used to compute net loss per share attributable to Roadzen Inc. common stockholders	78,786,713	68,882,560	76,728,261	68,588,608
Other comprehensive income, net of tax:				
Changes in foreign currency translation reserve	(181,616)	482,318	(730,059)	289,746
Less: changes in foreign currency translation reserve attributable to non-controlling interest	(155,634)	4,150	(10,303)	2,396
Other comprehensive income (loss) attributable to Ordinary shareholders	(25,982)	478,168	(719,756)	287,350
Total comprehensive loss attributable to Ordinary shareholders	<u>(9,174,419)</u>	<u>(2,039,522)</u>	<u>(15,982,067)</u>	<u>(72,447,404)</u>

The accompanying notes are an integral part of these consolidated financial statements.

Roadzen, Inc.
Unaudited Condensed Consolidated Statement of Shareholders' deficit
(in US \$, except share count)

Particulars	Shareholders' Equity/(Deficit)		Accumulated deficit	Shares to be issued	Debenture Redemption Reserve	Stock based compensation Reserve	Accumulated other comprehensive loss	Total shareholders' deficit
	Ordinary shares and additional paid in capital							
	Shares	Amount						
Balance as of April 1, 2024	68,440,829	84,974,378	(151,008,419)		257,571	56,303,135	(600,501)	(10,073,836)
Movement attributable to stock based Compensation Reserve						26,230,989		26,230,989
Net profit attributable to ordinary shareholders	-	-	(48,407,025)		-	-	-	(48,407,025)
Other comprehensive income	-	-	-		-	-	(284,598)	(284,598)
Balance as of June 30, 2024	68,440,829	84,974,378	(199,415,444)		257,571	82,534,124	(885,099)	(32,534,470)
Movement attributable to stock based Compensation Reserve	-	-	-		-	20,746,267	-	20,746,267
Net profit attributable to ordinary shareholders	-	-	(21,810,039)		-	-	-	(21,810,039)
Other comprehensive income	-	-	-		-	-	(512,342)	(512,342)
Balance as of September 30, 2024	68,440,829	84,974,378	(221,225,483)		257,571	103,280,391	(372,757)	(33,085,900)
Balance as of October 1, 2024	68,440,829	84,974,378	(221,225,483)		257,571	103,280,391	(372,757)	(33,085,900)
Net profit attributable to Ordinary shareholders	-	-	(2,517,690)		-	-	-	(2,517,690)
Other comprehensive income	-	-	-		-	-	287,350	287,350
Movement attributable to stock based Compensation Reserve	-	-	-		-	158,163	-	158,163
Impact of issuance/repayment of debenture	-	-	11,178		(11,178)	-	-	-
Issuance of ordinary shares	3,527,857	5,941,752	-		-	-	-	5,941,752
Balance as of December 31, 2024	71,968,686	90,916,130	(223,731,995)		246,393	103,438,554	(85,407)	(29,216,325)
Balance as of April 1, 2025	74,290,986	95,501,291	(223,826,442)		205,162	103,514,951	(468,859)	(25,073,897)
Issuance of Ordinary share during the period through PIPE	1,109,567	1,386,959	-		-	-	-	1,386,959
Issuance of Ordinary shares during the period through conversion of loan	-	-	-		-	-	-	-
Net profit attributable to Ordinary shareholders	-	-	(4,005,770)		-	-	-	(4,005,770)
Other comprehensive income	-	-	-		-	-	(461,065)	(461,065)
Movement attributable to stock based Compensation Reserve	-	-	-		-	71,353	-	71,353
Balance as of June 30, 2025	75,400,553	96,888,250	(227,832,212)		205,162	103,586,304	(929,924)	(28,082,420)
Issuance of Ordinary share during the period through PIPE	200,000	250,000	-		-	-	-	250,000
Net profit attributable	-	-	(2,108,104)		-	-	-	(2,108,104)

to Ordinary shareholders								
Other comprehensive income	-	-	-	-	-	-	(203,561)	(203,561)
Movement attributable to stock based Compensation Reserve	-	-	-	-	-	62,381	-	62,381
Issuance of ordinary shares	1,730,769	2,057,500	-	-	-	-	-	2,057,500
Balance as of September 30, 2025	77,331,322	99,195,750	(229,940,316)	-	205,162	103,648,685	(1,133,485)	(28,024,204)
Balance as of October 01, 2025	77,331,322	99,195,750	(229,940,316)	-	205,162	103,648,685	(1,133,485)	(28,024,204)
Issuance of Ordinary share during the period through PIPE			-	-	-	-	-	-
Net profit attributable to Ordinary shareholders	-	-	(9,148,437)	-	-	-	-	(9,148,437)
Other comprehensive income	-	-	-	-	-	-	(25,982)	(25,982)
Shares issuable movement during the period				2,022,083				2,022,083
Transaction with non controlling interest holders		5,484,314						5,484,314
Movement attributable to stock based Compensation Reserve	-	-	-	-	-	246,324	-	246,324
Reclassification on redemption of debenture	-	-	101,756	-	(101,756)	-	-	-
Issuance of ordinary shares	2,166,254	2,849,970	-	-	-	-	-	2,849,970
Balance as of December 31, 2025	79,497,576	107,530,034	(238,986,997)	2,022,083	103,406	103,895,009	(1,159,467)	(26,595,932)

The accompanying notes are an integral part of these consolidated financial statements.

Roadzen Inc.
Notes to the condensed consolidated financial statements (Unaudited)
(in US\$, except per share count)

1. Reorganization and description of business

Roadzen Inc., a British Virgin Islands business company (the “Parent Company”, formerly known as Vahanna Tech Edge Acquisition I Corp; and sometimes referred to in this filing as “Vahanna”) has subsidiaries located in India, the United States and the United Kingdom. The Company is a leading Insurtech platform and provides solutions in relation to insurance products, including distribution, pre-inspection assistance, telematics, claims submission and administration, and roadside assistance. The consolidated financial statements include the accounts of Roadzen Inc. and its subsidiaries (collectively, “Roadzen,” the “Company,” “we” or “us”).

Merger agreement

On September 20, 2023 (the “Closing Date”), Vahanna, Roadzen, Inc., a Delaware corporation (“Roadzen (DE)”), and Vahanna Merger Sub Corp., a Delaware corporation and a direct, wholly owned subsidiary of Vahanna (“Merger Sub”), consummated the Business Combination (as defined below) pursuant to the Agreement and Plan of Merger, dated February 10, 2023, by and among Vahanna, Roadzen (DE) and Merger Sub, as amended by the First Amendment to the Agreement and Plan of Merger, dated June 29, 2023 (as so amended, the “Merger Agreement”). Pursuant to the terms of the Merger Agreement, Merger Sub merged with and into Roadzen (DE), with Roadzen (DE) surviving the merger as a wholly owned subsidiary of Vahanna (the “Merger,” and together with the other transactions contemplated by the Merger Agreement and the other agreements contemplated thereby, the “Business Combination”).

In connection with the consummation of the Business Combination, Vahanna changed its name to “Roadzen Inc.”. Beginning on September 21, 2023, the Company’s ordinary shares, par value \$0.0001 per share (“Ordinary Shares”) and Public Warrants (as defined in Note 16 below) trade on the Nasdaq Global Market and Nasdaq Capital Market under the ticker symbol “RDZN” and “RDZNW” respectively.

2. Summary of significant accounting policies

a) Basis of presentation and consolidation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States (“U.S. GAAP”) and the rules and regulations of the Securities and Exchange Commission (the “SEC”). The accompanying consolidated financial statements reflect all adjustments that management considers necessary for a fair presentation of the results of operations for the periods presented.

The accompanying unaudited condensed consolidated financial statements have been prepared on a consolidated basis and reflect the financial statements of the Parent Company and its subsidiaries. All intercompany balances and transactions have been eliminated. When the Company does not have a controlling interest in an investee but exerts significant influence over the investee, the Company applies the equity method of accounting.

b) Liquidity and going concern

The accompanying consolidated financial statements have been prepared assuming the Company will continue as a going concern.

The Company has experienced operating losses in current and preceding periods. As of December 31, 2025 and 2024, the Company also has negative operating cash flows and negative working capital position. These events among others, raise substantial doubt over the Company’s ability to continue as a going concern for a reasonable period of time. The Company expects to have ongoing requirements for capital investment to implement its business plans to achieve revenue growth forecast, control operating costs, and meet cash flow requirements. The Company’s ability to continue as a going concern is dependent upon, among other things, the Company’s mitigation plan to (i) raise additional funds from existing or new credit facilities (ii) receive funds by raising additional share capital and/or (iii) re-structure existing liabilities.

The Company has undertaken multiple initiatives to achieve these goals, including agreeing to convert certain liabilities into equity and working to restructure and convert other current liabilities into equity or long-term notes, including the recent announcement of the agreement in principle to extend its senior secured facility into long-term debt. The Company has also filed a shelf registration statement on Form S-3 with the SEC, under which it sold equity through a number of separate transactions, raising gross proceeds of \$2,875,000 in December 2024, \$5,000,175 in January 2025, \$5,500,000 through two transactions in July 2025, and \$8,500,000 in October 2025, and is pursuing potential financing opportunities. The Company’s plans may change as a result of many factors currently unknown.

Based on the progress made to date – demonstrated by completed transactions, advanced negotiations, and investor commitments – management believes it has formulated and is executing a viable plan to obtain sufficient liquidity to meet obligations as they fall due over the next 12 months. As a result, management expects to alleviate the substantial doubt regarding the Company’s ability to continue as a going concern.

The consolidated financial statements do not include any adjustments relating to the recovery of the recorded assets or the classification of the liabilities that might be necessary if the Company is unable to continue as a going concern.

c) Use of estimates

The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions, which affect the reported amounts in the consolidated financial statements and accompanying notes. Estimates are based on historical experience, where applicable, and other assumptions which management believes are reasonable under the circumstances. On an ongoing basis, the Company evaluates its estimates and underlying assumptions, including those related to the allowance for accounts receivables, fair values of financial instruments, measurement of defined benefit obligations, impairment of non-financial assets, useful lives of property, plant and equipment and intangible assets, income taxes, certain deferred tax assets and tax liabilities, and other contingent liabilities. Although these estimates are inherently subject to judgment and actual results could differ from those estimates, management believes that the estimates used in the preparation of the consolidated financial statements are reasonable.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

d) Contract assets and liabilities

A contract asset (unbilled revenue) is the right to receive consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognized for the earned consideration that is conditional.

Contract liabilities consist of amounts paid by the Company's customers for which the associated performance obligations have not been satisfied and revenue has not been recognized based on the Company's revenue recognition criteria described above.

Contract liabilities are classified as current in the consolidated balance sheet when the revenue recognition associated with the related customer payments and invoicing is expected to occur within one year of the balance sheet date and as long-term when the revenue recognition associated with the related customer payments and invoicing is expected to occur in more than one year from the balance sheet date.

e) Cash and cash equivalents

Cash and cash equivalents primarily represent cash balances in current bank accounts. The Company considers all short-term deposits with an original maturity of three months or less, when purchased, to be cash equivalents.

f) Restricted cash and cash equivalents

Restricted cash and cash equivalents are pledged as security for contractual arrangements. Restricted cash and cash equivalents are classified as current and noncurrent assets based on the term of the remaining restriction.

g) Concentration of credit risk

Financial instruments that potentially subject the Company to concentration of credit risk are reflected principally in cash and cash equivalents, investment in equity securities and accounts receivable. The Company places its cash and cash equivalents and funds with banks that have high credit ratings, limits the amount of credit exposure with any one bank and conducts ongoing evaluations of the creditworthiness of the corporations and banks with which it does business. The Company holds cash and cash equivalent concentrations in financial institutions around the world in excess of federally insured limits. The Company has not experienced any losses to date related to these concentrations.

h) Accounts receivable, net

Accounts receivable from contracts with customers are recorded at the invoiced amounts. The Company recognizes an allowance for credit losses in accordance with Accounting Standards Codification (“ASC”) 326 using the Current Expected Credit Loss (CECL) model. The allowance reflects management’s estimate of lifetime expected credit losses based on historical experience, current conditions, and reasonable and supportable forecasts.

We apply the aging method and the simplified approach permitted under ASC 326 for trade receivables. Receivables are evaluated on a collective basis, and loss rates are determined based on the aging of balances. Historical loss rates are updated periodically. Based on our assessment, historical loss experience continues to provide the most reliable basis for estimating expected credit losses.

Receivables are written off when they are deemed uncollectible, with the corresponding amount charged against the allowance for credit losses. Recoveries of amounts previously written off are recognized when received and recorded as a reduction to the provision for credit losses. The provision is presented within noninterest expense—general and administrative in the consolidated statements of operations and comprehensive income (loss).

Management reviews the allowance for credit losses regularly. Changes in estimates or assumptions, or updates to customer-specific facts and circumstances, may result in adjustments to the allowance in the period such changes occur.

i) Property and equipment

Property and equipment represents the costs of furniture and fixtures, office and computer equipment, and leasehold improvements. Property and equipment cost also includes any costs necessarily incurred to bring assets to the condition and location necessary for its intended use. Property and equipment are stated at cost, less accumulated depreciation and impairment losses. Depreciation is calculated using declining balance method over the assets’ estimated useful lives as follows:

Assets	Useful lives
Office and electrical equipment	3-5 years
Computers	3 years
Furniture and fixtures	10 years
Motor Vehicle and other equipment	3-10 years

Leasehold improvements related to office facilities are depreciated over the shorter of the lease term or the estimated useful life of the improvement.

The Company reviews the remaining estimated useful lives of its property and equipment on an ongoing basis. Management is required to use judgment in determining the estimated useful lives of such assets. Changes in circumstances such as technological advances, changes to the Company’s business model, changes in the Company’s business strategy, or changes in the planned use of property and equipment could result in the actual useful lives differing from the Company’s current estimates. In cases where the Company determines that the estimated useful life of property and equipment should be shortened or extended, the Company would apply the new estimated useful life prospectively.

The Company reviews property and equipment for impairment when events or circumstances indicate the carrying amount may not be recoverable.

Costs of maintenance and repairs that do not improve or extend the lives of the respective assets are expensed as incurred. Upon retirement or sale, the cost and related accumulated depreciation are removed from the balance sheet and the resulting gain or loss is reflected in operating expenses.

j) Intangible assets, net

The Company capitalizes costs incurred on its internal-use software during the application development stage as intangibles under development. Costs related to preliminary project activities and post implementation activities are expensed as incurred. Once the developed software is available for intended use, capitalization ceases, and the Company estimates the useful life of the asset and begins amortization.

Internal-use software is amortized on a straight-line basis over its estimated useful life, which is generally three years and up to eleven.

The Company evaluates the useful lives of these assets on an annual basis and tests for impairment whenever events or changes in circumstances occur that could impact the recoverability of these assets.

k) Leases

The Company accounts for leases in accordance with Accounting Standards Codification 842, "Leases" ("ASC 842"). The Company elected the "package of practical expedients," which permits us not to reassess under ASC 842 our prior conclusions about lease identification, lease classification and initial direct costs. The Company made a policy election not to separate non-lease components from lease components, therefore, the Company accounts for lease and non-lease components as a single lease component. The Company also elected the short-term lease recognition exemption for all leases that qualify.

The Company determines if a contract contains a lease at inception of the arrangement based on whether the Company has the right to obtain substantially all of the economic benefits from the use of an identified asset and whether it has the right to direct the use of an identified asset in exchange for consideration, which relates to an asset which the Company does not own. Right of use ("ROU") assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent its obligation to make lease payments arising from the lease. ROU assets are recognized as the lease liability, adjusted for lease incentives received. Lease liabilities are recognized at the present value of the future lease payments at the lease commencement date. The interest rate used to determine the present value of the future lease payments is the Company's incremental borrowing rate ("IBR"), because the interest rate implicit in most of its leases is not readily determinable. The IBR is a hypothetical rate based on our understanding of what the Company's credit rating would be to borrow and resulting interest it would pay to borrow an amount equal to the lease payments in a similar economic environment over the lease term on a collateralized basis. Lease payments may be fixed or variable; however, only fixed payments or in-substance fixed payments are included in the Company's lease liability calculation. Variable lease payments may include costs such as common area maintenance, utilities, real estate taxes or other costs.

Variable lease payments are recognized in operating expenses in the period in which the obligation for those payments are incurred.

Operating leases are included in operating lease ROU assets, short-term operating lease liabilities, current and long-term operating lease liabilities, non-current on the Company's consolidated balance sheets. Finance leases are included in property and equipment, net, accrued and other current liabilities, and other long-term liabilities on the Company's consolidated balance sheets. For operating leases, lease expense is recognized on a straight-line basis in operations over the lease term. For finance leases, lease expense is recognized as depreciation and interest; depreciation on a straight-line basis over the lease term and interest using the effective interest method.

l) Fair value measurements and financial instruments

The Company holds financial instruments that are measured and disclosed at fair value. Fair value is determined in accordance with a fair value hierarchy that prioritizes the inputs and assumptions used, and the valuation techniques used to measure fair value. The three levels of the fair value hierarchy are described as follows:

- Level 1 inputs: Unadjusted quoted prices in active markets for identical assets or liabilities accessible to the reporting entity at the measurement date.
- Level 2 inputs: Other than quoted prices included in Level 1 inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability.
- Level 3 inputs: Unobservable inputs for the asset or liability used to measure fair value to the extent that observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity for the asset or liability at measurement date.

The Company's assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the valuation of fair value assets and liabilities and their placement within the fair value hierarchy levels. The Company establishes the fair value of its assets and liabilities using the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date and established a fair value hierarchy based on the inputs used to measure fair value. The recorded amounts of certain financial instruments, including cash and cash equivalents, restricted cash and cash equivalents, accounts receivable, accounts payable, and accrued expenses and other liabilities approximate fair value due to their relatively short maturities.

m) Business combination

The Company accounts for an acquisition as a business combination if the assets acquired and liabilities assumed in the transaction constitute a business in accordance with ASC Topic 805 "Business Combinations." Such acquisitions are accounted using the acquisition method i.e., by recognizing the identifiable tangible and intangible assets acquired and liabilities assumed, and any non-controlling interest in the acquired business, measured at their acquisition date fair values. Where the set of assets acquired and liabilities assumed do not constitute a business, it is accounted for as an asset acquisition where the individual assets and liabilities are recorded at their respective relative fair values corresponding to the consideration transferred.

n) Goodwill

Goodwill represents the excess of the purchase price over the fair value of net assets acquired in business acquisitions accounted for using the acquisition method of accounting and is not amortized. Goodwill is measured and tested for impairment on an annual basis in accordance with ASC 350, Intangibles - Goodwill and Other, or more frequently if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. Such events and changes may include: significant changes in performance related to expected operating results, significant changes in asset use, significant negative industry or economic trends, and changes in our business strategy.

The Company's test for goodwill impairment starts with a qualitative assessment to determine whether it is necessary to perform the quantitative goodwill impairment test. If qualitative factors indicate that the fair value of the reporting unit is more likely than not less than its carrying amount, then a quantitative goodwill impairment test is performed. For the purposes of impairment testing, the Company determined that it has five reporting unit.

o) Foreign currency

The Company's consolidated financial statements are reported in U.S. Dollars ("\$" or "USD"), the Parent Company's functional currency. The functional currency for the Company's subsidiaries in India, is the Indian Rupee ("INR"), the functional currency of the Company's subsidiary in the United Kingdom is the British Pound Sterling ("GBP"). The translation of the functional currency of the Company's subsidiaries into USD is performed for balance sheet accounts using the exchange rates in effect as of the balance sheet date and for revenues and expense accounts using an average exchange rate prevailing during the respective period. The gains or losses resulting from such translation are reported as currency translation adjustments ("CTA") under other comprehensive income/loss, or under accumulated other comprehensive income/loss as a separate component of equity.

Monetary assets and liabilities of the Company and its subsidiaries that are denominated in currencies other than the subsidiary's functional currency are translated into their respective functional currency at the rates of exchange prevailing on the balance sheet date. Transactions of the Company and its subsidiaries that are denominated in currencies other than the subsidiary's functional currency are translated into the respective functional currencies at the average exchange rate prevailing during the period of the transaction. The gains or losses resulting from foreign currency transactions are included in the consolidated statements of operations.

p) Employee benefit plans

Contributions to defined contribution plans are charged to consolidated statements of operations in the period in which services are rendered by the covered employees. Current service costs for defined benefit plans are accrued in the period to which they relate. The liability from defined benefit plans is calculated annually by the Company using the projected unit credit method. Prior service cost, if any, resulting from an amendment to a plan is recognized and amortized over the remaining period of service of the covered employees.

The Company records annual amounts relating to its defined benefit plans based on calculations that incorporate various actuarial and other assumptions, including discount rates, mortality, future compensation increases and attrition rates. The Company reviews its assumptions on an annual basis and makes modifications to the assumptions based on current rates and trends when it is appropriate to do so. The effect of modifications to those assumptions is recorded in its entirety immediately. The Company believes that the assumptions utilized in recording its obligations under its plans are reasonable based on its experience and market conditions.

q) Inventories

Inventories are stated at the lower of cost and net realizable value. Cost is determined using the first-in, first-out method (FIFO) for all inventories.

r) Income taxes

The Company accounts for income taxes using the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been recognized in the Company's consolidated financial statements. In estimating future tax consequences, generally all expected future events other than enactments or changes in the tax law or rates are considered.

The Company accounts for uncertainty in tax positions recognized in the consolidated financial statements by recognizing a tax benefit from an uncertain tax position when it is more likely than not that the position will be sustained upon examination, including resolutions of any related appeals or litigation processes, based on the technical merits. Income tax positions must meet a more-likely-than-not recognition threshold at the effective date to be recognized.

Deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their tax bases and for all operating loss and tax credit carryforwards, if any. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax laws or rates is recognized in the consolidated statement of income in the period that includes the enactment date. Deferred tax assets are reduced by a valuation allowance if, based on the weight of available evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

Future realization of deferred tax assets ultimately depends on the existence of sufficient taxable income of the appropriate character within the carryback or carryforward periods available under the applicable tax law.

The Company regularly reviews the deferred tax assets for recoverability based on historical taxable income, projected future taxable income, the expected timing of the reversals of existing temporary differences and tax planning strategies. The Company's judgment regarding future profitability may change due to many factors, including future market conditions and the ability to successfully execute the business plans and/or tax planning strategies. Should there be a change in the ability to recover deferred tax assets, the Company's income tax provision would increase or decrease in the period in which the assessment is changed.

s) Loss per share attributable to Ordinary shareholders

Basic net loss per ordinary share is computed by dividing the net loss available to ordinary shareholders (the numerator) by the weighted average number of ordinary shares outstanding (the denominator) during the period. Diluted net loss per ordinary share is computed by dividing the net loss available to ordinary shareholders by the weighted average number of ordinary shares and potential ordinary shares outstanding when the impact is not antidilutive. Potential ordinary shares from stock options, unvested restricted stock units and ordinary share warrants are computed using the treasury stock method. Contingently issuable shares are included in basic net loss per share only when there is no circumstance under which those shares would not be issued. Shares issuable for little or no cash consideration shall be considered outstanding ordinary shares and included in the computations of basic and diluted net loss per share.

t) Public and Private Placement Warrants

Each whole Public Warrant and Private Placement Warrant (as such term is defined in Note 16 below) entitles the holder to purchase one Ordinary Share of the Company.

The Private Warrants do not meet the derivative scope exception and are accounted for as derivative liabilities. Specifically, the Private Warrants contain provisions that cause the settlement amounts to be dependent upon the characteristics of the holder of the warrant which is not an input into the pricing of a fixed-for-fixed option on equity shares. Therefore, the Private Warrants are not considered indexed to the Company's stock and should be classified as a liability. Since the Private Warrants meet the definition of a derivative, the Company records the Private Warrants as liabilities in the consolidated balance sheet at fair value upon, with subsequent changes in the fair value recognized in the consolidated statements of operations at each reporting date. The fair value of the Private Warrants are measured using the Black-Scholes option-pricing model.

The Public Warrants are not accounted for as liabilities. The Public Warrants will not be adjusted for issuances of Ordinary Shares at a price below its exercise price. Additionally, in no event will the Company be required to net cash settle the Public Warrants.

See Note 16 for further information regarding the fair value of the Public and Private Warrants.

u) Investments

Mutual Fund

These investments are classified as available-for-sale securities and are measured at fair value based on quoted market prices in accordance with ASC 320 and ASC 820.

v) Non marketable securities

Equity securities

Equity investments with a readily determinable fair value, other than equity method investments, are measured at fair value with changes in fair value recognized in the consolidated statements of operations. Equity investments without a readily determinable fair value, are measured at cost, less any impairment.

w) Commitments and contingencies

Liabilities for loss contingencies arising from claims, assessments, litigation, fines, and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated. Legal costs incurred in connection with loss contingencies are expensed as incurred. Recoveries of environmental remediation costs from third parties that are probable of realization are separately recorded as assets and are not offset against the related environmental liability.

x) Revenue

Revenues consist primarily of revenue from:

- insurance policy distribution in the form of commissions, brokerage, underwriting and other fees; and
- insurance support services comprised of pre-inspection and risk assessment, roadside assistance, extended warranty, and claim processing using the Company's IaaS platform.

The Company recognizes revenue at the time of transfer of promised goods or services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. Revenues cannot be recognized until the performance obligation(s) are satisfied and control is transferred to the customer.

Income from distribution of insurance policies

Insurance policy distribution and brokerage income:

The Company enters into contracts with insurance companies for the purpose of distributing insurance products to end consumers. The Company's performance obligation under these contracts is to sell insurance policies to earn commissions, brokerage and other fees. Revenue from distribution services is recognized at a point in time when the related services are rendered as per the terms of the agreement with customers. Revenue is disclosed net of the Goods and Service tax charged on such services.

Distribution fee from underwriting and pricing:

The Company enters into contracts with insurance companies for the purpose of underwriting insurance products for the automotive segment, including its pricing, on behalf of insurers. The risk of underwriting the insurance contract is covered by the insurer and thus the Company is considered as an agent for the purpose of recognizing revenue. The Company's performance obligation under these contracts is to underwrite and price the policies.

The Company generates underwriting fees termed as managing general agent ("MGA") fees. The underwriting fees are determined as a percentage of net insurance premiums payable to the insurer (net of all commissions, royalties, and administration fees). Revenue from underwriting and pricing is recognized upfront based on the point in time i.e., at the time the policy is issued to the customer.

IaaS platform enabled services:

Roadside assistance and extended warranty income:

The Company enters into contracts with insurance companies and other subscribers in order to provide roadside assistance services and extended warranty services to their policyholders/subscribers. The Company's performance obligation under these contracts is to provide roadside assistance and extended warranty services as a stand ready obligation. The Company is the primary obligor in these transactions and has latitude in establishing prices and selecting and contracting with suppliers, and is accordingly considered as principal for the purpose of recognizing gross revenue. Revenue from roadside assistance and extended warranty services is recorded over the tenure of contract which is usually one year.

Inspection income:

The Company enters into contracts with insurance companies to inspect vehicles for accident claims made by their policyholders. The Company's performance obligation under these contracts is to inspect and assist in assessing claims for and on behalf of the customers, i.e. the insurance companies. The Company engages with multiple vendors to provide these services in different geographies. The Company is the primary obligor in the transaction and has latitude in establishing prices, and selecting and contracting with suppliers, and is accordingly considered as principal for the purpose of recognizing revenue. Revenue from inspection and risk assessment is recorded when the inspections are conducted.

Administration fee from insurance support and service plan administration:

The Company enters into contracts with insurance companies to provide insurance support services which includes premium collection, policy administration, claims handling and processing, customer service, updating customer files, etc., to provide better customer experience for the policyholders/subscribers. Revenue is recognized over time as the performance obligations are satisfied through the effort expended to research, investigate, evaluate, document and process claims, and control of these services are transferred to customers/insurance companies. The Company's obligation to manage and process claims under insurance support services can range from one to seven years. The Company receives administration fees from its customers at inception of the contract prior to completion of transferring the services to the customer.

The Company's performance obligation under these contracts is to provide the above services as a stand ready obligation. The obligation to provide insurance services lies with the insurer and the Company has no interest other than receiving the commission/management fee retained. The Company provides the above services on behalf of the insurance companies and is accordingly considered as an agent for the purpose of recognizing revenue.

The Company enters into contracts with Original Equipment Manufacturers ("OEMs") primarily to administer the service plans/extended warranty programs launched by OEMs. The Company's performance obligation under these contracts is to administer these programs. The Company acts on behalf of the OEMs and is accordingly considered as an agent for the purpose of recognizing revenue, as the primary obligation to fulfill the service/extended warranty programs belongs to the OEMs. The administration fees received from the provision of service plan administration is recorded ratably over the tenure of contract which usually ranges from one to seven years.

y) Expenses

Below is a brief description of the components of the Company's expenses:

i. Cost of services

The cost of services for the Company's distribution business includes employee-related expenses directly involved in generating and servicing revenue and other direct expenses related to facilities.

For the Company's IaaS platform-based services cost of revenue primarily consists of direct costs incurred for delivering the services to customers and the cost of onsite engineering support for roadside assistance, employee related expenses, risk assessment expenses and other direct expenses. Amounts incurred towards vendors/suppliers for inspections and roadside assistance also form part of direct cost. Cost of services also includes cost of telematics devices sold through different subscription or upfront sale models.

Cost of services are recognized as they are incurred.

ii. Sales, marketing and business development expense

Sales expenses include costs related to brokerage income which is derived from sale of insurance policies such as broker expenses, cost of sales, promotion expense, and travel and entertainment expenses. Broker expense is the compensation paid to our channel partners when an insurance policy is written through a broker relationship. This function also includes expenses incurred directly or indirectly for selling and marketing a product or service and costs spent on/by personnel employed under the sales or marketing departments, as well as share-based compensation expenses. These expenses also include marketing efforts made by the Company to expand its market reach for distributing insurance policies. The expenses include advertisements through different mediums to reach end-customers of insurance companies to enhance awareness and educate end-customers.

iii. General and administrative expenses

General and administrative expenses include personnel costs for corporate, finance, legal and other support staff, including bonus and share-based compensation expenses, professional fees, allowance for doubtful accounts and other corporate expenses.

iv. Research and development expense

Research and development expense consists of personnel costs incurred by the technology development team, subscription costs and other costs associated with ongoing improvements to, and maintenance of, internally developed software, as well as share-based compensation expenses and allocation of certain corporate costs.

z) Recently issued accounting pronouncements and not yet adopted

The Company is an “emerging growth company,” as defined in Section 2(a) of the Securities Act of 1933, as amended (the “Securities Act”), as modified by the Jumpstart Our Business Startups Act of 2012 (the “JOBS Act”). The JOBS Act provides that an emerging growth company can take advantage of an extended transition period for complying with new or revised accounting standards. Thus, an emerging growth company can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. The Company has elected to take advantage of the extended transition period to comply with new or revised accounting standards and to adopt certain of the reduced disclosure requirements available to emerging growth companies. As a result of the accounting standards election, the Company will not be subject to the same implementation timeline for new or revised accounting standards as other public companies that are not emerging growth companies, which may make comparison of the Company’s financial statements to those of other public companies more difficult.

i. In June 2022, the FASB issued ASU 2022-03, ASC Subtopic 820 “Fair Value Measurement of Equity Securities Subject to Contractual Sale Restrictions”. The FASB issued this update (1) to clarify the guidance in Topic 820, Fair Value Measurement, when measuring the fair value of an equity security subject to contractual restrictions that prohibit the sale of an equity security, (2) to amend a related illustrative example, and (3) to introduce new disclosure requirements for equity securities subject to contractual sale restrictions that are measured at fair value in accordance with Topic 820. ASU 2022-03 is effective for the Company for annual periods beginning after December 15, 2024, and interim periods within those fiscal years, with early adoption permitted. The Company is still evaluating the impact of this pronouncement on the consolidated financial statements.

ii. In December 2023, the FASB issued Accounting Standards Update 2023-09, “Improvements to Income Tax Disclosures” (“ASU 2023-09”), which provides for additional disclosures primarily related to the income tax rate reconciliations and income taxes paid. ASU 2023-09 requires entities to annually disclose the income tax rate reconciliation using both amounts and percentages, considering several categories of reconciling items, including state and local income taxes, foreign tax effects, tax credits and nontaxable or nondeductible items, among others. Disclosure of the reconciling items is subject to a quantitative threshold and disaggregation by nature and jurisdiction. ASU 2023-09 also requires entities to disclose net income taxes paid or received to federal, state and foreign jurisdictions, as well as by individual jurisdiction, subject to a five percent quantitative threshold. ASU 2023-09 may be adopted on a prospective or retrospective basis and is effective for fiscal years beginning after December 15, 2024 with early adoption permitted. The Company is currently evaluating the guidance and expects it to only impact disclosures with no impact to results of operations, cash flows, or financial condition.

iii. In November 2024, the FASB issued ASU 2024-03, “Income Statement - Reporting Comprehensive Income – Expense Disaggregation Disclosures: Disaggregation of Income Statement Expenses,” which requires disclosure of disaggregated information about specific categories underlying certain income statement expense line items in the footnotes to the financial statements for both annual and interim periods. ASU 2024-03 is effective for the Company for annual periods beginning after December 15, 2026, and interim reporting periods within annual periods beginning after December 15, 2027. Early adoption is permitted. The Company is evaluating the impact of this pronouncement on the consolidated financial statements.

aa) Recent Accounting Pronouncements - Accounting Standards Adopted

In November 2023, the FASB issued ASU No. 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, which requires a public entity to disclose significant segment expenses and other segment items on an annual and interim basis and provide in interim periods all disclosures about a reportable segment’s profit or loss and assets that are currently required annually. It requires a public entity to disclose the title and position of the Chief Operating Decision Maker. The new standard is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. A public entity should apply the amendments in this ASU retrospectively to all prior periods presented in the financial statements. The Company adopted the new standard effective March 31, 2025, which impacted disclosures only, with no impact to results of operations, cash flows, or financial condition.

3. Cash, cash equivalents and restricted cash

	As of December 31, 2025	As of March 31, 2025
Balances with banks		
In current accounts	5,136,703	4,829,632
Cash in hand	6,727	6,944
	<u>5,143,430</u>	<u>4,836,576</u>
Restricted cash and cash equivalents (non - current)	<u>221,192</u>	<u>217,064</u>

4. Accounts receivables, net

	As of December 31, 2025	As of March 31, 2025
Accounts receivable	4,417,555	3,216,711
Less: allowance for credit losses	(703,329)	(591,326)
Accounts receivable, net	<u>3,714,226</u>	<u>2,625,385</u>

The following table provides details of the Company's allowance for credit accounts:

	As of December 31, 2025	As of March 31, 2025
Balance, beginning of period	591,326	345,211
Additions charged	198,749	259,293
Effect of exchange rate changes	(86,746)	(13,178)
Balance, end of period	<u>703,329</u>	<u>591,326</u>

5. Prepayments and other current assets

	As of December 31, 2025	As of March 31, 2025
Balance with statutory authorities	2,867,117	1,496,055
Unbilled revenue	9,330,559	6,201,942
Advances given	2,953,556	1,555,929
Other receivables (net of doubtful receivables of \$2,800,000 as of December 31, 2025 and March 31, 2025)	146,708	-
Prepayments	715,189	1,100,063
Forward purchase agreement	8,628,301	8,628,301
Deposits	250,230	110,305
Interest Accrued	3,024	-
	<u>24,894,684</u>	<u>19,092,595</u>

i) Advances given include:

a) \$2,257,980 and \$1,135,108 of advances to suppliers as of December 31, 2025 and March 31, 2025, respectively.

b) \$372,383 and \$128,654 of advances to employees as of December 31, 2025 and March 31, 2025, respectively. Advances to employees include related party balances of \$52,935 and \$71,382 as of December 31, 2025 and March 31, 2025, respectively.

c) \$1,929,060 in advances were extended to Peoplebay Consultancy Services Private Limited, FA Events & Media Private Limited, and FA Premium Insurance Private Limited. However, due to a loss of control over these entities during the previous year, the Company is doubtful on the recovery of these advances and has consequently created a provision.

d) \$101,360 in advances were extended to Viansh Insurance Brokers Private Limited towards a Business Purchase Agreement entered by one of the Company's Indian subsidiary Good Insurance Brokers Pvt Ltd.

ii) Forward purchase agreement

On August 25, 2023, the company entered into an agreement with (i) Meteora Capital Partners, LP ("MCP"), (ii) Meteora Select Trading Opportunities Master, LP ("MSTO"), and (iii) Meteora Strategic Capital, LLC ("MSC" and, collectively with MCP and MSTO, "Seller") (the "Forward Purchase Agreement" or "FPA") for OTC Equity Prepaid Forward Transactions.

The FPA represents the recognition of the cash payments to the Seller of \$41.2 million (including prepayment of \$41.15 million and the reimbursable transaction cost of \$0.05 million) with regard to 3,138,628 shares (the "Recycled Shares") and 702,255 shares (the "FPA Subscription Shares"). The fair value of the FPA receivable is comprised of the Prepayment Amount (as defined in the FPA, \$41.2 million) and is reduced by the economics of the downside provided to the Sellers (\$32.6 million) and the estimated consideration payment at the Cash Settlement Payment Date (\$8.6 million). During the year ended March 31, 2025, an additional \$1 million was received from the Seller, bringing the total cash receipts to \$4.8 million.

A contractual dispute arose between the Company and the Seller, regarding alleged breaches of the terms of the FPA. In April 2025, the Company initiated legal proceedings against the Seller in Florida, citing that despite negotiated safeguards, Meteora sold shares without honoring its payment obligations or providing the required notices under the FPA. The Seller subsequently filed a counterclaim, alleging breach of contract by the Company on the grounds of non-registration of the FPA Subscription Shares. In September 2025, the Company filed a new, expanded lawsuit in the U.S. District Court for the Southern District of New York alleging securities fraud and violations of the Racketeer Influenced and Corrupt Organizations ("RICO") Act, and in October 2025 voluntarily withdrew its original Florida complaint to include it with the New York action to consolidate cases. The dispute includes disagreement over the number of outstanding shares with the Seller as reported by the Company versus those disclosed in the Seller's filing of Schedule 13G/A with the Securities Exchange Commission, and the termination date of the FPA.

Due to the ongoing uncertainty regarding the resolution of these matters and unavailability of any reliable accounting estimate as of the reporting date, the Company has continued to value its FPA receivable on the latest available Fair Valuation report obtained before the above-mentioned contractual dispute i.e. as of December 31, 2024. The FPA remains classified as a financial instrument, and its fair value will be reassessed in future periods once the dispute is resolved and adequate valuation inputs are accessible.

Assumptions used in calculating estimated fair value of Forward Purchase Agreement as of December 31, 2024 is as follows:

Volatility	61.24%
Risk-free rate	4.58%
Dividend yield	0.00%
Strike price	10.77
Remaining term (years)	0.25 year

6. Non-marketable securities

The Company evaluates its non-marketable equity securities for impairment in each reporting period based on a qualitative assessment that considers various potential impairment indicators. This evaluation consists of several factors including, but not limited to, an assessment of significant adverse change in the economic environment, significant adverse changes in the general market condition of the geographies and industries in which our investees operate, and other available financial information as per the local reporting requirements applicable to the relevant jurisdictions that affects the value of our non-marketable equity securities.

Moonshot - Internet SAS (“Moonshot”)

Roadzen (DE) invested \$2,410,000 representing 6.68% equity stake in Moonshot - Internet SAS, a simplified Joint Stock Company existing under the laws of France, which is a subsidiary of Société Générale. Moonshot is an Insurtech company, registered as an insurance broker, which specializes in usage-based insurance products and services dedicated to E-Commerce. Roadzen (DE) has a representative on the board of directors of Moonshot, however the investment of 6.68% does not give Roadzen (DE) the ability to significantly influence the operating and financial policies of Moonshot, since majority ownership of Moonshot is concentrated with a single shareholder. Therefore, Roadzen (DE) uses the measurement alternative for equity investments without readily determinable fair values for its investment in Moonshot. The Company carries this investment at cost, less impairment.

7. Property and equipment, net

The components of property and equipment, net were as follows:

	As of December 31, 2025	As of March 31, 2025
Computers	553,934	477,765
Office equipment	707,902	222,467
Motor Vehicle and other equipment	269,054	233,560
Furniture & fixtures	58,744	267,767
Electrical equipment	30,519	30,811
Leasehold improvement	30,201	31,192
Total	1,650,354	1,263,562
Less: Accumulated depreciation	(895,130)	(660,639)
Property and equipment, net	755,224	602,923

For the quarter ended December 31, 2025, the Company capitalized property and equipment amounting to \$38,323 (cumulative translation adjustment (CTA) impact of \$(3,889)). For the year ended March 31, 2025, the disposals amounted to \$44,547 (capitalization of \$424,910, transfers of \$61,209, and cumulative translation adjustment (CTA) impact of \$(1,218)).

The Company capitalized assets totaling \$9,460 for the period ended December 31, 2025, and disposed of assets totaling \$182,739 (net of additions of \$37,321) during the year ended March 31, 2025, primarily related to computer equipment.

Depreciation expense on property and equipment amounted to \$40,816 and \$142,027 for the periods ended December 31, 2025 and March 31, 2025, respectively, of which \$6,330 and \$62,130 related to computers.

8. Intangible assets, net

	As of December 31, 2025	As of March 31, 2025
Software for internal use	9,600,356	8,281,900
Customer contracts	2,705,865	1,163,052
Intangible assets under development	1,030,525	712,964
Intellectual property	150,815	150,662
Trademark	15,564	53
Total	13,503,125	10,308,631
Less: accumulated depreciation and amortization	(9,487,303)	(9,021,736)
Less: impairment loss	(43,639)	(43,642)
Intangible assets, net	3,972,183	1,243,253

For the year ended March 31, 2025, the Company derecognized intangible assets totaling \$1,167,264. This includes the write-off of customer contracts with Global Insurance Management amounting to \$1,157,920 and related accumulated amortization of \$389,714, due to termination of the contract and the absence of any future economic benefits. Additionally, software assets with a gross value of \$292,120 and associated accumulated amortization of \$210,975 were written off. Capitalized intangible assets under development amounting to \$275,584 were also derecognized during the period.

The Company conducted a qualitative assessment of its intangible assets and concluded that it is more likely than not that the carrying amount of the acquired entities does not exceed their fair value. As such, no impairment was recorded.

The estimated amortization schedule for the Company's intangible assets for future periods is set out below:

For Year Ended December 31:	Amount
2026	345,955
2027	588,040
2028 and thereafter	485,807

9. Other long-term assets

	As of December 31, 2025	As of March 31, 2025
Deposits	12,102	12,657
Advances	165,510	103,312
Interest accrued	-	5,003
	177,612	120,972

10. Accounts payable and accrued expenses

	As of December 31, 2025	As of March 31, 2025
Accounts payable	14,757,829	17,484,895
Accrued expenses	10,756,948	8,599,752
Amounts due to employees	879,037	780,695
Due to insurer	2,853,574	3,388,668
	29,247,388	30,254,010

- 1) Accounts Payable includes related to the cost of services, operating expenses and SPAC Payable amounting to \$828,555, \$6,945,295 and \$6,983,979 as of December 31, 2025, and \$1,084,594, \$8,024,048 and \$8,376,253 as of March 31, 2025, respectively.
- 2) Accrued Expenses comprise related to the cost of services, operating expenses, interest due but not paid and related party balances totaling \$1,579,556, \$6,139,691, \$2,362,125 and \$207,500 as of December 31, 2025, and \$1,478,125, \$4,897,994, \$2,123,633 and \$100,000 as of March 31, 2025, respectively.
- 3) Amounts Due to Employees, comprising salary and reimbursement payables, include related party balances of \$50,085 and \$74,062 as of December 31, 2025 and March 31, 2025, respectively.
- 4) Sum due to insurer represents the net amounts of premium due to insurer based on the respective contract with each insurer. The net amount due is equal to the gross written premium less the Company's commission for policies that have reached their effective date. Sum due to insurer is \$2,853,574 as of December 31, 2025, which represents funds from the insurer to meet working capital requirements/contingencies arising out of claims settlement.

11. Other current liabilities

Other current liabilities consist of the following:

	As of December 31, 2025	As of March 31, 2025
Statutory liabilities	1,305,257	535,493
Deferred revenue	712,443	893,822
Advances from customers	325,456	86,653
Retirement benefits	8,514	25,464
Contingent consideration upon business combination ⁽¹⁾	1,390,617	-
Other payables ⁽²⁾	1,702,746	561,034
	<u>5,445,033</u>	<u>2,102,466</u>

(1) Fair value of the contingent consideration payable as a result of the acquisition of EliteCover Insurance Solutions, Inc. amounting to \$1,390,617 as on December 31, 2025.

(2) Includes consideration of \$488,000 payable on acquisition of National Automobile Club and \$1,000,000 to EliteCover Insurance Solutions, Inc.

12. Derivative warrant liabilities

Fair valuation of warrants issued to lenders as a part of a senior secured note agreement entered into between Roadzen (DE) and Mizuho Securities USA LLC (“Mizuho”) on June 30, 2023 as administrative agent amounted to \$3,452,371 as at December 31, 2025. Each warrant grants the holder the right to purchase one Ordinary Share of the Company at an exercise price of \$0.001 with a cashless settlement option where the difference between the exercise price and the market price would be paid to the warrant holder in the form of Ordinary Shares. Since the Company has warrants traded under the symbol RDZNW, the market price method was used to compute the fair market value on the reporting date. The warrants issued are recognized as derivative liabilities and were initially measured using the Black-Scholes model and are subsequently remeasured at each reporting period with changes recorded in the consolidated statements of operation. On May 14, 2024, as required by the terms of the senior secured notes agreement, the Company issued to Mizuho a warrant to purchase 1,432,517 Ordinary Shares at an exercise price of \$0.001 per share.

The assumptions used in calculating estimated fair value of the warrant due as of December 31, 2025 is as follows:

Closing price	\$	2.41
Risk Free rate		4.15%
Dividend Yield		0%
Volatility		141.73%
Expected Life of the option		2 years

Pursuant to the terms of a securities purchase agreement entered into on March 28, 2024 among the Company, Ms. Supurna VedBrat and Krishnan-Shah Family Partners, LP (the “March 2024 SPA”), the Company issued on April 22, 2024 warrants to purchase 50,000 Ordinary Shares to Krishnan-Shah Family Partners, LP, warrants to purchase 50,000 Ordinary Shares to Ms. VedBrat on June 20, 2024, and warrants to purchase an additional 50,000 Ordinary Shares to Ms. VedBrat on October 27, 2024 (such warrants collectively the “March 2024 SPA Warrants”). Each March 2024 SPA Warrant will be exercisable at any time during the period commencing on March 28, 2025 (or earlier under certain circumstances described in the March 2024 SPA Warrants) (as applicable, the “Vesting Date”) through March 28, 2031 (or until the dissolution, liquidation or winding up of the Company, if earlier). The exercise price of the March 2024 SPA Warrants is equal to 80% of the lower of (i) the volume weighted average price (the “VWAP”) of the Ordinary Shares, as reported on the relevant market or exchange, over the 60 trading days subsequent to the first loan funding pursuant to the March 2024 SPA, (ii) the opening price of any public offering of straight equity securities of the Company occurring within six months after the issue date of the March 2024 SPA Warrants and (iii) the VWAP of the Ordinary Shares over the 60 trading days immediately prior to the Vesting Date. Ms. VedBrat is a director of the Company. Ajay Shah, another director of the Company, and his wife, are trustees of the general partner of the Krishnan-Shah Family Partners, LP. The fair value of the warrants issued to Supurna VedBrat and Krishnan-Shah Family Partners, LP amounts to \$307,500 as at December 31, 2025.

The assumptions used in calculating estimated fair value of warrants due as of December 31, 2025 is as follows:

Closing price	\$	2.41
Risk Free rate		4.15%
Volatility		141.73%
Expected Life of the option		3 years

13. Borrowings

A. Long-term borrowings consist of the following:

	As of December 31, 2025	As of March 31, 2025
Loans from banks (note a)	184,443	167,177
Secured debentures (note b)	618,118	1,718,596
Convertible debenture (note c)	1,402,551	1,158,446
Convertible Notes (note d)	8,400,915	-
Less: current portion of long-term borrowings	(5,757,960)	(2,904,444)
	<u>4,848,067</u>	<u>139,775</u>

a) Loan from banks:

Particulars	Interest rate	Maturity date	Amount outstanding
Long-term borrowings from banks	9.00%	1-May-29	12,104
Long-term borrowings from banks	8.85%	1-Oct-29	18,349
Long-term borrowings from banks	8.85%	5-Jan-30	14,089
Long-term borrowings from banks	8.85%	5-Jan-30	14,089
Long-term borrowings from banks	8.85%	5-May-30	32,015
Long-term borrowings from banks	8.75%	10-Aug-30	81,270
Long-term borrowings from banks	9.25%	10-Aug-30	12,527
			<u>184,443</u>

The above loans are vehicle loans and secured by way of hypothecation against the vehicle for which each loan is granted.

b) Secured debentures:

Particulars	Interest rate	Maturity date (as amended)	Amount outstanding
N1-N4 Series Debentures	19.25%-20%	31-Mar-25	618,118

During the quarter, the Company repaid an aggregate amount of \$1,017,560 towards its secured debentures. However, due to the absence of tranche-wise repayment information, management is unable to identify the specific series of debentures to which the repayments relate. Accordingly, the closing outstanding balance of \$618,118 has been disclosed on an aggregate basis for all secured debenture series. The debentures are secured by a subordinated lien on intellectual property, current assets and movable property and equipment of certain material foreign subsidiaries.

During the quarter ended September 30, 2024, the Company has entered into a modification arrangement with the debenture holders, resulting in amendment to the repayment terms for the following series of debentures:

Particulars	Original terms (Months)	Modified Terms (Months)
N1 Series Debentures	24	34
N2 Series Debenture	24	32
N3 Series Debentures	18	28
N4 Series Debentures	13	27

The Company has not honored the repayment of the above debentures as on the amended date but has obtained an extension from the lender up to November 30, 2025. In October 2025, the Company started new negotiations to settle the principal, accrued interest and late payment charges for cash and equity in the Company's Indian subsidiary, Roadzen Technologies Pvt., Ltd by March 15, 2026.

c) Convertible debenture

During the period ended December 31, 2025, the Company had outstanding \$1.10 million unsecured convertible debentures to different parties. The debentures carry a contractual maturity date of December 15, 2025 and bear interest at 13% per annum, unless otherwise specified below. As at December 31, 2025, the Company has not honored the repayment and no conversion option under the debentures had also been exercised.

Redemption/Conversion

On Maturity

If any amount of principal or interest under the notes remain outstanding on the maturity date, the Company shall repay the principal together with payment of accrued interest.

Optional Conversion

The unpaid principal amount of this debenture (together with all accrued but unpaid interest thereon) shall be convertible, in whole or in part, at the option of the holder at any time prior to the payment in full of the principal amount of this debenture, into such number of Ordinary Shares as is determined by dividing the principal amount of the debenture so converted (together with all accrued but unpaid interest thereon) by the conversion price of \$8.50,

determined by the greater of (i) the volume-weighted average price of RDZN for the thirty (30) trading day period immediately preceding December 15, 2024 and (ii) 85% of the Conversion Price (as defined in the debenture) then in effect, resulting in an optional conversion into 150,995 Ordinary Shares.

Mandatory Conversion by Company

If at any time after the original issuance date, of the closing price of the Ordinary Shares of the Company for any 20 trading days within a consecutive 30 trading day-period exceeding 130% of the then-applicable Conversion Price, then the Company shall thereafter have the right, at any time upon written notice to the holder, to convert the unpaid principal amount of the debenture (together with all accrued but unpaid interest thereon) into such number of shares of fully paid and non-assessable shares of Ordinary Shares as is determined by dividing the principal amount of the debenture (together with all accrued but unpaid interest thereon) by the Conversion Price.

Warrants Entitlement

The Company has agreed to issue the warrants to the debenture holder within 90 days of the closing of the securities purchase agreement. The warrants shall be equivalent to 10% of the original principal balance of the notes. The exercise price of the warrants shall be eight dollars and fifty cents (\$8.50) per warrant and shall expire five (5) years after issuance.

As of December 31, 2025, the fair value of warrants was estimated using appropriate valuation techniques, with key assumption as follows:

Risk free rate	4.18%
Volatility	141.73%
Annual Interest rate	13%
Conversion Price	\$ 10

d) Convertible Notes

During the quarter ended December 31, 2025, the Company entered into a securities purchase agreement with an institutional investor pursuant to which it issued junior convertible notes with an aggregate principal amount of \$5.56 million, for gross proceeds of \$5.0 million, before fees and other expenses. The notes were issued on November 21, 2025 pursuant to a registered public offering.

The convertible notes have a contractual maturity of 18 months from the date of issuance and bear interest at a rate of 14% per annum, increasing to 18% per annum upon the occurrence and during the continuation of an event of default. A portion of the principal amount of \$0.93 million, together with accrued but unpaid interest, is payable in quarterly installments, commencing three months from the date of issuance.

The notes are convertible at the option of the holders, in whole or in part, at any time, into the Company's ordinary shares at an initial conversion price of \$2.25 per share, subject to customary anti-dilution adjustments and beneficial ownership limitations. Conversion is restricted to the extent that such conversion would result in the holder beneficially owning more than 4.99% of the Company's outstanding ordinary shares, which threshold may be increased up to 9.99% upon prior notice by the holder.

The Company may redeem all or any portion of the outstanding convertible notes upon written notice by paying the outstanding principal amount together with accrued interest and a make-whole amount, as defined in the note agreement. Upon the occurrence of an event of default, the holders may require redemption of the notes or elect conversion at the applicable default conversion price. The fair valuation of the convertible notes as of December 31, 2025 is \$8,400,915.

As of December 31, 2025, the fair value of convertible notes was estimated using appropriate valuation techniques, with key assumption as follows:

Risk free rate	4.15%
Volatility	141.73%
Annual Interest rate	14%
Conversion Price	\$ 2.25

e) As of December 31, 2025, the aggregate maturities of long-term borrowings are as follows:

Period ending December 31, 2026	5,757,960
Period ending December 31, 2027	1,896,057
Period ending December 31, 2028	44,003
Period ending December 31, 2029 and onwards	65,287
	<u>7,763,307</u>

B. Short-term borrowings

	As of December 31, 2025	As of March 31, 2025
Loans from banks (note a)	283,009	263,846
Loans from related parties	148,409	115,086
Loans from others (note b)	18,119,979	19,486,713
	<u>18,551,397</u>	<u>19,865,645</u>

a) Loans from banks and others

Particulars	Weighted average borrowing rate
Short-term borrowings from banks and others	22.53%

b) Loans from others

1. During the quarter ended June 30, 2023, Roadzen (DE) entered into a \$7.5 million senior secured notes agreement with Mizuho as a lender and administrative agent, which originally had a maturity date of June 30, 2024. On May 14, 2024, as required by the terms of the senior secured notes agreement, the Company issued to the lender, a warrant to purchase 1,432,517 Ordinary Shares at an exercise price of \$0.001 per share. On July 26, 2024, the Company entered into Amendment No. 1 to the senior secured notes, providing for an additional \$4 million in principal amount to a total of \$11.5 million, and an extension of the maturity date to December 31, 2025. Terms of the notes are otherwise the same as the original notes issued in June 2023, including an interest rate of 15% per annum, and did not require any additional warrants.
2. As the accounting acquirer Roadzen (DE) has assumed promissory note amounting to \$2.7 million at a discount of 10% which was obtained to finance transaction costs in connection with the Business Combination. The promissory note is not convertible and interest of 20% per annum and is due and payable upon the earlier of the date on which the Company consummates its initial Business Combination or the date of the liquidation of the Company. During the quarter, an aggregate amount of \$250,000 of principal and \$136,959 of accrued interest under the promissory note was settled through issuance of 309,567 Ordinary Shares of the Company. Following such settlement, the outstanding balance of the promissory note was reduced accordingly. The Company has not honored repayment of the promissory note on its original due date.

Additionally, Roadzen (DE) also assumed a convertible promissory note amounting to \$1.03 million which was obtained to finance transaction costs in connection with the Business Combination. The convertible promissory note is a non interest-bearing instrument and payable upon the consummation of the Business Combination or may be convertible into warrants of the post-Business Combination entity at a price of \$1.00 per warrant at the holder's discretion. The warrants would be identical to the private placement warrants described in note 16. The Company has not honored repayment of the promissory note on its due date.

3. During the quarter ended March 31, 2024 and June 30, 2024 the Company issued three \$0.5 million notes totaling \$1.5 million at an interest rate of 17.5% and maturing on the sixth month anniversary of each note's funding, although failure to pay the principal and accrued interest by that date does not constitute an event of default, increasing two percentage points each month thereafter to a maximum of 29.5%. During the quarter ended December 31, 2025, the Company paid off one note in full, as well as the principal on a second note. Subsequent to the reporting date, the Company paid off the full accrued interest on the second note, thereby leaving one note outstanding with a total balance of \$0.7 million including all accrued interest.
4. During the year ended March 31, 2023, Roadzen Technologies Private Limited ("RZT") secured loan facilities from Cambridge Innovations Private Limited amounting to \$0.27 million bearing an interest rate of 8% annually, repayable within 22 months from the issuance date. The Company has obtained an extension of repayment until December 9, 2025 with the option to convert into equity in case the Company failed to repay within the originally agreed time. During the quarter ending December 31, 2025, the Company converted the principal due and all accrued interest into equity capital of RZT.
5. On March 31, 2025, the Company entered into a securities purchase agreement with an institutional investor (the "Junior Investor") under which the Company agreed to issue and sell, in a registered public offering, junior convertible notes for up to an aggregate principal amount of \$2,300,000 (the "Junior Notes") that may be convertible into the Company's Ordinary Shares. The Junior Notes were sold for a gross purchase price of \$2,000,000 before fees and other expenses. On April 1, 2025, the Company completed the sale of the Junior Notes to the Junior Investor and issued the Junior Notes. The Junior Notes will mature one year from the date of issuance and will bear interest at a rate of 16% per annum (increasing to 18% per annum upon the occurrence and during the continuation of an event of default). 25% of the principal amount of the Junior Notes (less any amount previously converted by the holders), together with accrued but unpaid interest, is payable quarterly, commencing three months after the date of issuance.

The Junior Notes had an initial conversion price of \$2.00, which was subsequently reduced to \$1.40. During the quarter ended December 31, 2025 the Company fully settled the outstanding Junior Notes. An aggregate amount of \$108,106 of principal and accrued interest was settled through the issuance of Ordinary Shares, with the remaining balance repaid in cash. As a result, no Junior Notes were outstanding as of the reporting date.

6. On April 10, 2025, National Automobile Club (“NAC”) entered into an agreement with Libertas Funding, LLC (“Purchaser”) to sell a portion of its future receipts. NAC agreed to sell \$774,000 of future receipts to the Purchaser for the purchase price of \$588,000, net of origination fee.
7. On November 12, 2025 Roadzen (DE) entered into a Junior Business Loan and Security Agreement with Agile Lending, LLC for a principal amount of \$3.0 million, refinancing and replacing the previous Junior Business Loan and Security Agreement entered into by National Automobile Club, Inc. (“NAC”) on August 7, 2025. The loan is secured by a continuing security interest in Roadzen (DE)’s assets, including its accounts, equipment, inventory, general intangibles, and deposit accounts, together with all proceeds thereof, as defined in the agreement. The loan carries an effective payment multiplier of 1.42, inclusive of all interest and fees, is repayable in weekly installments and matures 36 weeks from the effective date, on July 22, 2026.

14. Other long-term liabilities

	As of December 31, 2025	As of March 31, 2025
Retirement benefits	337,760	269,767
Deferred tax liability	40,424	41,687
Deferred revenue	194,285	255,197
	572,469	566,651

15. Ordinary Shares

As of December 31, 2025, the Company was authorized to issue 220,000,000 Ordinary Shares, \$0.0001 par value.

The holders of Ordinary Shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. In the event of liquidation, the holders of Ordinary Shares are eligible to receive an equal share in the distribution of the surplus assets of the Company based on their percent of ownership.

As of December 31, 2025, and March 31, 2025, the Company’s Ordinary Shares outstanding were 79,497,576 and 74,290,986, respectively.

The following table summarizes the Company’s Ordinary Shares reserved for future issuance on an as-converted basis:

	As of December 31, 2025	As of March 31, 2025
Remaining shares available for future issuance under the Company’s equity incentive plan	11,664,033	9,714,986
Warrants	21,768,972	21,618,972

16. Warrants

In connection with Vahanna's initial public offering in 2021, 10,004,994 public warrants were issued (the "Public Warrants") and 9,152,087 warrants were issued in a private placement (the "Private Placement Warrants"). Both Public Warrants and Private Placement Warrants remained outstanding and became warrants to purchase Ordinary Shares in the Company upon the close of the Business Combination.

As of December 31, 2025, there were 10,004,994 Public Warrants outstanding. No fractional shares will be issued upon exercise of the Public Warrants. Each whole warrant entitles the registered holder to purchase one Ordinary Share at a price of \$11.50 per share. The Public Warrants became exercisable as of October 20, 2023. The Public Warrants will expire five years from the consummation of a Business Combination or earlier upon redemption or liquidation.

The Company may redeem the outstanding Public Warrants and Private Placement Warrants:

- at a price of \$0.001 per warrant;
- upon not less than 30 days' prior written notice of redemption given to each warrant holder; and
- if, and only if, the reported last sale price of the Ordinary Shares equals or exceeds \$18.00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) for any 20 trading days within a 30-trading day period commencing once the warrants become exercisable and ending three business days before the Company sends the notice of redemption to the warrant holders.

If the Company calls the Public Warrants for redemption, as described above, its management will have the option to require any holder that wishes to exercise the Public Warrants to do so on a "cashless basis," as described in the warrant agreement. The exercise price and number of Ordinary Shares issuable upon exercise of the Public Warrants may be adjusted in certain circumstances including in the event of a share dividend, extraordinary dividend or recapitalization, reorganization, merger or consolidation. However, except as described below, the Public Warrants will not be adjusted for issuances of Ordinary Shares at a price below its exercise price. Additionally, in no event will the Company be required to net cash settle the Public Warrants.

As of December 31, 2025, there were 9,152,087 Private Placement Warrants outstanding. The Private Placement Warrants are identical to the Public Warrants underlying the Units sold in the Initial Public Offering, except that the Private Placement Warrants and the Ordinary Shares issuable upon the exercise of the Private Placement Warrants were not transferable, assignable or saleable until after 30 days after the completion of the Business Combination, subject to certain limited exceptions.

Pursuant to the terms of a securities purchase agreement entered into on March 28, 2024 among the Company, Ms. Supurna VedBrat and Krishnan-Shah Family Partners, LP (the "March 2024 SPA"), the Company issued on April 22, 2024 warrants to purchase 50,000 Ordinary Shares to Krishnan-Shah Family Partners, LP, warrants to purchase 50,000 Ordinary Shares to Ms. VedBrat on June 20, 2024, and warrants to purchase an additional 50,000 Ordinary Shares to Ms. VedBrat on October 27, 2024 (such warrants collectively the "March 2024 SPA Warrants"). Each "March 2024 SPA" Warrant will be exercisable at any time during the period commencing on March 28, 2025 (or earlier under certain circumstances described in the March 2024 SPA Warrants) (as applicable, the "Vesting Date") through March 28, 2031 (or until the dissolution, liquidation or winding up of the Company, if earlier). The exercise price of the March 2024 SPA Warrants is equal to 80% of the lower of (i) the volume weighted average price (the "VWAP") of the Ordinary Shares, as reported on the relevant market or exchange, over the 60 trading days subsequent to the first loan funding pursuant to the March 2024 SPA, (ii) the opening price of any public offering of straight equity securities of the Company occurring within six months after the issue date of the March 2024 SPA Warrants and (iii) the VWAP of the Ordinary Shares over the 60 trading days immediately prior to the Vesting Date. Ms. VedBrat is a director of the Company. Ajay Shah, another director of the Company, and his wife, are trustees of the general partner of the Krishnan-Shah Family Partners, LP.

On May 14, 2024, as required by the terms of the senior secured notes agreement entered with Mizuho in June 30, 2023, the Company issued to Mizuho a warrant to purchase 1,432,517 Ordinary Shares at an exercise price of \$0.001 per share (the "Mizuho Warrants").

On December 15, 2024 the Company entered into an underwriting agreement with ThinkEquity LLC and as required by the terms of this agreement, the Company issued warrants to purchase 115,000 shares of the Company at an exercise price of \$1.5625 per share (the "Dec ThinkEquity Warrant Shares").

On January 3, 2025 the Company entered into a placement agent agreement with ThinkEquity LLC and as required by the terms of this agreement, the Company issued warrants to purchase 111,115 shares of the Company at an exercise price of \$2.8125 per share (the "Jan ThinkEquity Warrants Shares").

As of December 31, 2025, there were 150,000 March 2024 SPA Warrants, 1,432,517 Mizuho Warrants, 115,000 Dec ThinkEquity Warrant Shares and 111,115 Jan ThinkEquity Warrants Shares outstanding.

17. Revenue

The following table summarizes revenue by the Company's service offerings:

	For the three months ended December 31, 2025	For the three months ended December 31, 2024	For the nine months ended December 31, 2025	For the nine months ended December 31, 2024
Revenue from services				
Commission and Distribution Income	6,353,427	7,237,276	17,937,883	16,237,361
Income from Insurance as a Service	8,002,248	4,849,010	20,962,605	16,654,540
	<u>14,355,675</u>	<u>12,086,286</u>	<u>38,900,488</u>	<u>32,891,901</u>

There were three customers that individually represented 16%, 11% and 9% of the Company's revenue for the period ended December 31, 2025 and one customer individually represented 31% of the Company's accounts receivable balance as of December 31, 2025.

There were three customers that individually represented 14%, 13% and 10% of the Company's revenue for the period ended March 31, 2025 and one customer individually represented 23% of the Company's accounts receivable balance as of March 31, 2025.

18. Business Combination

a) Daokang (Beijing) Data Science Company Limited

Roadzen (DE) entered into a joint venture with WI Harper VIII LLP and Shangrao Langtai Daokang Information Technology Co. Ltd. in July 2017, whereby Roadzen (DE) invested \$2,500,030 in exchange for a 34.5% equity stake in Daokang. As the Company could not previously obtain reliable, adequate financial information, Daokang was fully impaired as of March 31, 2025.

During the quarter ending September 30, 2025, and effective April 1, 2025, Roadzen (BVI) and the other shareholders and directors of Daokang agreed to reaffirm Roadzen's board, governance and management control, including one additional tiebreaking vote in the event of a deadlock, and sole authority to designate Daokang's Chief Executive Officer who reports directly to the chairman of the board representing Roadzen, Inc. As a result, the Company received the required financial information from Daokang, thereby enabling it to consolidate Daokang's financial results in the Company's consolidated financial statements retroactive to April 1, 2025. Daokang is expected to continue to represent, less than 10% of the Company's consolidated revenue on an annual basis.

The consolidation of acquired or newly consolidated businesses involves complex and subjective accounting policies and significant estimates which is yet to be accounted for, particularly in areas such as fair value measurements and purchase price allocations. The Company has also updated the risk factors with respect to the consolidation in this report under *Item 1A Risk Factors*.

b) EliteCover Insurance Solutions, Inc.

During the quarter ended December 31, 2025, Roadzen (BVI) acquired 55% of the equity interest in EliteCover Insurance Solutions, Inc. ("ECI") for a total contractual consideration of USD 2,500,000 pursuant to a Stock Purchase Agreement dated October 24, 2025. ECI is a California licensed insurance broker and managing general underwriter holding a Coverholder appointment from Lloyd's of London. Management has determined that Roadzen obtained control over ECI effective November 30, 2025, being the date from which Roadzen obtained majority voting rights and the ability to direct the relevant activities of ECI. Accordingly, the financial results of ECI have been included in the Company's consolidated financial statements from November 30, 2025. The acquisition has been accounted for as a business combination under ASC 805 using the acquisition method of accounting.

The fair value of purchase consideration as determined in the independent valuation report is as follows:

Initial consideration	1,000,000
Fair value of contingent consideration (milestone based)	1,390,617
Fair value of total consideration	<u>2,390,617</u>

The major classes of assets and liabilities to which we have allocated the purchase price were as follows:

Property, plant and equipment	9,119
Working capital	(258,533)
Identifiable intangible asset – Customer relationship	808,759
Total identifiable net assets	559,345
Goodwill (Refer Note 19)	1,831,272
Total purchase consideration	<u>2,390,617</u>

The excess of purchase consideration over the fair value of net tangible and identifiable intangible assets acquired has been recorded as goodwill and is primarily attributable to the expected synergies from integration of ECI's licensed insurance distribution infrastructure.

Following are details of the purchase price allocated to the intangible asset acquired:

	Amount	Weighted average life
Acquired customer contracts	808,759	5 years

The consolidation of acquired or newly consolidated businesses involves complex and subjective accounting policies and significant estimates which is yet to be accounted for, particularly in areas such as fair value measurements and purchase price allocations. The Company has also updated the risk factors with respect to the consolidation in this report under *Item 1A Risk Factors*.

19. Goodwill

A summary of the changes in carrying value of goodwill is as follows:

	<u>As of</u> <u>December 31, 2025</u>	<u>As of</u> <u>March 31, 2025</u>
Opening balance	2,061,553	2,061,553
Goodwill on account of consolidation of subsidiary	2,068,006	-
Effect of exchange rate changes	4,280	-
Closing balance	<u><u>4,133,839</u></u>	<u><u>2,061,553</u></u>

20. Financial instruments

The Company measures its convertible promissory notes and Forward Purchase Agreement asset at fair value. The Company's convertible promissory notes, derivative warrant liabilities and Forward Purchase Agreement are categorized as Level 2 because they are measured based on valuation techniques using observable market prices of such instruments. Convertible debentures are categorized as Level 3 because of unobservable inputs and other estimation techniques due to the absence of quoted market prices, inherent lack of liquidity and the tenure of such financial instruments.

Financial instruments measured at fair value on a recurring basis

The following table represents the fair value hierarchy for the Company's financial instruments measured at fair value on a recurring basis as of December 31, 2025:

Particulars	December 31, 2025			Total
	Level 1	Level 2	Level 3	
Financial liabilities:				
Derivative warrant liabilities	-	3,759,871	-	3,759,871
Convertible Promissory Notes	-	1,029,374	-	1,029,374
Convertible Notes	-	-	8,400,915	8,400,915
	-	4,789,245	8,400,915	13,190,160
Financial assets:				
Forward purchase agreement	-	8,628,301	-	8,628,301
	-	8,628,301	-	8,628,301

The Company uses a third-party valuation specialist to assist management in its determination of the fair value of its Level 2 classified derivative warrant liabilities and convertible promissory notes. The fair value of these financial instruments is based on the volatility of its Ordinary Share warrants, based on implied volatility from the Company's traded warrants and from historical volatility of select peer companies' ordinary shares that matches the expected remaining life of the warrants. For key aspects of valuation of convertible debentures refer to note 13.

The Company uses a third-party valuation specialist to assist management in its determination of the fair value of its Level 3 classified convertible debentures and its Level 2 classified Forward Purchase Agreement. The instruments were fair valued using a Monte Carlo simulation model utilizing assumptions related to the contractual term of the instruments and current interest rates. For key aspect of the valuation inputs refer to notes 13 (c) and 5 (ii) respectively.

The following table presents a reconciliation of the Company's Level 3 financial instruments measured and recorded at fair value on a recurring basis as of December 31, 2025 for Financial Liability: Convertible Debentures and as of December 31, 2024 for Financial Asset: Forwards Purchase Agreement:

	Financial asset Forward purchase agreement	Financial liability Convertible Notes	Financial liability Convertible Promissory Notes
Initial measurement	46,190,195	5,555,555	1,029,374
Cash receipt	4,790,633	-	-
Change in fair value	(42,352,527)	3,072,746	-
Value of shares sold in Forward Purchase Agreement	-	-	-
Balance	8,628,301	8,628,301	1,029,374

Assets measured at Fair Value on a non-recurring basis

The Company's non-financial assets, such as goodwill, intangible assets and property and equipment are adjusted to fair value when an impairment charge is recognized. Such fair value measurements are based predominately on Level 3 inputs.

Non-Marketable Equity Securities

The Company measures its non-marketable equity securities that do not have readily determinable fair values under the measurement alternative at cost less impairment, adjusted by price changes from observable transactions recorded within "Other income/(expense) net" in the consolidated statements of operations. The Company's non-marketable equity securities are investments in privately held companies without readily determinable fair values and primarily relate to its investment in Moonshot. The Company recorded an impairment loss on its non-marketable equity securities, as more briefly discussed in note 6.

Management of risks

Interest rate risk - Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to change to market interest rates. The Company is exposed to interest rate risk for its long-term debts where the interest rates are variable according to market conditions.

Foreign currency risk - The Company monitors its foreign currency exposures on a regular basis. The operations are primarily denominated in United States Dollars, Pounds Sterling, Indian Rupees and Euros. For the purpose of analyzing foreign currency exchange risk, we considered the historical trends in foreign currency exchange rates. Based on a sensitivity analysis we have performed as of December 31, 2025, an adverse 10% foreign currency exchange rate change applied to total monetary assets and liabilities denominated in currencies other than the United States Dollar would not have a material effect on our financial statements.

21. Investments

These balances include certain investments in mutual funds that are recorded at fair value. Any changes to the fair value are recorded in "Fair value gains/(losses) in financial instruments carried at fair value" due to the election of the fair value option of accounting for financial instruments.

22. Commitments and contingencies

A. Leases - Accounted as per ASC 842 for the Period Ended December 31, 2025

Operating leases

The Company leases office space under non-cancellable operating lease agreements, which expire on various dates through April 2031. Some property leases contain extension options exercisable by the Company. The lease agreements do not contain any material residual value guarantees or material restrictive covenants. The components of lease cost for the period ended December 31, 2025 are summarized below:

i) The following tables presents the various components of lease costs:

Particulars	For the period ended December 31, 2025
Lease :	
Operating lease cost	118,529
Short-term lease cost	59,035
Total lease cost	177,564

ii) The following table presents supplemental information relating to the cash flow and non-cash flows arising from lease transactions. Cash payments related to short-term leases are not included in the measurement of operating liabilities, and, as such, are excluded from the amounts below.

Particulars	For the period ended December 31, 2025
Cash paid for amounts included in the measurement of lease liabilities:	
Operating cash flows from operating leases	357,314

iii) Balance sheet information related to leases is as follows:

Particulars	For the period ended December 31, 2025
Operating Leases:	
Operating Lease ROU Asset, net	1,178,658
Short term liabilities	435,630
Long term liabilities	335,484
Total operating lease liabilities	771,114

iv) Weighted Average

	For the period ended December 31, 2025
Remaining Lease term (in years)	3.62
Discount rate	14.14%

v) Maturities of lease liabilities were as follows:

Particulars	Lease Liabilities (USD)*
For Period Ended December 31, 2025	
2026	416,641
2027	199,463
2028	84,635
2029	87,107
2030	89,208
Thereafter	64,027
Total Lease Payments	941,081
Less: Imputed Interest	(169,967)
Total	771,114

C. Litigation and loss contingencies

From time to time, the Company may be subject to other legal proceedings, claims, investigations, and government inquiries (collectively, Legal Proceedings) in the ordinary course of business. It may receive claims from third parties asserting, among other things, infringement of their intellectual property rights, defamation, labor and employment rights, privacy, and contractual rights. There are no currently pending Legal Proceedings that the Company believes will have a material adverse impact on the business or consolidated financial statements.

D. Indemnifications

In the ordinary course of business, the Company enters into contractual arrangements under which the Company agrees to provide indemnification of varying scope and terms to customers, business partners, and other parties with respect to certain matters, including losses arising out of intellectual property infringement claims made by third parties, if the Company has violated applicable laws, if the Company is negligent or commits acts of willful misconduct, and other liabilities with respect to its products and services and its business. In these circumstances, payment is typically conditional on the other party making a claim pursuant to procedures specified in that particular contract. To date, the Company has not incurred any material costs as a result of such indemnifications and has not accrued any liabilities related to such obligations in its consolidated financial statements.

23. Net loss per share

Basic net loss per share attributable to ordinary shareholders is computed by dividing the net loss by the number of weighted-average outstanding Ordinary Shares. Diluted net loss per share attributable to ordinary shareholders is determined by giving effect to all potential Ordinary Share equivalents during the reporting period, unless including them yields an antidilutive result. The Company considers its preferred stocks, convertible notes and share warrants as potential Ordinary Share equivalents, but excluded them from the computation of diluted net loss per share attributable to ordinary shareholders in the periods presented, as their effect was antidilutive.

The following table sets forth the computation of basic net loss per share attributable to ordinary shareholders:

Particulars	For the three months ended December 31, 2025	For the three months ended December 31, 2024	For the nine months ended December 31, 2025	For the nine months ended December 31, 2024
Numerator:				
Net loss	(9,148,437)	(2,517,690)	(15,262,311)	(72,734,754)
Less: dividend attributable to preferred stockholders for the current year	-	-	-	-
Net loss attributable to Roadzen Inc. ordinary shareholders	<u>(9,148,437)</u>	<u>(2,517,690)</u>	<u>(15,262,311)</u>	<u>(72,734,754)</u>
Denominator:				
Weighted-average shares used in computing net loss per share attributable to Roadzen Inc. ordinary shareholders - basic and diluted	78,786,713	68,882,560	76,728,261	68,588,608
Net loss per share attributable to Roadzen Inc. ordinary shareholders - basic and diluted	<u>(0.12)</u>	<u>(0.04)</u>	<u>(0.20)</u>	<u>(1.06)</u>

The Company's potential dilutive securities, which include restricted stock units, convertible instruments, share warrants and shares pending allotment have been excluded from the computation of diluted net loss per share as the effect would be anti-dilutive. Therefore, the weighted average number of Ordinary Shares outstanding used to calculate both basic and diluted net loss per share is the same.

The Company excluded the following potential Ordinary Shares from the computation of diluted net loss per share as of December 31, 2025 and December 31, 2024:

Particulars	For the period ended December 31, 2025	For the period ended December 31, 2024
Share warrants	21,618,972	21,618,972
Restricted stock units	11,164,033	9,714,986
Convertible instruments	234,947	54,542
Total	<u>33,017,952</u>	<u>31,388,500</u>

24. Income taxes

The Company's net loss before provision for income taxes for the period ended December 31, 2025 and December 31, 2024 were as follows:

Particulars	For the three months ended December 31, 2025	For the three months ended December 31, 2024	For the nine months ended December 31, 2025	For the nine months ended December 31, 2024
Domestic	(8,523,308)	(3,541,802)	(11,755,631)	(48,914,076)
Foreign	(985,849)	950,445	(3,938,709)	(24,035,644)
Total	<u>(9,509,157)</u>	<u>(2,591,357)</u>	<u>(15,694,340)</u>	<u>(72,949,720)</u>

The components of the provision for income taxes for the period ended December 31, 2025 and December 31, 2024 were as follows:

Particulars	For the three months ended December 31, 2025	For the three months ended December 31, 2024	For the nine months ended December 31, 2025	For the nine months ended December 31, 2024
Current:				
Domestic	-	(7,796)	-	9,351
Foreign	(64,715)	-	(14,126)	-
	<u>(64,715)</u>	<u>(7,796)</u>	<u>(14,126)</u>	<u>9,351</u>
Deferred:				
Domestic	-	-	-	-
Foreign	41,088	(1,272)	81,304	(93,033)
	<u>41,088</u>	<u>(1,272)</u>	<u>81,304</u>	<u>(93,033)</u>
Total provision for income taxes	<u>(23,627)</u>	<u>(9,068)</u>	<u>67,178</u>	<u>(83,682)</u>

The following is a reconciliation of the federal statutory income tax rate to the Company's effective tax rate for the period ended December 31, 2025 and December 31, 2024:

Particulars	For the three months ended December 31, 2025	For the three months ended December 31, 2024	For the nine months ended December 31, 2025	For the nine months ended December 31, 2024
Federal statutory income tax rate	21.00%	21.00%	21.00%	21.00%
Non deductible expenses	0.00%	(0.22%)	(0.14%)	(0.18%)
Valuation allowance	(24.17%)	(20.57%)	(24.57%)	(20.59%)
Foreign rate differential	3.45%	(0.18%)	3.34%	(0.22%)
Share warrants	0.00%	0.00%	0.00%	0.00%
Other	0.00%	0.03%	(0.24%)	(0.03%)
Total provision for income taxes	<u>0.28%</u>	<u>0.06%</u>	<u>(0.61%)</u>	<u>(0.02%)</u>

The components of the Company's net deferred tax assets as of the period ended December 31, 2025 and year ended March 31, 2025 were as follows:

Particulars	As of December 31, 2025	As of March 31, 2025
Deferred tax assets:		
Net operating loss carry forwards	40,227,594	41,091,266
Unabsorbed depreciation carry forwards	138,851	121,285
Retirement benefits	85,007	15,209
Depreciation and amortization	67,717	74,937
Others	16,172	(325,774)
Total deferred tax assets	<u>40,535,342</u>	<u>40,976,924</u>
Less: valuation allowance	(40,535,342)	(40,976,924)
Deferred tax assets, net of valuation allowance	<u>-</u>	<u>-</u>
Deferred tax liabilities:		
Intangibles on account of business combination	(40,424)	(41,688)
Net deferred tax assets/ (liabilities)	<u>(40,424)</u>	<u>(41,688)</u>

Movement recognized in net deferred tax assets:

	As of March 31, 2025	Recognized/ reversed through statements of operations	Impact of currency translation and acquisitions	As of December 31, 2025
Deferred tax assets:				
Net operating loss carry forwards	41,091,266	(863,672)	-	40,227,594
Unabsorbed depreciation carry forwards	121,285	17,566	-	138,851
Retirement benefits	15,209	69,798	-	85,007
Depreciation and amortization	74,937	(7,220)	-	67,717
Others	(325,774)	341,946	-	16,172
Total deferred tax assets	40,976,924	(441,582)	-	40,535,342
Less: valuation allowance	(40,976,924)	441,582	-	(40,535,342)
Deferred tax assets, net of valuation allowance	-	-	-	-
Deferred tax liabilities:				
Intangibles on account of business combination	(41,688)	1,264	-	(40,424)
Acquisitions	-	-	-	-
Deconsolidation	-	-	-	-
Currency translation	-	-	-	-
Net deferred tax assets/ (liabilities)	(41,688)	1,264	-	(40,424)

Particulars	As of March 31, 2024	Recognized/ reversed through statements of operations	Impact of currency translation and acquisitions	As of March 31, 2025
Deferred tax assets:				
Net operating loss carry forwards	25,515,511	15,575,755	-	41,091,266
Unabsorbed depreciation carry forwards	76,126	45,159	-	121,285
Retirement benefits	72,349	(57,140)	-	15,209
Depreciation and amortization	109,299	(34,362)	-	74,937
Fair value changes on convertible notes	-	-	-	-
Others	244,136	(569,910)	-	(325,774)
Total deferred tax assets	26,017,421	14,959,503	-	40,976,924
Less: valuation allowance	(25,995,368)	(14,981,556)	-	(40,976,924)
Deferred tax assets, net of valuation allowance	22,053	(22,053)	-	-
Deferred tax liabilities:				
Intangibles on account of business combination	(263,665)	221,977	-	(41,688)
Currency translation	-	(284,598)	284,598	-
Acquisitions	-	635,965	(635,965)	-
	(241,612)	551,291	(351,367)	(41,688)

The Company regularly reviews its deferred tax assets for recoverability based on historical taxable income, projected future taxable income, the expected timing of the reversals of existing taxable temporary differences and tax planning strategies. The Company's judgement regarding future profitability may change due to many factors, including future market conditions and the ability to successfully execute the business plans and/or tax planning strategies. The Company's valuation allowance decreased by \$441,582 during the quarter ended December 31, 2025 and \$14,981,556 during the year ended March 31, 2025.

The Company has not provided U.S. income taxes and foreign withholding taxes on undistributed earnings of foreign subsidiaries because the Company intends to permanently reinvest such earnings outside the U.S.

Net operating loss and credit carry forwards

As of December 31, 2025, the Company has U.S. federal net operating loss carry forwards of approximately \$181,283,678 of which none are subject to limitation under Internal Revenue Code Section 382 (IRC Section 382). The federal net operating loss carry forwards that were generated prior to the 2018 tax year will begin to expire in 2030 if not utilized. For net operating loss carry forwards arising in tax years beginning after March 31, 2017, the tax act limits the Company's ability to utilize carry forwards to 80% of taxable income, however, these operating losses may be carried forward indefinitely. The state (Delaware) net operating loss carry forwards will begin to expire in 2032 if not utilized. The Company has foreign tax credits which will expire at the end of 8 years from the end of the assessment year in which these tax credits were originated.

Utilization of the net operating loss carry forwards may be subject to a substantial annual limitation due to the ownership change provisions of IRC Section 382 and similar state provisions. The annual limitation may result in the inability to fully offset future annual taxable income and could result in the expiration of net operating loss carry forwards before utilization. The Company continually reviews the impact to net operating losses of any ownership changes.

Unrecognized tax benefits

The Company has adopted authoritative guidance which prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of uncertain tax positions taken or expected to be taken in the Company's income tax return, and also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. The Company did not have any unrecognized tax benefits with a significant impact on its financial statements as of December 31, 2025 and March 31, 2025.

The Company's major tax jurisdictions are India, the United Kingdom and the U.S. The U.S. federal, state and foreign jurisdictions have statutes of limitations that generally range from three to six years. Due to the Company's net losses, substantially all of its federal and state income tax returns are subject to examination for federal and state purposes.

25. Segment reporting

Our Chief Operating Decision Maker ("CODM"), the Chief Executive Officer, manages the Company's business activities as a single operating and reportable segment at the consolidated level. Accordingly, our CODM uses consolidated net loss to measure segment profit or loss, allocate resources and assess performance. Further, the CODM reviews and utilizes natural expenses such as employee wages and benefits at a consolidated level and capital expenditures including asset additions to manage the Company's operations and strategic growth initiatives.

26. Stock based compensation

The share-based compensation awards issued under the Company's 2023 Omnibus Incentive Plan to the Company's employees, officers, directors, are all equity-classified instruments named restricted stock units ("RSUs") are outstanding as of December 31, 2025 have service vesting conditions up to March 2027. Compensation expenses are based on the grant-date fair value of the awards and recognized over the requisite service period using a straight-line method for stock options and a graded vesting method for RSUs. The Company has elected to account for forfeitures of employee stock awards as they occur.

Share-based compensation is in the form of RSUs. The fair value per RSU is calculated using the Black-Scholes option valuation model.

Option value and assumption

Fair value per share (as of grant date)	\$	10.83
Exercise price	\$	0.00
Assumptions:		
Volatility		30.82%
Expected dividends		0.00%
Expected term (in years)		1.5
Risk free rate		5.24%

RSU vesting schedule for year ended	As of December 31, 2025
March 2026	88,730
March 2027	9,668,188
March 2028	-

Stock option activity	As of December 31, 2025
Opening unvested units (as of April 01, 2025)	9,722,920
Granted	379,932
Exercised	-
Cancelled	-
Vested but not exercised	345,925
Closing unvested units	9,756,918

Stock-based compensation expense related to RSUs granted to employees was \$246,324 for the period ended December 31, 2025. As of December 31, 2025, the unrecognized compensation expense related to unvested RSUs was approximately \$257,365 which is expected to be recognized over the remaining unvested period of these RSUs.

On September 18, 2023, prior to the Business Combination, Roadzen (DE) granted 9,903,500 RSUs under the 2023 Omnibus Incentive Plan. These RSUs were initially scheduled to vest on the one-year anniversary of the grant date, specifically on September 17, 2024. However, the Board of Directors of Roadzen (BVI) has subsequently decided to extend the vesting period by an additional year, revising the vesting date to September 17, 2025. The vesting period for most RSUs have since been extended another year to September 17, 2026.

As of the reporting date, of the RSUs granted as described above, 9,507,920 RSUs remain outstanding and unvested. Based on the current market price of the Company's ordinary shares and the revised vesting timeline, management has determined that the extensions of the vesting period do not result in the recognition of any incremental stock-based compensation expense in the Company's financial statements.

27. Subsequent Events

On January 6, 2026 the Company announced it has entered into a definitive agreement to acquire VehicleCare, an AI-powered vehicle repair and workshop aggregation platform. The transaction was structured as an equity issuance at the Company's India subsidiary level to VehicleCare's shareholders.

ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Throughout this section, references to “Roadzen,” “we,” “us,” and “our” refer to Roadzen and its consolidated subsidiaries as the context so requires.

The following discussion and analysis of the financial condition and results of operations of Roadzen Inc. and its subsidiaries should be read in conjunction with the “Unaudited Condensed Consolidated Financial Statements of Roadzen Inc. as of and for the three and nine months ended December 31, 2025 and 2024,” together with related notes thereto, included elsewhere in this Form 10-Q (in the section of this Form 10-Q entitled “Financial Information”). The following discussion contains forward-looking statements that involve risks, uncertainties and assumptions. See the section titled “*Cautionary Note Regarding Forward-Looking Statements.*” Actual results and timing of selected events may differ materially from those anticipated in the forward-looking statements as a result of various factors, including those set forth or referred to under the section titled “*Risk Factors*” or elsewhere in this Form 10-Q.

Overview

Roadzen is a leading Insurtech company on a mission to transform global auto insurance powered by advanced artificial intelligence (“AI”). At the heart of our mission is our commitment to create transparency, efficiency, and a seamless experience for the millions of end customers who use our products through our insurer, OEM, and fleet (such as trucking, delivery, and commercial fleets) partners. We seek to accomplish this by combining computer vision, telematics and AI with continually updated data sources to provide a more efficient, effective and informed way of building auto insurance products, assessing damages, processing claims and improving driver safety. Insurers and other partners of Roadzen across the world use Roadzen’s technology to launch new auto insurance products, manage risk better and resolve claims faster. These products are built with dynamic underwriting capabilities, Application Programming Interface, or API-led distribution and real-time claims processing.

Roadzen has built a pioneering technology platform that uses telematics, computer vision and data science to spearhead innovation across the insurance value chain, namely underwriting, distribution, claims and road safety. We call it the Roadzen “Insurance as a Service” (“IaaS”) platform. Our business generates commission-based revenue as an insurance broker focused on embedded and B2B2C (Business-to-Business-to-Customer) insurance distribution, and fee-based revenue as a provider of innovative cloud, telematics, and AI-based applications for the auto insurance ecosystem.

Roadzen has four major client types:

- Insurance — including insurance companies, reinsurers, agents, brokers;
- Automotive — including carmakers, dealerships, online-to-offline car sales platforms;
- Fleets — including small and medium fleets, taxi fleets, ridesharing platforms, commercial and corporate fleets; and
- Other distribution channels such as financial services companies providing auto loans, and telematics companies.

Our operations are global, and our partners consist of market-leading insurance companies, fleets and automotive original equipment manufacturers (“OEMs”) and carmakers, including AXA, SCOR, Arch, Société Générale, Jaguar Land Rover, Audi, Mercedes, Volvo and several others. Our subsidiary in the U.K., operates through a specialist Managing General Agent (“MGA”) based in Coventry, which provides auto insurance, extended warranties, and claims management services to insurers, automotive dealers, manufacturers, and fleet operators. This MGA leverages its regulatory license to underwrite and service policies locally while utilizing third-party licenses to deliver solutions globally. It acts as a delegated authority on behalf of insurers, managing policy sales and claims adjudication via its brokerage platform. Revenue is generated through commissions and administrative fees tied to Gross Written Premium (“GWP”), with specialty contracts typically structured over five-year terms. Roadzen’s subsidiary in the U.S., operates a licensed auto club based in Burlingame, California that specializes in commercial roadside assistance (“RSA”) and claims management. With a robust network of over 75,000 service providers nationwide, it offers towing, transportation, and first notice of loss (“FNOL”) services to government fleets, enterprises, insurers, and auto manufacturers. These capabilities support our comprehensive suite of mobility and insurance infrastructure services across North America. Roadzen’s subsidiary in India operates as a licensed insurance broker providing distribution and servicing of motor insurance products, including RSA, vehicle inspection, and claim facilitation. Our India operations also serve as the Company’s global technology headquarters, where our product, engineering, and AI teams develop and scale the core platforms that power our insurance and mobility services worldwide. This integrated approach allows us to drive innovation and operational efficiency across all markets we serve.

Roadzen’s AI Manifesto

Our mission is to build the leading company at the intersection of artificial intelligence (“AI”), insurance and mobility. To further our mission, we have built a pioneering lab focused on fundamental and applied AI research. We work on core research areas in computer vision, generative AI, and traditional machine learning to develop product experiences that improve the safety, convenience, and protection of millions of drivers across the world. Roadzen is a founding member of the AI Alliance fostering safe, responsible, and open-source development alongside industry leaders such as Meta, IBM, Hugging Face, Stability AI, AMD, Service Now, and others. Our approach to build precision AI models in insurance and mobility has won several industry accolades. Roadzen achieved significant industry recognition for its advancements in AI and technology during the last several years. Honors included ‘Best AI in Deep Tech’ at the AI Awards Summit 2025 by Entrepreneur India and secured a spot on the Fintech40 Index by L’Observatoire de la Fintech. It was named the ‘World’s Top InsurTech’ by CNBC in 2024, ‘Most Innovative Use of AI’ by Financial Express at the FE Futech Awards 2024 and won the Gold Stevie Award for its xClaim insurance solution at the International Business Awards 2024. Additional recognitions included ‘Excellence in InsurTech’ by the India FinTech Forum (IFTA 2024), ‘Best Use of AI in Insurance’ at the Global AI Summit & Awards (GAISA 2024), and ‘Best Product and Business Team’ at the World Auto Forum 2024. Roadzen also won ‘Best Use of Technology’ at the Entrepreneur Awards 2024 and ‘Most Innovative Company’ at the World Finance Innovation Awards 2024.

Our Business Model

Roadzen has two principal models for generating revenue: 1) Income from Insurance as a Service (IaaS Platform), and 2) Commission and Distribution Income (Brokerage Solutions). We follow a capital light business model, meaning that we do not underwrite any risk ourselves or carry it on our balance sheet for either source of revenue.

1. IaaS Platform:

Roadzen provides an IaaS technology platform addressed towards insurance for mobility. The IaaS platform has a suite of products that work cohesively to address the auto insurance value chain. Roadzen sells its IaaS platform to insurers, car manufacturers, and fleet companies to deliver services for their respective insured customers. Our deep understanding of the insurance industry has enabled us to develop a unified suite of modules and products that is tailored to address the key challenges faced in auto insurance. Our solution suite includes several products that support the insurance lifecycle, such as:

- **Via**: enables fleets, carmakers and insurers to inspect a vehicle using computer vision;
- **Global Distribution Network** (“GDN”): enables the configuration, customer quote, payment (in any currency), and administration of any insurance policy with any insurance carrier as the underwriter;
- **Claims**: enables digital, touchless and real-time resolution of claims from FNOL through payment, using telematics and computer vision;
- **StrandD**: enables digital, real-time dispatch and tracking for RSA and FNOL during accident claims;
- **Good Driving**: enables insurers and fleets to recognize their best drivers, train poor drivers and build usage-based insurance (“UBI”) programs;
- **DrivebuddyAI**: enables any vehicle to get advanced driver-assistance capabilities utilizing cameras and neural networks to deliver better safety on the road; and
- **MixtapeAI**: a platform designed to power AI agents and transform customer interactions in the insurance and mobility sectors.

Our technology revolutionizes the customer experience by helping customers obtain a policy within seconds and process a claim estimate within minutes in comparison with existing processes that can take weeks. Roadzen’s revenue derived from platform sales is usage-based, meaning we get paid on a per-vehicle or per-use basis.

Roadzen’s IaaS Platform accounted for approximately 56% and 54% of revenues for the three and nine months ended December 31, 2025.

2. Brokerage Solutions:

Roadzen acts as an insurance broker utilizing its technology to sell insurance through our embedded and B2B2C distribution model. The policies are sold by insurance intermediaries such as agents and through captive distributors such as dealerships, fleets and used car platforms. Our B2B2C channel partners choose us for a variety of reasons - for the ease of integrating our technology through APIs into their ecosystem, for a seamless, fully digital customer experience from obtaining a policy to submitting a claim, and for integrations with a large number of insurance companies who sell their policies through our platform to give their users a handful of policy options, and our ability to deliver multiple relevant products such as auto insurance, commercial and fleet insurance, extended warranty, guaranteed asset protection, and other automotive related insurance products. Lastly, we are able to provide a superior customer experience for the end user by bundling telematics for road safety, RSA and claims management to the customer - an experience that we believe is unrivaled by other traditional brokers. Roadzen’s revenues are based on commissions and other fees that are paid by our insurance carriers as a percentage of the GWP underwritten for each policy.

Roadzen’s brokerage solutions accounted for approximately 44% and 46% of revenues for the three and nine months ended December 31, 2025.

Factors Affecting Our Performance

Our financial condition and results of operations have been, and will likely continue to be, affected by a number of factors, including the following:

Investment in Core Technology and AI

We continue to develop and invest in our technology platform to drive scalability and build innovative products. We believe our significant proprietary investments into our data pipelines, training, model development and our core technology platform are key advantages that allow us to stay ahead of the competition, support our growth into global markets and improve operating margins.

Investment in Sales and Marketing

Our sales and marketing efforts are a key component of our growth strategy. Our investments in this area have enabled us to build and sustain our customer base while creating long-term customer relationships. Our sales efforts are materially dependent on our three different channels: (1) strategic sales to insurers and car companies; (2) sales to small-and-medium fleet owners; and (3) brokerage sales driven by agents, captive distribution channels and reinsurance partnerships. We plan to continue investing in each of these channels of growth including hiring sales personnel, event marketing and global travel.

Investments in Innovation for Future Growth

The world of mobility is changing rapidly due to advances in connected, electric, and autonomous vehicles. We believe this presents an exciting and large opportunity to build insurance for this evolving environment. For this reason, our performance will be impacted by our ability to continuously innovate our underwriting algorithms, internalize new data sources and technologies such as Advanced Driving Assistance Systems (“ADAS”) and video telematics for accident prevention, and invest in partnerships with carmakers for their insurance offerings and for selling insurance into fleets.

Acquiring New Customers

Our long-term growth will depend on our continued ability to attract new customers to our platform. We intend to continue to drive customers to our platform by expanding our B2B2C model through different avenues.

- In addition to our existing geographic and product footprint, we aim to grow by expanding into new markets across our target geographies, leveraging our technology platform to increase our speed to market.
- We intend to consistently offer cutting edge technology at the intersection of mobility and insurance - a capability that traditional insurance carriers and other insurance intermediaries have struggled to provide. As our clients look to digitize and capture a greater part of the insurance value chain, our technology is the differentiator for them to choose Roadzen as a partner.

Expanding Sales Within Our Existing Customer Base

A central part of our strategy is expanding solutions adoption across our existing customer base. We have developed long-term relationships with our customers and have a proven track record of successfully cross-selling product offerings. We have the opportunity to realize incremental value by selling additional functionality to customers that do not currently utilize our full solution portfolio from our platform. As we innovate and bring new technology and solutions to market, we also have the opportunity to realize incremental growth by selling new products to our existing customer base.

Our ability to expand sales within our customer base will depend on a number of factors, including our customers’ satisfaction, pricing, competition, and changes in our customers’ spending levels. Roadzen’s customers include leading insurers and car companies that have a global presence and are spending millions of dollars on digitizing their insurance offerings. We believe that successful integration in one geography may open up opportunities within other geographies. Roadzen has shown the ability to expand contracts from low ticket size in India to higher ticket size in global markets. We have a significant focus on maximizing the lifetime value of our customer relationships, and we continue to make significant investments in order to grow our customer base.

Since January 1, 2023 we began tracking customer segmentation for Roadzen, described as such: enterprise clients that include insurers, automakers and large fleets (above 100 vehicles), and SMB clients, which include agents, brokers, small dealerships, and small fleets (under 100 vehicles). As of December 31, 2025, we had 61 insurance customer agreements (including carriers, self-insureds and other entities processing insurance claims), 87 automotive customer agreements, and approximately 4,100 agents and fleet customers agreements.

Strength of the Auto Insurance Market

We generate a majority of our revenues through commissions and fees which are a reflection of the total insurance policy premium. Roadzen derived 44% of revenue from its Brokerage Solutions and 56% from its IaaS Platform for the three months ended December 31, 2025. A softening of the insurance market characterized by a period of declining premium rates due to competition or regulation could negatively impact our financial results.

Our Regulatory Environment

Our insurance broking business is subject to various laws and regulations and our inability to comply with them may adversely affect our business, results of operations, and reputation.

Our subsidiary in India is licensed to act as a direct insurance broker (life and general) under the Insurance Brokers Regulations of India. Accordingly, we are subject to certain laws, regulations and licensing requirements. Insurance brokers operating in India are required to comply with various regulatory requirements, including stipulations that: (i) the principal officer and broker qualified persons of an insurance broker must undergo training and pass the relevant examinations specified by the IRDAI; (ii) the principal officer, directors, shareholders and key management personnel must fulfill the “fit and proper” criteria specified under the Insurance Brokers Regulations; (iii) insurance brokers may not undertake multi-level marketing for solicitation and procuring of insurance products; (iv) insurance brokers may not offer any rebate or any other inducement to a client; (v) insurance brokers must conduct their business in compliance with the code of conduct specified under the Insurance Brokers Regulations; and (vi) insurance brokers must ensure that not more than 50% of their remuneration emanates from one client in a financial year. The IRDAI may undertake inspection of the premises of an insurance broker to ascertain how activities are carried on, and inspect their books of accounts, records and documents. The Insurance Brokers Regulations specify certain approval and reporting requirements to be adhered to by the insurance brokers from time to time, as applicable. We would be subject to fines and penalties if we fail to comply with the Insurance Brokers Regulations. We derive revenues primarily from commissions and other fees paid by insurance carriers for insurance products purchased by our customers.

The commissions that we can charge to our insurer partners are based on charges set forth under the IRDAI (Payment of Commission or Remuneration or Reward to Insurance Agents and Insurance Intermediaries) Regulations, 2016 (“IRDAI Commissions Regulations”). The IRDAI (Minimum Information Required for Investigation and Inspection) Regulations, 2020 (“Minimum Information Regulations”), effective from May 23, 2021, are applicable to all insurers and insurance intermediaries in relation to purposes of investigation and inspection by the IRDAI.

Inter-related companies within the group are subject to a stringent regulatory framework that affects the flexibility of our operations and increases compliance costs, and any regulatory action against us and our employees may result in penalties and/or sanctions that could have an adverse effect on our business, prospects, financial condition and results of operations.

The regulatory and policy environment in which we operate is evolving and is subject to change. The government of India (“GoI”) may implement new laws or other regulations and policies that could affect the fintech industry, which could lead to new compliance requirements, including requiring us to obtain approvals and licenses from the GoI and other regulatory bodies, or impose onerous requirements. New compliance requirements could increase our costs or otherwise adversely affect our business, financial condition and results of operations.

Our subsidiary in the U.K. is licensed as a Managing General Agent (“MGA”), under which we are subject to stringent oversight by the Financial Conduct Authority (“FCA”). Our operations must align with FCA regulations that are specifically tailored to govern the conduct and obligations of MGAs, which act as an intermediary between insurers and clients, with delegated authority to underwrite and process claims on behalf of insurers. Our adherence to these regulations encompasses a variety of compliance obligations, including but not limited to, ensuring that underwriting decisions are made with the requisite skill and care, maintaining accurate and secure records of insurance contracts, managing potential conflicts of interest, and safeguarding client funds. The FCA also imposes comprehensive conduct rules and solvency requirements that require us to act with due care in the interests of policyholders.

The FCA’s regime for MGAs mandates a high level of financial prudence and transparency, necessitating robust internal controls and reporting systems. Failure to meet these stringent regulatory requirements could result in significant sanctions, including financial penalties, suspension of authorization, or other disciplinary actions. Given the evolving nature of the regulatory environment, changes in the FCA’s rules or the introduction of new legislation could necessitate adjustments to our operational and compliance processes. These changes could carry implications for our business model and may incur additional compliance costs, ultimately impacting our financial results and operational flexibility.

Roadzen is committed to maintaining a rigorous compliance posture to meet the FCA’s expectations for MGAs. Any lapse in our compliance framework could lead to regulatory scrutiny, damage our reputation, and negatively affect our business operations and financial position. It is imperative for us to continuously monitor regulatory developments and adapt our compliance measures accordingly to mitigate the risk of enforcement actions and to uphold the trust of our clients and partners.

The FCA has the authority to suspend the sale of any insurance product sold within the U.K. and for which it has oversight, if it does not believe a firm or a product is protecting the interests of U.K. consumers. Effective February 2024, the FCA paused all sales of the Guaranteed Asset Protection (“GAP”) product, a key contributor to our operations in the U.K., directing all insurers, including our insurance partner, to temporarily cease selling the GAP product. The regulator mandated insurers to make a resubmission, or new GAP proposal, outlining product features, coverages and pricing for approval by the FCA before sales of the GAP product could be resumed.

Although our insurance partner, which is obligated to adhere to FCA guidelines, received approval to sell GAP products, the resubmission and approval process had a significant impact on our revenue, financial performance, and overall profitability.

National Automobile Club, our subsidiary in the U.S. is licensed as an auto club in California, which exposes Roadzen to a distinct set of risks due to the stringent regulatory landscape enforced by the California Department of Insurance. EliteCover, our other majority-owned subsidiary in the U.S. is licensed as a commercial auto insurance broker and managing general underwriter (MGU) operating across multiple U.S. states including California, Texas, Illinois, and New Jersey, as well as in the U.K. through Lloyd’s of London. Compliance with regulations is paramount, as they govern a wide spectrum of our activities, including membership services, claims management, and financial integrity.

Our Ability to Manage Risk with Data and Technology

Our operations are highly dependent on the reliability, availability, and security of our technology platform and data. Our operations rely on the secure processing and storage of confidential information, including our information systems and networks and those of our third-party service providers. Disruptions in the technology platform, systems and control failures, security breaches, or inadvertent disclosure of user data could result in legal exposure, harm our reputation and brand, and ultimately affect our ability to attract and retain customers. Although we have implemented administrative and technical controls and have taken protective actions to reduce risk, such measures may be insufficient to prevent unauthorized and malicious attacks. As our technology-enabled platform is reliant on data from external parties, such attacks or disruption in our data sources can impact our ability to operate effectively and result in damage to our reputation and results.

Components of Results of Operations

Revenue

We provide access to our IaaS solutions through contractual agreements with our customers, whereby the customer receives one or a bundle of our solutions, which can include inspection, claims management, RSA, and/or telematics offerings. The average contract length for our IaaS customers is approximately three years. Our clients pay us on a fixed fee per-incident or per-vehicle. Our brokerage revenues are based on commissions and fees that we receive from our insurance partners for selling their policies to customers as well as providing other client services such as claims management. Our commissions and fees are calculated as a percentage of a policy's GWP.

Cost of Services

The cost of services for distribution business includes commissions paid to the point-of-sale person, cost of employees and other direct expenses related to facilities.

For our IaaS platform, cost of services primarily consists of direct costs involved in delivering the services to the customers, including external provider cost for inspections and RSA, as well as additional costs such as employee benefit expenses. Costs forming part of cost of revenue are recognized as incurred.

Research and Development

Research and development costs consist primarily of employee-related costs, including salaries, stock-based compensation, employee benefits and other expenses. It also includes the cost of annotating data pipelines for AI, the cost of building and maintaining our own AI servers for training and the cloud costs for production deployments. We continue to focus our research and development efforts on adding new features and products.

Sales and Marketing

Sales and marketing expenses primarily include expenditures related to advertising, channel partner incentives, media, promotional and bundling costs, brand awareness activities, business development, corporate partnerships and allocated overhead costs. These expenses are a reflection of our efforts to expand our market reach for distributing insurance policies. Sales and marketing expenses also consist of employee-related costs directly associated with our sales and marketing activities, including salaries, stock-based compensation and employee benefits.

We plan to continue to invest in sales and marketing to grow our customer base and increase the awareness of end customers about our products. As a result, we expect our sales and marketing expenses to increase in absolute dollars for the foreseeable future. While we expect our sales and marketing expenses to decrease as a percentage of our revenue over the long-term, our sales and marketing expenses may fluctuate as a percentage of our revenue from period to period due to the timing and extent of these expenses.

General and Administrative

General and administrative expenses consist of employee-related costs for executive, finance, legal, human resources, IT, and facilities personnel, including salaries, stock-based compensation, employee benefits, professional fees for external legal, accounting, and other consulting services, and allocated overhead costs.

We expect our general and administrative expenses to continue to increase in absolute dollars for the foreseeable future to support our growth as well as due to additional costs associated with legal, accounting, compliance, insurance, investor relations, and other costs as we operate as a public company. While we expect our general and administrative expenses to decrease as a percentage of our revenue over the long-term, our general and administrative expenses may fluctuate as a percentage of our revenue from period to period due to the timing and extent of these expenses.

Depreciation and Amortization

Depreciation and amortization reflects the recognition of the cost of our tangible and intangible assets over their useful life. Depreciation expenses relate to equipment, hardware and purchased software. Amortization relates to investments related to recent acquisitions, internal software development and investments made in intellectual property development. Depreciation and amortization are expected to increase slightly in dollar amount over time but will likely decrease as a percentage of revenue as investments in platform technology reach scale.

Fair Value Changes in Financial Instruments Carried at Fair Value

Our outstanding notes and warrants are financial liabilities measured at fair value with fair value changes recognized in profit or loss. We carry out a periodic fair valuation exercise and recognize the increase or decrease in the carrying values of these financial instruments in our Consolidated Statements of Operations. Such fair value changes are primarily driven by changes in our equity value, risk free interest rates and credit risk premia.

Impairment of goodwill and intangibles with definite life

Impairment of goodwill and intangibles can arise from various factors, including economic fluctuations, industry changes, technological advancements, and evolving customer preferences. When the carrying value of these assets exceeds their recoverable amount, impairment occurs, leading to a decrease in reported value on our financial statements. Recognizing and addressing impairment in a timely and effective manner is essential. Regular assessments and impairment tests are necessary to identify potential impairments and determine the recoverable amount of these assets.

Income Tax Expense/(Benefit)

Income tax expense/(benefit) consists primarily of income taxes in certain foreign and state jurisdictions in which we conduct business. We maintain a full valuation allowance against our U.S. and certain foreign jurisdictions' deferred tax assets because we have concluded that it is more likely than not that the deferred tax assets will not be realized.

Results of Operations (all figures are denominated in US\$)

Comparison of the Three Months Ended December 31, 2025 and December 31, 2024

Particulars	For the three months ended December 31,		Change amount	%
	2025	2024		
Revenue	14,355,675	12,086,286	2,269,389	19%
Costs and expenses:				
Cost of services	5,213,025	4,275,787	937,238	22%
Research and development	293,956	249,635	44,321	18%
Sales and marketing	7,377,646	7,659,408	(281,762)	-4%
General and administrative	3,522,941	2,770,320	752,621	27%
Depreciation and amortization	311,600	299,949	11,651	4%
Total costs and expenses	16,719,168	15,255,099	1,464,079	10%
Loss from operations	(2,363,493)	(3,168,183)	805,320	-25%
Interest expense (net)	(3,187,180)	(1,085,326)	(2,101,854)	194%
Fair value gains/(losses) in financial instruments carried at fair value	(5,175,767)	(1,722,864)	(6,898,631)	-400%
Other income (net)	1,217,823	(60,082)	1,277,365	-2126%
Total other income/(expense)	(7,145,664)	577,456	(7,723,120)	-1337%
(Loss)/Income before income tax expense	(9,509,157)	(2,591,357)	(6,917,800)	267%
Less: income tax (benefit)/expense	(23,627)	(9,068)	(14,559)	161%
Net (loss)/income before non-controlling interest	(9,485,530)	(2,582,289)	(6,903,241)	267%
Net loss attributable to non-controlling interest, net of tax	(337,093)	(64,599)	(272,494)	422%
Net Loss attributable to Ordinary shareholders	(9,148,437)	(2,517,690)	(6,630,747)	263%

Comparison of the Nine Months Ended December 31, 2025 and December 31, 2024

Particulars	For the nine months ended December 31,		Change amount	%
	2025	2024		
Revenue	38,900,488	32,891,901	6,008,586	18%
Costs and expenses:				
Cost of services	15,740,057	14,920,847	(819,209)	5%
Research and development	524,019	3,535,778	(3,011,759)	-85%
Sales and marketing	19,761,985	21,538,665	(1,776,680)	-8%
General and administrative	9,907,639	49,027,468	(39,119,829)	-80%
Depreciation and amortization	1,186,807	973,670	213,136	22%
Total costs and expenses	47,120,506	89,996,429	(42,875,923)	-48%
Loss from operations	(8,220,017)	(57,104,527)	48,884,510	-86%
Interest expense (net)	(5,378,039)	(2,533,846)	(2,844,193)	112%
Fair value gains/(losses) in financial instruments carried at fair value	(4,619,573)	(16,526,145)	11,906,572	-72%
Other income (net)	2,523,290	3,214,798	(691,508)	-22%
Total other income/(expense)	(7,474,322)	(15,845,193)	8,370,871	-53%

Loss before income tax expense	(15,694,339)	(72,949,720)	57,255,381	-78%
Less: income tax (benefit)/expense	67,178	(83,682)	150,860	-180%
Net loss before non-controlling interest	(15,761,517)	(72,866,038)	57,104,521	-78%
Net loss attributable to non-controlling interest, net of tax	(499,207)	(131,284)	(367,923)	280%
Net loss attributable to Roadzen Inc.	(15,262,310)	(72,734,754)	57,472,444	-79%

Revenue

Particulars	For the three months ended December 31,		Change amount	%
	2025	2024		
Revenue				
Commission and Distribution Income	6,353,427	7,237,276	(883,849)	-12%
Income from Insurance as a Service	8,002,248	4,849,010	3,153,238	65%
Total	14,355,675	12,086,286	2,269,389	19%

Revenue increased by \$2.3 million, representing a 19% increase for the three months ending December 31, 2025, compared to the same period the prior year. This increase was primarily due to the consolidation of our Variable Interest Entity (“VIE”) in China, Daokang (Beijing) Data Science Company Limited and addition of new clients in India.

Commission and Commission and Distribution Income decreased by \$0.9 million, or 12%, compared to the same period in the previous year.

Revenue from the Insurance as a Service (IaaS) platform increased by \$3.2 million, or 65%, for the three months ending December 31, 2025 primarily due to the consolidation of our VIE in China, which contributed \$2.1 million, and expansion in existing business in India.

As of December 31, 2025, the Company maintained 61 insurance customer agreements and 87 automotive customer agreements, as well as approximately 4,100 agents and fleet customer agreements.

Particulars	For the nine months ended December 31,		Change amount	%
	2025	2024		
Revenue				
Commission and Distribution Income	17,937,883	16,237,361	1,700,522	10%
Income from Insurance as a Service	20,962,605	16,654,541	4,308,064	26%
Total	38,900,488	32,891,902	6,008,586	18%

Revenue increased by \$6.0 million, or 18%, for the nine months ending December 31, 2025, compared to the same period the prior year. This increase was primarily due to the consolidation of our VIE in China, Daokang, and expansion of our distribution network.

Commission and Distribution Income increased by \$1.7 million, or 10%, compared to the same period in the previous year. This growth was supported by strategic marketing efforts and the expansion of our distribution network, allowing us to access new customer segments and enhance product penetration within existing markets.

Revenue from the Insurance as a Service (IaaS) platform increased by \$4.3 million, or 26%, for the nine months ending December 31, 2025 primarily due to the consolidation of our VIE in China and addition of new client in India.

Cost of Services

Particulars	For the three months ended December 31,		Change amount	%
	2025	2024		
Cost of services	5,213,025	4,275,787	937,238	22%

Cost of services increased by \$0.9 million, or 22%, for the three months ending December 31, 2025 compared to the same period the prior year. This increase was primarily driven by the consolidation of our VIE in China and increased IaaS revenue.

Particulars	For the nine months ended December 31,		Change amount	%
	2025	2024		
Cost of services	15,740,057	14,920,847	819,209	5%

Cost of services increased by \$0.8 million, or 5%, for the nine months ending December 31, 2025 compared to the same period the prior year, as cost of service directly correlates to revenue, the increase is primarily driven by the increase in revenue.

Research and Development

Particulars	For the three months ended December 31,		Change amount	%
	2025	2024		
Research and development	293,956	249,635	44,321	18%

Research and development expenses increased by \$0.04 million, or 18%, for the three months ended December 31, 2025, compared to the same period in the prior year.

Particulars	For the nine months ended December 31		Change amount	%
	2025	2024		
Research and development	524,019	3,535,788	(3,011,759)	-85%

Research and development expenses decreased by \$3.0 million, or 85%, for the nine months ended December 31, 2025, compared to the same period in the prior year. The reduction was primarily attributable to a \$2.6 million decline in non-cash compensation expense associated with RSU grants, a \$0.2 million increase in capitalization relative to the prior period and \$0.2 million decrease in costs related to technology personnel and consulting services.

Sales and Marketing

Particulars	For the three months ended December 31,		Change amount	%
	2025	2024		
Sales and marketing	7,377,646	7,659,408	(281,762)	-4%

Sales and marketing expense decreased by \$0.3 million, or 4%, for the three months ended December 31, 2025 compared to the same period the prior year. This reduction primarily reflects the company's ongoing cost optimization initiatives.

Particulars	For the nine months ended December 31		Change amount	%
	2025	2024		
Sales and marketing	19,761,985	21,538,665	(1,776,680)	8%

Sales and marketing expense decreased by \$1.7 million, or 8%, for the nine months ended December 31, 2025 compared to the same period the prior year. The decrease was primarily attributable to a \$3.6 million decline in non-cash compensation expense related to RSU grants, partially offset by \$1.9 million rise in expenses due to enhanced marketing efforts related to increasing distribution income during previous quarter.

General and administrative

Particulars	For the three months ended December 31,		Change amount	%
	2025	2024		
General and administrative	3,522,941	2,770,320	752,621	22%

General and administrative expenses increased by \$0.8 million, or 22%, for the three months ended December 31, 2025, compared to the same period in the prior year. This increase was primarily driven by the consolidation of our VIE in China and EliteCover.

Particulars	For the nine months ended December 31,		Change amount	%
	2025	2024		
General and administrative	9,907,639	49,027,468	(39,119,829)	-80%

Particulars	For the nine months ended December 31,		Change amount	%
	2025	2024		
General and administrative	9,995,359	49,027,468	(39,032,109)	-80%

General and administrative expenses declined by \$39 million, or 80%, for the nine months ended December 31, 2025, compared to the same period in the prior year. This decrease was primarily driven by a \$40.7 million reduction in non-cash RSU expenses, partially offset by an increase of \$1.3 and \$0.2 million associated to the consolidation of the VIE in China and EliteCover respectively. The remaining variance attributable to the routine operating activities.

Depreciation and Amortization

Particulars	For the three months ended December 31,		Change amount	%
	2025	2024		
Depreciation and amortization	311,600	299,949	11,651	4%

Depreciation and amortization increased by \$0.01 million, or 4%, for the three months ended December 31, 2025, compared to the same period the prior year.

Particulars	For the nine months ended December 31		Change amount	%
	2025	2024		
Depreciation and amortization	1,186,807	973,670	213,137	22%

Depreciation and amortization increased by \$0.2 million, or 22%, for the nine months ended December 31, 2025, compared to the same period the prior year.

Interest Income (Expense)

Particulars	For the three months ended December 31,		Change amount	%
	2025	2024		
Interest income/(expense)	(3,187,180)	(1,085,326)	(2,101,854)	194%

Interest expense increased \$2.1 million, or 194%, for the three months ended December 31, 2025 compared to the same period the prior year primarily due to an increase in borrowings from banks and other parties.

Particulars	For the nine months ended December 31		Change amount	%
	2025	2024		
Interest income/(expense)	(5,378,039)	(2,533,846)	(2,844,193)	112%

Interest expense increased \$2.8 million, or 112%, for the nine months ended December 31, 2025 compared to the same period the prior year primarily due to an increase in borrowings from banks and other parties.

Fair Value Changes in Financial Instruments Carried at Fair Value

Particulars	For the three months ended December 31,		Change amount	%
	2025	2024		
Fair value changes in financial instruments carried at fair value	(5,175,767)	1,722,864	(6,898,631)	-400%

Loss on fair valuation changes increased by \$6.9 million, or 400%, for the three months ended December 31, 2025 compared to the same period the prior year due to the fair market valuation of our convertible promissory notes, share warrants and the consolidation of Daokang and EliteCover. The Company has not yet conducted a Purchase Price Allocation (“PPA”) valuation of Daokang, which may result in a change of the fair valuation of Daokang, currently recorded at \$0.9 million.

Particulars	For the nine months ended December 31,		Change amount	%
	2025	2024		
Fair value changes in financial instruments carried at fair value	(4,619,573)	(16,526,145)	11,906,572	-72%

Loss on fair valuation changes decreased by \$11.9 million, or 72%, for the nine months ended December 31, 2025 compared to the same period the prior year due to the fair market valuation of our convertible promissory notes, share warrants and the consolidation of Daokang and EliteCover. The Company has not conducted a PPA valuation of Daokang, which may result in a change of the fair valuation of Daokang, currently recorded at \$0.9 million.

Other Income/(Expense)

Particulars	For the three months ended December 31,		Change amount	%
	2025	2024		
Other income/(expense) net	1,217,283	-60,082	1,277,365	-2126%

Other income (expense), net, increased by \$1.2 million, or 2126%, for the three months ended December 31, 2025, compared to the same period in the prior year. The increase was primarily driven by a higher write-back of certain liabilities.

Particulars	For the nine months ended December 31,		Change amount	%
	2025	2024		
Other income/(expense) net	2,523,290	3,214,798	(691,508)	-22%

Other income (expense), net, decreased by \$0.7 million, or 22%, for the nine months ended December 31, 2025, compared to the same period in the prior year. The decrease was primarily driven by a lower write-back of certain liabilities related to payables inherited from the Business Combination of \$2.4 million during the current period, compared to \$3.8 million in the prior-year period. The prior year period was also partially offset by \$0.7 million in write-offs of customer contracts.

Non-GAAP Financial Measures

Adjusted Earnings Before Interest, Tax, Depreciation and Amortization (“Adjusted EBITDA”) is a non-GAAP financial measure which excludes the impact of finance costs, taxes, depreciation & amortization and certain other items from reported net profit or loss. We believe that Adjusted EBITDA aids investors by providing an operating profit/loss without the impact of non-cash depreciation and amortization and certain other items to help clarify sustainability and trends affecting the business. For comparability of reporting, management considers non-GAAP measures in conjunction with U.S. GAAP financial results in evaluating business performance. Adjusted EBITDA should not be considered a substitute for, or superior to, the measures of financial performance prepared in accordance with U.S. GAAP.

The following table reconciles our net loss reported in accordance with GAAP to Adjusted EBITDA for the three months ended December 31, 2025 and December 31, 2024:

Particulars	For the three months ended December 31,	
	2025	2024
Net loss	(9,148,437)	(2,517,690)
Adjusted for:		
Other (income)/expense net	(1,217,283)	60,082
Interest (income)/expense	3,187,180	1,085,326
Gain on bargain purchase	-	-
Fair value changes in financial instruments carried at fair value ⁽¹⁾	5,175,767	(1,722,864)
Tax (benefit)/expense	(23,627)	(9,068)
Depreciation and amortization	311,600	299,949
Stock based compensation expense	78,824	158,163
Non-cash expenses	(5,382)	520,138
Non-recurring expenses	1,067,004	322,833
Adjusted EBITDA	(574,354)	(1,803,131)

(1) Fair value changes in financial instruments are considered to be financing costs as they relate to convertible notes and liability-classified preferred stock warrants previously issued in financing transactions. These changes are non-cash as the Company does not have an unconditional obligation to

settle the convertible notes and preferred stock warrants in cash. These changes in fair value are affected by the Company's own share price as these are settleable/convertible into the Company's Ordinary Shares.

The following table reconciles our net loss reported in accordance with GAAP to Adjusted EBITDA for the six months ended December 31, 2025 and December 31, 2024:

Particulars	For the nine months ended December 31,	
	2025	2024
Net loss	(15,262,310)	(72,734,754)
Adjusted for:		
Other (income)/expense net	(2,523,290)	3,214,798
Interest (income)/expense	5,378,039	(2,533,846)
Gain on bargain purchase	-	
Fair value changes in financial instruments carried at fair value ⁽¹⁾	4,619,573	(16,526,145)
Tax (benefit)/expense	67,178	(83,682)
Depreciation and amortization	1,186,806	973,670
Stock based compensation expense	212,563	46,977,256
Non-cash expenses	434,173	636,190
Non-recurring expenses	2,814,853	630,483
Adjusted EBITDA	(3,072,415)	(45,875,626)

Limitations and Reconciliations of Non-GAAP Financial Measures

Non-GAAP financial measures have limitations as analytical tools and should not be considered in isolation or as substitutes for financial information presented under U.S. GAAP. There are a number of limitations related to the use of non-GAAP financial measures versus comparable financial measures determined under U.S. GAAP. For example, other companies in our industry may calculate these non-GAAP financial measures differently or may use other measures to evaluate their performance. These limitations could reduce the usefulness of these non-GAAP financial measures as analytical tools. Investors are encouraged to review the related U.S. GAAP financial measures and the reconciliations of these non-GAAP financial measures to their most directly comparable U.S. GAAP financial measures and to not rely on any single financial measure to evaluate our business.

Liquidity and Capital Resources

Since our incorporation, we have financed our growth through a blend of equity, convertible instruments, debt (including working capital lines), and customer payments. As of December 31, 2025, we have raised an aggregate of \$61.5 million, net of issuance costs, through the issuance of Ordinary Shares, convertible instruments and preferred stock of Roadzen (DE). Our accumulated deficit stood at \$240.2 million as of December 31, 2025 up from \$224.3 million from the previous year. These accumulated deficits stem from substantial operating losses, resulting from fair valuation of derivative instruments including RSUs, the impairment of investment and intangible assets, and transaction costs related to the Business Combination. These losses are detailed in the table below. We anticipate that we will continue to experience operating losses and generate negative cash flows from operations in the near future due to the planned investments in our business. Consequently, we may need to secure additional capital resources to support the execution of our strategic initiatives for growing our business in the coming years.

Details of Accumulated deficit:

Particulars	As of December 31, 2025 (USD millions)	As of March 31, 2025 (USD millions)
Accumulated Deficit (end of year)	240.1	224.3
Non-Cash Losses:		
-Fair Value Losses	47.4	52.0
-Stock based compensation Losses	103.7	103.5
-Impairment of Investments & Intangibles	5.6	5.6
-Other non-cash losses	5.9	5.5
Transaction Costs – Business Combination	10.1	10.1
Net Operating Losses	67.4	47.6

Our future capital requirements will depend on many factors, including, but not limited to, our growth, our ability to attract and retain customers, the continued market acceptance of our solutions, the timing and extent of spending to support our efforts to develop our platform, and the expansion of sales and marketing activities. Further, we may in the future enter into arrangements to acquire or invest in businesses, products, services and technologies. We may be required to seek additional equity or debt financing. In the event that additional financing is required, we may not be able to raise it on terms acceptable to us or at all. If we are unable to raise additional capital when desired, our business, financial condition and results of operations could be adversely affected.

Cash Flows

The following table shows a summary of our cash flows for the periods presented:

Operating Activities

Particulars	For the nine months ended December 31,		Change amount
	2025	2024	
Cash flow from operating activities:			
Net loss including non-controlling interest	(15,262,311)	(72,734,754)	57,472,443
Adjustments for cash flow from operation	4,946,293	61,291,748	(56,345,455)
Changes in working capital	(6,155,106)	(2,988,238)	(3,166,868)
Net cash used in operating activities	(16,471,124)	(14,431,244)	(2,039,880)

Our largest sources of cash provided by operations are increases in accounts payable and payments received from our customers. Our primary uses of cash from operating activities include employee-related expenses, sales and marketing expenses, third-party cloud infrastructure expenses and other overhead costs.

For the nine months ended December 31, 2025, net cash used in operating activities was \$16.4 million, an increase of \$2.0 million compared to \$14.4 million for the same period the prior year. This increase primarily reflects a combination of lower net losses and changes in working capital during the current period.

The cash outflow in the nine months ended December 31, 2025 was primarily driven by a net loss of \$15.2 million, net cash outflow of \$6.1 million resulting from changes in operating assets and liabilities, including decreased payables and higher receivables and non-cash adjustments totaling \$4.9 million.

Non-cash charges for the period included:

- \$4.6 million in fair value loss,
- \$0.4 million in stock-based compensation expense,
- \$1.2 million in depreciation and amortization,
- \$1.5 million of Balances written back and,
- \$0.1 million of Expected credit loss

The year-over-year increase in net cash used in operating activities reflects the impact of continued investment in strategic initiatives, increased working capital outflows due to timing differences in collections and payments. Management continues to monitor liquidity closely and is actively pursuing measures to optimize working capital and align operational costs with revenue growth expectations.

Investing Activities

Particulars	For the nine months ended December 31,		Change amount
	2025	2024	
Cash flow from investing activities:			
Purchase of property, plant and equipment	(825,508)	(50,418)	(775,090)
(Investment)/ Proceeds in mutual funds	112,845	472,140	(359,295)
Proceeds from forward purchase agreement	-	1,000,000	
Net Cash used in investing activities	(712,663)	1,421,722	(1,134,385)

Cash used in investing activities of \$0.7 million for the nine months ended December 31, 2025, consisted of \$0.8 million of capital expenditure related to capitalization of tangible and intangible assets and \$0.1 million received from the investments in mutual funds (held for sale).

Financing Activities

Particulars	For the nine months ended December 31,		Change amount
	2025	2024	
Cash flow from financing activities:			
Proceeds from issue of ordinary shares	6,509,929	2,503,752	4,006,177
Proceeds from issue of equity shares of subsidiary to the Non-controlling interest	6,545,789	-	6,545,789
Net proceeds/(payments) from short-term borrowings	(1,910,612)	4,703,098	(6,613,710)
Net proceeds/(payments) from long term borrowings	4,823,639	26,047	4,797,592
Net cash generated from financing activities	15,968,745	7,232,897	8,735,848

We have generated negative cash flows from operations since our inception and have supplemented working capital through net proceeds from the issuance of debt.

Cash provided by financing activities of \$15.9 million for the nine months ended December 31, 2025, consisted primarily of \$6.5 million from the issuance of Ordinary Shares by the Company and \$6.5 million from issuance of equity shares of subsidiary company and \$2.9 million from proceeds of borrowings.

Forward Purchase Agreement

On August 25, 2023, the Company (then named Vahanna Tech Edge Acquisition I Corp.) entered into an agreement with (i) Meteora Capital Partners, LP (“MCP”), (ii) Meteora Select Trading Opportunities Master, LP (“MSTO”), and (iii) Meteora Strategic Capital, LLC (“MSC” and, collectively with MCP and MSTO, “Seller”) (the “Forward Purchase Agreement” or “FPA”) for OTC Equity Prepaid Forward Transactions, as summarized in the Current Report on Form 8-K filed by the Company on September 26, 2023 (the “Prior 8-K”). Capitalized terms used but not defined herein have the meanings given to them in the Prior 8-K and/or the Forward Purchase Agreement.

On January 30, 2024, the Company and the Seller entered into an amendment to the Forward Purchase Agreement (the “Amendment”). The Amendment amends the section of the Forward Purchase Agreement regarding a Prepayment Shortfall by providing that the Company has the option, at its sole discretion, at any time up to 45 days prior to the Valuation Date, to request up to \$5 million in Prepayment Shortfall via ten separate written requests to Seller in the amount of \$500,000 each (each, an “Additional Shortfall Request”), provided that at the time of any Additional Shortfall Request (i) Seller has recovered 117% of the prior Additional Shortfall Request, if any, via Shortfall Sales and (ii) the VWAP Price over the ten trading days prior to such Additional Shortfall Request multiplied by the then current Number of Shares less Shortfall Sale Shares held by Seller is at least seven times greater than such Additional Shortfall Request. In addition, the Amendment amends the section of the Forward Purchase Agreement regarding Prepayment Shortfall Consideration by eliminating the 180-day period following a Trade Date before Seller may commence selling Recycled Shares and by permitting such sales without payment by Seller of any Early Termination Obligation until such time as the proceeds from such sales equal 117% (instead of 100% as originally provided in the Forward Purchase Agreement) of the Prepayment Shortfall. During the year ended March 31, 2025, an additional \$1 million was received from the Seller, bringing the total cash receipts to \$4.8 million.

Contractual Obligations and Commitments

The following table summarizes our contractual obligations as of December 31, 2025:

Particulars	Total	For the period ended December 31, 2025			
		Less than 1 Year	1-3 year	3-5 year	After
Debt ⁽¹⁾	29,157,424	24,309,357	4,763,665	84,402	
Operating Leases ⁽²⁾	941,081	416,641	284,099	176,315	64,027
Deferred Revenue	906,728	712,443	174,108	18,011	2,166
Accounts Payable & accrued expenses	29,247,388	29,247,388			
Total	60,252,621	54,685,829	5,221,872	278,728	66,193

(1) The amount of debt represents carrying amount of borrowings (excluding interest) which the Company is obligated to repay in cash.

(2) The Company leases office space under non-cancellable operating lease agreements, which expire on various dates through January 2033. The operating lease includes \$169,967 of imputed interest due to the implementation of ASC-842.

Description of Indebtedness:

Particulars	For the period ended December 31, 2025				
	Total	Less than 1 Year	1-3 year	3-5 year	After
Debt ⁽¹⁾	29,157,423	12,809,356	16,263,665	84,402	
Operating Leases ⁽²⁾	941,081	416,641	284,099	176,315	64,027
Deferred Revenue	906,728	712,443	174,108	18,011	2,166
Accounts Payable & accrued expenses	26,247,388	26,247,388			
Total	57,252,620	40,185,828	16,721,872	278,728	66,193

Particulars	As of December 31, 2025		As of March 31, 2025	
	Long Term Borrowings	Short Term Borrowings	Long Term Borrowings	Short Term Borrowings
Loans from banks	184,443	283,009	167,177	263,846
Secured debentures	618,118	-	1,718,596	-
Convertible debenture	1,402,551		1,158,446	
Convertible note	8,400,915			
Current portion of long-term borrowings	(5,757,960)	5,757,960	(2,904,444)	2,904,444
Loan from Related Parties	-	148,409		115,086
Loan from Others	-	18,119,979		19,486,713
	4,848,067	24,309,357	139,775	22,770,089

Description of Operating Leases:

Particulars	For the period ended December 31, 2025
Operating Leases:	
Short term liabilities	435,630
Long term liabilities	335,484
Total operating lease liabilities	771,114

Senior Secured Mizuho Notes

On June 30, 2023, Roadzen entered into a Note Purchase Agreement (the “Note Purchase Agreement”) with Mizuho Securities USA LLC (“Mizuho”), as administrative agent and collateral agent, and as a purchaser, pursuant to which Mizuho purchased an aggregate principal amount of \$7,500,000 of senior secured notes (the “Mizuho Notes”). The Mizuho Notes bear interest at a rate of 15.0% per annum, which will automatically increase by 5% if we fail to prepay the Mizuho Notes upon the occurrence of certain mandatory prepayment events as set forth in the Note Purchase Agreement; however, we may prepay all or any portion of the Mizuho Notes prior to maturity at our option without penalty.

As a condition precedent to closing under the Note Purchase Agreement, Roadzen entered into a Security Agreement, pursuant to which each of the Loan Parties granted a first priority lien on substantially all of their assets to Mizuho, as administrative agent and collateral agent for the Purchasers.

The Note Purchase Agreement contains certain covenants that restrict the Note Parties’ ability to, among other things, transfer or sell assets, create liens, incur indebtedness, make payments and investments and transact with affiliates. Additionally, the Loan Parties are collectively required to maintain a cash reserve of at least \$1 million in the aggregate to satisfy the minimum liquidity condition as set forth in the Note Purchase Agreement.

The Note Purchase Agreement provides for customary events of default that, if not cured or waived, would result in the acceleration of substantially all of the outstanding debt and interest owed under the Mizuho Notes (and any other debt containing a cross-default or cross-acceleration provision) and default interest of an additional two percent (2.0%) for so long as an event of default is continuing.

The Mizuho Notes were originally scheduled to mature on June 30, 2024. On June 30, 2024, Mizuho granted to the Company a waiver of payment until July 31, 2024. On July 26, 2024, the Company entered into Amendment No. 1 to the senior secured notes, providing for an additional \$4 million in principal amount to a total of \$11.5 million, and an extension of the maturity date to December 31, 2024. Terms of the notes were otherwise the same as the original notes issued in June 2023, including an interest rate of 15% per year, and did not require any additional warrants. On December 31, 2024, and again on January 31, 2025 while Amendment No. 2 to the senior secured notes were being drafted, Mizuho granted to the Company a waiver of payment until January 31, 2025 and then February 28, 2025.

On February 28, 2025, the Company entered into Amendment No. 2 to the Note Purchase Agreement (the “Second Amendment”), by and among the Company, Roadzen, Inc., a wholly-owned subsidiary of the Company (the “Issuer”), the subsidiary guarantors party thereto (the “Guarantors”) and Mizuho, as administrative agent and collateral agent (in such capacity, the “Agent”) and as a purchaser thereunder (in such capacity, the “Purchaser”), which amended the Note Purchase Agreement, dated as of June 30, 2023 (as previously amended), by and among the Issuer, the Guarantors, the Agent and the Purchaser. Among other things, the Amendment provides for (i) an extension of the maturity date of the \$11.5 million in principal amount of senior secured notes issued under the Note Purchase Agreement (the “Notes”) from December 31, 2024 to December 31, 2025 and (ii) the joinder of the Company as an additional Guarantor under the Note Purchase Agreement. In addition, the Company agreed to file, by March 30, 2025, a registration statement registering the resale of the Company’s Ordinary Shares, issuable upon exercise of the Warrant (as defined below) and to use its reasonable best efforts to have such registration statement effective as soon as practicable after filing.

Also on February 28, 2025, in connection with the Second Amendment, the Company issued to the Purchaser an amended and restated warrant (the “Warrant”) to purchase an additional 104,566 Ordinary Shares at an exercise price of \$0.001 per share, for a total of up to 1,537,083 Ordinary Shares at an exercise price of \$0.001 per share. The Warrant amends, restates and supersedes in its entirety the warrant to purchase up to 1,432,517 Ordinary Shares at an exercise price of \$0.001 per shares issued to the Purchaser on May 14, 2024 pursuant to the terms of the Note Purchase Agreement.

On November 4, 2025, the Company announced it had reached an agreement in principle with Mizuho to further extend the maturity date from December 31, 2025 to June 30, 2027. All other terms remain the same. On January 10, 2026, and again on February 9, 2026 while Amendment No. 4 to the senior secured notes was being drafted, Mizuho granted to the Company a waiver of payment until January 31, 2026 and then February 28, 2026.

Roadzen used the proceeds of the Mizuho Notes to support general corporate and working capital requirements and for other general corporate purposes.

December 2023 Junior Unsecured Convertible Debenture

On December 15, 2023, the Company issued a securities purchase agreement (the “December 2023 Convertible SPA”), among the Company and the investors party thereto from time to time. Pursuant to the terms of the December 2023 Convertible SPA, the Company may issue and sell an aggregate of up to \$50 million in principal amount of convertible debentures (the “December 2023 Convertible Debentures”), on a private placement basis (collectively, the “December 2023 Private Placement”). The Company held an initial closing of the December 2023 Private Placement, at which it received \$400,000 in proceeds on December 15, 2023. On January 19, 2024, the Company issued an additional convertible debenture under the December 2023 Convertible SPA in the principal amount of \$500,000 to Ms. Supurna VedBrat (the “VedBrat Debenture”), a director of the Company, for a purchase price equal to the principal amount of the VedBrat Debenture. Also on January 19, 2024, Ms. VedBrat became a party to the December 2023 Convertible SPA and entered into a letter agreement with the Company (the “Letter Agreement”) with respect to her investment in the Company pursuant to the VedBrat Debenture. On February 7, 2024 the Company issued an additional convertible debenture under the December 2023 Convertible SPA in the principal amount of \$200,000 and may sell additional Debentures at additional closings from time to time.

The December 2023 Convertible Debentures bear interest, in arrears, at a rate of 13% per annum, payable semi-annually commencing on June 15, 2024, and matures on December 15, 2025. Interest is payable in kind, subject to the right of the Company to make any interest payments in cash. The Debentures are convertible into the Company’s Ordinary Shares, at the election of the holder at any time at an initial conversion price of \$10.00 per Ordinary Share (the “Conversion Price”). The Conversion Price is subject to customary adjustments for stock dividends, stock splits, reclassifications and the like. In addition, if the average volume weighted average price of the Ordinary Shares for the 30 trading days immediately preceding December 15, 2024 (the “Average VWAP”) is less than the Conversion Price then in effect, the Conversion Price will be adjusted to an amount equal to such Average VWAP, subject to a floor of 85% of the Conversion Price then in effect. As a result, as the Average VWAP was less than the Conversion Price then in effect, the Conversion Price was adjusted to \$8.50, an amount equal to 159,995 Ordinary Shares, as of December 15, 2024. The Company has the right to require the Debentures to be converted into Ordinary Shares if the closing price of the Ordinary Shares exceeds 130% of the then-applicable Conversion Price for any 20 trading days within a consecutive 30 trading day-period.

The indebtedness evidenced by the December 2023 Convertible Debentures is subordinate to all other indebtedness of the Company. The Company has agreed in the December 2023 Convertible Debentures that it will not, while the December 2023 Convertible Debentures remain outstanding, incur additional indebtedness other than indebtedness (i) evidenced by other December 2023 Convertible Debentures, (ii) senior to the December 2023 Convertible Debentures in an aggregate principal amount of no more than \$50 million and (iii) pari passu or junior to the December 2023 Convertible Debentures in an aggregate principal amount of no more than \$50 million. The December 2023 Convertible Debentures contain customary events of default, including defaults in payment or performance that remain uncured after specified cure periods and certain events of bankruptcy.

Pursuant to the terms of the Letter Agreement, the Company has (i) granted Ms. VedBrat certain most favored nations rights with respect to future issuances of securities while the VedBrat Debenture is outstanding and (ii) agreed to issue to Ms. VedBrat, warrants to purchase a number of Ordinary Shares equal in value as of December 15, 2023 to ten percent (10%) of the original principal balance of the VedBrat Debenture, at an exercise price of \$8.50 per share. The Company entered into a substantially similar letter agreement with the first investor that purchased December 2023 Convertible Debentures at the initial closing under the December 2023 Convertible SPA.

Senior Secured 2024 Notes

On March 28, 2024, the Company entered into a securities purchase agreement (the “March 2024 SPA”) with Supurna VedBrat and Krishnan-Shah Family Partners, LP (together, the “2024 Purchasers”). Ms. VedBrat is a director of the Company. Ajay Shah, another director of the Company, and his wife, are trustees of the general partner of the Krishnan-Shah Family Partners, LP. Each of the 2024 Purchasers purchased \$500,000 in principal amount of the 2024 SPA Notes on the date of the March 2024 SPA (the “March 2024 Notes”). On May 23, 2024, Ms. VedBrat purchased an additional \$500,000 in principal amount of the 2024 SPA Notes (the “May 2024 Note”).

Pursuant to the terms of the March 2024 SPA, the Company may issue and sell up to an additional \$2.0 million in aggregate principal amount of the 2024 SPA Notes to one or more other purchasers. The March 2024 SPA contains covenants by the Company, including requirements to cause each of its subsidiaries (other than certain excluded subsidiaries) to guaranty the Company’s obligations under the 2024 SPA Notes and to take certain actions required to grant the 2024 Purchasers perfected security interests in the assets of the Company and its subsidiaries (subject to the existing liens of Mizuho). Pursuant to the terms of the March 2024 SPA, the Company and the 2024 Purchasers entered into Buyer Security Documents as defined in the March 2024 SPA.

The 2024 SPA Notes bear interest at a rate of 17.5% per annum and mature on the six-month anniversary of funding of the respective note (the “Initial Rate Adjustment Date”). Interest is payable in cash or in kind, at the option of the Company, on each three-month anniversary of funding through the Initial Rate Adjustment Date (after which date all interest is payable in cash unless the parties agree to payment in kind). The Company’s failure to repay all principal and accrued interest by the Initial Rate Adjustment Date would not constitute an event of default under the applicable 2024 SPA Note, however, the interest rate payable under such 2024 SPA Note would increase on such date to 19.5% per year going forward, and thereafter would increase by an additional 200 basis points on each monthly anniversary of the Initial Rate Adjustment Date until each of the respective 2024 SPA Notes is paid in full, subject to a maximum interest rate of 29.5% per year. Following the Initial Rate Adjustment Date, all unpaid principal and accrued interest would be payable within five business days of the holder’s written demand. If any interest under the 2024 SPA Notes is paid in kind, such payment would be made through the issuance of that number of the Company’s Ordinary Shares, calculated by dividing the amount payable by the lowest of (i) \$8.00, (ii) the volume-weighted average price (“VWAP”) of the Ordinary Shares over the 60 trading days ending three trading days prior to the interest payment date, (iii) the opening price per share of the Ordinary Shares in any public offering of Ordinary Shares after the issuance of the respective 2024 SPA Notes, and (iv) the price per Ordinary Share after market close on the first day of trading following any such public offering of Ordinary Shares.

The indebtedness evidenced by the 2024 SPA Notes is intended to rank senior to all outstanding and future indebtedness of the Company, other than the Company's outstanding indebtedness to Mizuho, and is to be secured pursuant to the Buyer Security Documents. The 2024 SPA Notes contain covenants of the Company that, among other things, prohibit the Company from incurring additional indebtedness or liens, subject to certain exceptions, for so long as the 2024 SPA Notes are outstanding. The 2024 SPA Notes contain customary events of default, including certain defaults in payment or performance and certain events of bankruptcy.

Also pursuant to the terms of the March 2024 SPA, the Company agreed to issue to each Purchaser warrants (the "March 2024 SPA Warrants") to purchase, for each \$10,000 in original principal amount of 2024 SPA Notes purchased, 1,000 Ordinary Shares. Each of the March 2024 SPA Warrant will be exercisable at any time during the period commencing on March 28, 2025 (the "Vesting Date") through March 28, 2031 (or until the dissolution, liquidation or winding up of the Company, if earlier). The exercise price of the March 2024 SPA Warrants is equal to 80% of the lower of (i) the VWAP of the Company's Ordinary Shares (RZDN), as reported on the relevant market or exchange, over the 60 trading days subsequent to the first loan funding, (ii) the opening price of any public offering of straight equity securities of the Company occurring within six months after the issue date of the March 2024 SPA Warrants and (iii) the VWAP of the Ordinary Shares over the 60 trading days immediately prior to the Vesting Date. The March 2024 SPA Warrants have customary anti-dilution protections in the event the Company declares dividends or distributions on the Ordinary Shares or subdivides, combines or reclassifies its outstanding Ordinary Shares. On April 22, 2024, the Company issued March 2024 SPA Warrants to purchase 50,000 Ordinary Shares to Krishnan-Shah Family Partners, LP. On June 20, 2024, the Company issued March 2024 SPA Warrants to purchase 50,000 Ordinary Shares to Ms. VedBrat and on October 27, 2024 issued additional March 2024 SPA Warrants to purchase an additional 50,000 Ordinary Shares to Ms. VedBrat in connection with her purchase of the May 2024 Note.

On December 4, 2025 the Company paid the full principal and all accrued interest for the March 2024 Note sold to Krishnan-Shah Family Partners, LP in full. One March 2024 Note sold to Ms. VedBrat was partially paid during the quarter, and subsequently to the reporting date that note was paid off in full.

Secured, Non-Convertible 2022 Debentures

One of our material subsidiaries issued Secured, Non-Convertible Debentures with NP1 Capital Trust with an aggregate principal amount of \$3.7 million during the fiscal year ended March 31, 2023 with varying maturity dates between January 2024 and July 2024 and interest rates ranging from 19.25% to 20.00% per year. The principal outstanding as of September 30, 2025 is \$1.7 million. On September 30, 2024 the Company entered into an amendment agreement restructuring the principal repayments and extending the maturity date to March 31, 2025. The Company did not honor the repayment of the above debentures as of the amended date, and has obtained an extension from the lender up to November 30, 2025. In October 2025, the Company entered into negotiations with the lender to settle all principal and accrued interest, including late payment charges, partly in cash and partly in equity of the Company's Indian subsidiary. During the quarter, the Company repaid an aggregate amount of \$1,017,560 towards the outstanding secured debentures. As of the reporting date, the outstanding balance was \$618,118.

Junior Convertible November 2025 Debentures

On November 20, 2025, the Company entered into a securities purchase agreement (the “November SPA”) with an institutional investor (the “Investor”) under which the Company agreed to issue and sell, in a registered public offering, junior convertible notes for up to an aggregate principal amount of \$5,555,555 (each, a “November Note” and collectively, the “November Notes”) that may be convertible into the Company’s Ordinary Shares. On November 20, 2025, the Company completed the sale and issued the November Notes to the Investor.

The November Notes were sold for a gross purchase price of \$5,000,000 before fees and other expenses. The November Notes will mature eighteen months from the date of issuance and will bear interest at a rate of 14% per year (increasing to 18% upon the occurrence and during the continuation of an event of default). \$925,000 of the principal amount of the November Notes (less any portion thereof previously converted by the holders), together with accrued but unpaid interest, is payable quarterly, commencing three months after the date of issuance. The November Notes will have an initial conversion price of \$2.25 (the “November Conversion Price”) and will be convertible at any time, in whole or in part and subject to certain beneficial ownership limitations, at the election of the holders. The November Conversion Price is subject to customary adjustments upon any stock split, stock dividend, stock combination, recapitalization or similar event. The Company may redeem all or any portion of outstanding November Notes at any time upon at least five trading days’ written notice by paying an amount equal to the principal amount of the November Notes being redeemed, together with interest accrued on such principal amount through the date of redemption, and additional interest that would accrue on such principal amount through the maturity date (the “November Make Whole Amount”).

Pursuant to the terms of the November Notes, the Company will agree not to effect the conversion of any portion of the November Notes, and the holders of the November Notes (the “November Holders”) will not have the right to convert any portion of the November Notes, to the extent that after giving effect to such conversion, each November Holder together with the other Attribution Parties (as defined in the November Notes) collectively would beneficially own in excess of 4.99% (the “Maximum Percentage”) of the Ordinary Shares outstanding immediately after giving effect to such conversion. Upon delivery of a written notice to the Company, the November Holder may from time to time increase or decrease the Maximum Percentage to any other percentage not in excess of 9.99% as specified in such notice; provided that (i) any such increase in the Maximum Percentage will not be effective until the sixty-first (61st) day after such notice is delivered to the Company and (ii) any such increase or decrease shall apply only to the November Holder and the other Attribution Parties and not to any other holder of November Notes that is not an Attribution Party of the November Holder.

Upon the occurrence of an Event of Default (as defined in the November Notes), the November Holders will have the right to (i) either require the Company to redeem all or any portion of the November Notes, (ii) or, in the case of a failure to make a required quarterly payment under the November Notes, convert all or any portion of the November Notes at a price equal to the Event of Default Conversion Price (as defined in the November Notes). The Company will also agree not to enter into or be party to a Fundamental Transaction (as defined in the November Notes) unless (i) the Successor Entity (as defined in the November Notes) (if other than the Company) assumes in writing all of the obligations of the Company under the November Notes and the other Transaction Documents in accordance with the provisions of the November Notes prior to such Fundamental Transaction, or (ii) at or prior to the consummation of the Fundamental Transaction, the Company redeems the November Notes in full by paying to the holder an amount in cash representing all outstanding Principal, accrued and unpaid Interest (including Default Interest, as applicable) and November Make-Whole Amount.

Off-Balance Sheet Financing Arrangements

We have no obligations, assets or liabilities, which would be considered off-balance sheet arrangements as of December 31, 2025. We do not participate in transactions that create relationships with unconsolidated entities or financial partnerships, often referred to as variable interest entities, which would have been established for the purpose of facilitating off-balance sheet arrangements. We have not entered into any off-balance sheet financing arrangements, established any special purpose entities, guaranteed any debt or commitments of other entities, or purchased any non-financial assets.

Recent Developments

On January 19, 2026, the Company entered into a securities purchase agreement (the “January SPA”) with the Investor under which the Company agreed to issue and sell, in a registered public offering, junior convertible notes for up to an aggregate principal amount of \$5,555,555 (each, a “January Note” and collectively the “January Notes”) that may be convertible into the Company’s Ordinary Shares. The closing of the issuance and sale of the January Notes occurred on January 20, 2026.

The January Notes were sold for a gross purchase price of \$5,000,000 before fees and other expenses. The January Notes will mature on June 20, 2027 and will bear interest at a rate of 14% per annum (increasing to 18% per annum upon the occurrence and during the continuation of an event of default). \$925,000 of the principal amount of the January Notes (less any portion thereof previously converted by the holders), together with accrued but unpaid interest, is payable quarterly, commencing three months after the date of issuance. The January Notes will have an initial conversion price of \$3.50 (the “January Note Conversion Price”) and will be convertible at any time, in whole or in part and subject to certain beneficial ownership limitations, at the election of the holders. The January Note Conversion Price is subject to customary adjustments upon any stock split, stock dividend, stock combination, recapitalization or similar event, as well as upon certain equity financings at a price below the January Note Conversion Price then in effect. The Company may redeem all or any portion of outstanding January Notes at any time upon at least 20 trading days’ written notice by paying an amount equal to the principal amount of the January Notes being redeemed, together with interest accrued on such principal amount through the date of redemption, and additional interest that would accrue on such principal amount through the maturity date (the “January Make Whole Amount”), subject to certain conditions, including that the volume weighted average price of the Ordinary Shares is less than the January Note Conversion Price then in effect.

Pursuant to the terms of the January Notes, the Company has agreed not to effect the conversion of any portion of the January Notes, and the holders of the January Notes (the “January Holders”) will not have the right to convert any portion of the January Notes, to the extent that after giving effect to such conversion, each January Holder together with the other Attribution Parties (as defined in the January Notes) collectively would beneficially own in excess of 4.99% (the “Maximum Percentage”) of the Ordinary Shares outstanding immediately after giving effect to such conversion. Upon delivery of a written notice to the Company, the January Holder may from time to time increase or decrease the Maximum Percentage to any other percentage not in excess of 9.99% as specified in such notice; provided that (i) any such increase in the Maximum Percentage will not be effective until the sixty-first (61st) day after such notice is delivered to the Company and (ii) any such increase or decrease shall apply only to the January Holder and the other Attribution Parties and not to any other holder of January Notes that is not an Attribution Party of the January Holder.

Upon the occurrence of an Event of Default (as defined in the January Notes), the January Holders will have the right to (i) either require the Company to redeem all or any portion of the January Notes, (ii) or, in the case of a failure to make a required quarterly payment under the January Notes, convert all or any portion of the January Notes at a price equal to the Event of Default Conversion Price (as defined in the January Notes). The Company will also agree not to enter into or be party to a Fundamental Transaction (as defined in the January Notes) unless (i) the Successor Entity (as defined in the January Notes) (if other than the Company) assumes in writing all of the obligations of the Company under the January Notes and the other Transaction Documents in accordance with the provisions of the January Notes prior to such Fundamental Transaction, or (ii) at or prior to the consummation of the Fundamental Transaction, the Company redeems the January Notes in full by paying to the holder an amount in cash representing all outstanding Principal, accrued and unpaid Interest (including Default Interest, as applicable) and January Make-Whole Amount.

The January SPA contains customary representations, warranties and covenants made by the Company. It also provides for customary indemnification by the Company for losses or damages arising out of or in connection with the offering of the January Notes, among other things. The January Notes include covenants that limit the Company’s ability to incur additional indebtedness or certain equity or equity-linked securities while the January Notes are outstanding.

On January 20, 2026, the Company and the Investor entered into an Amendment to Securities Purchase Agreement and Junior Convertible Note (the “Amendment”), which amended certain of the terms of the November Notes. Among other things, the Amendment adds to the November Notes certain cross-default provisions with respect to the January Notes and certain covenants contained in the January Notes.

Critical Accounting Policies

The preparation of financial statements and related disclosures in conformity with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and income and expenses during the periods reported. Actual results could materially differ from those estimates.

Emerging Growth Company Status

The Company is an “emerging growth company,” as defined in Section 2(a) of the Securities Act of 1933, as amended, (the “Securities Act”), as modified by the Jumpstart Our Business Startups Act of 2012 (the “JOBS Act”). The JOBS Act provides that an emerging growth company can take advantage of an extended transition period for complying with new or revised accounting standards. Thus, an emerging growth company can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. The Company has elected to take advantage of the extended transition period to comply with new or revised accounting standards and to adopt certain of the reduced disclosure requirements available to emerging growth companies. As a result of the accounting standards election, the Company will not be subject to the same implementation timeline for new or revised accounting standards as other public companies that are not emerging growth companies which may make comparison of the Company’s financial statements to those of other public companies more difficult.

Net Income (Loss) per Ordinary Share

The Company complies with accounting and disclosure requirements of FASB ASC Topic 260, “Earnings Per Share.” Net income per ordinary share is computed by dividing net income by the weighted average number of Ordinary Shares outstanding for the period.

The calculation of diluted income per Ordinary Share does not consider the effect of the Company’s outstanding warrants since the exercise of the warrants is contingent upon the occurrence of future events. As a result, diluted net income per Ordinary Share is the same as basic net income per Ordinary Share for the periods presented.

Recent Accounting Standards

Management does not believe that any recently issued, but not yet effective, accounting standards, if currently adopted, would have a material effect on our financial statements.

ITEM 3. Quantitative and Qualitative Disclosures About Market Risk.

We are a smaller reporting company as defined in Rule 12b-2 under the Exchange Act. As a result, pursuant to Item 305(e) of Regulation S-K, we are not required to provide the information required by this Item.

ITEM 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Disclosure controls are procedures that are designed with the objective of ensuring that information required to be disclosed in our reports filed under the Exchange Act, such as this Report, is recorded, processed, summarized, and reported within the time period specified in the SEC’s rules and forms. Disclosure controls are also designed with the objective of ensuring that such information is accumulated and communicated to our management, including the chief executive officer and chief financial officer, as appropriate to allow timely decisions regarding required disclosure. Our management evaluated, with the participation of our chief executive officer and chief financial officer (our “Certifying Officers”), the effectiveness of our disclosure controls and procedures as of December 31, 2025, pursuant to Rule 13a-15(b) under the Exchange Act. Based upon that evaluation, our Certifying Officers concluded that, as of December 31, 2025, our disclosure controls and procedures were effective.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

From time to time, we may be subject to litigation and claims arising in the ordinary course of business. We are not currently a party to any material legal proceedings and we are not aware of any pending or threatened legal proceeding against us that we believe could have a material adverse effect on our business, operating results, cash flows or financial condition.

On April 17, 2025, Roadzen filed a lawsuit in Palm Beach County, Florida against Meteora Capital Partners, LP and affiliated entities (“Meteora”), alleging willful breach of contract and conduct that has damaged Roadzen and its public market value. The lawsuit stems from a forward purchase agreement (the “FPA”) signed in August 2023, under which Meteora acquired 5 million shares in Roadzen at effectively a zero-cost basis in exchange for the obligation to remit proceeds from the sale of those shares to Roadzen under certain contractual mechanisms. Roadzen alleges that, despite negotiated safeguards, Meteora sold Roadzen shares without honoring its payment obligations or providing the required notices under the FPA. Roadzen is pursuing a contractual claim plus additional damages.

On April 18, 2025, Meteora filed a separate lawsuit against the Company in the Court of Chancery of the State of Delaware, also arising out of the FPA and the subscription agreement, dated August 25, 2023, between the Company and Meteora (the “Subscription Agreement”). In its complaint, among other things, Meteora alleges breach of contract by the Company based on the Company’s registration obligations under the Subscription Agreement and seeks specific performance and damages, as well as declaratory judgment that (i) Meteora complied with its obligations under the FPA and Subscription Agreement, (ii) the Company breached certain of its registration obligations under the Subscription Agreement and (iii) Meteora’s obligations to the Company under the FPA are limited to \$914,726.53.

On May 23, 2025, the Company removed the pending action to the District Court for the District of Delaware. Thereafter, on June 3, 2025, Meteora moved to remand the action back to the Court of Chancery and subsequently sought default judgment against the Company in the District Court. On September 24, 2025, the Company filed an answer in opposition to the motion for default judgment with the District Court.

On September 23, 2025, the Company filed a lawsuit in the United States District Court for the Southern District of New York (“USDC NY”) against the Meteora companies and its principals alleging, among other things, securities fraud and violations of the Racketeer Influenced and Corrupt Organizations Act (“RICO”) by Meteora.

On October 17, 2025, the Company filed a voluntary discontinuance of the Florida case against Meteora and thereafter filed an amended complaint in USDC NY to include the breach of contract and breach of duty of good faith and fair dealing originally asserted in the Florida complaint.

On November 6, 2025 the District Court for the District of Delaware denied Meteora’s request for default judgment.

Subsequent to the reporting date, on January 30, 2026, Meteora filed an application to dismiss the USDC case; the Company’s opposition papers will be filed early March 2026.

ITEM 1A. RISK FACTORS.

Other than as set forth below, there have been no material changes to the risk factors disclosed in the Annual Report on Form 10-K we filed with the SEC on June 26, 2025 which are incorporated herein by reference. Any of these factors could result in a significant or material adverse effect on our results of operations or financial condition. Additional risk factors not presently known to us or that we currently deem immaterial may also impair our business or results of operations. We may disclose changes to such factors or disclose additional factors from time to time in our future filings with the SEC.

The unaudited financial information of the newly consolidated entities included in this filing is preliminary, and our actual financial condition and results of operations may differ materially.

The financial statements of the newly consolidated entities for the period presented are unaudited. The consolidation of acquired or newly consolidated businesses involves complex and subjective accounting policies and significant estimates, particularly in areas such as fair value measurements, purchase price allocations, and the identification and elimination of intercompany transactions and balances. The absence of an independent audit increases the risk that these financial statements could contain material errors or misstatements that might not be detected on a timely basis, which could adversely affect investor confidence and potentially require restatements in the future.

Our newly consolidated joint venture in China exposes us to significant geopolitical, regulatory, and economic risks that could adversely affect our business, results of operations, and financial condition.

As a result of our recently consolidated joint venture in China, we are now subject to the economic, political, and regulatory conditions prevailing in that country. The relationship between the United States and the People's Republic of China has become increasingly complex and, at times, adversarial. Ongoing trade tensions, evolving export controls, restrictions on technology transfers, sanctions, tariffs, and potential limitations on U.S. investment in Chinese entities could materially and adversely affect our ability to operate, repatriate profits, or maintain supply and customer relationships in China. Actions by either government, including new or expanded restrictions on cross-border transactions, data flows, or technology licensing, could disrupt our operations or require us to restructure aspects of our business in China.

In addition, China's regional relationships present further geopolitical risks. In particular, increasing tensions between China and India – a key market and strategic geography for our business – could lead to trade restrictions, border disruptions, or regulatory actions that may impair our ability to coordinate operations, transfer technology, or manage resources effectively across jurisdictions. Any deterioration in diplomatic or trade relations among the United States, China and India could also negatively affect global economic stability and demand for our products and services.

The Chinese regulatory environment is also characterized by frequent changes and government intervention, including in areas such as data privacy, foreign investment, and national security reviews. Unanticipated regulatory changes or enforcement actions could adversely affect our joint venture's operations, governance, or ownership structure, and could limit our ability to control or derive economic benefit from the structure.

We may not receive consistent, complete, or reliable financial and operational information from our joint venture in China, which could result in material misstatements, impairments, or write-offs of our investment.

Our recently consolidated joint venture in China presents significant challenges in obtaining timely, accurate, and complete financial information necessary for U.S. GAAP reporting and internal control purposes. The joint venture operates in a jurisdiction where accounting standards, internal control practices, and regulatory oversight may differ materially from those in the United States. We rely heavily on local management for financial reporting, operational metrics, and other information necessary to prepare our consolidated financial statements and maintain effective internal control over financial reporting. Differences in accounting practices, delays in reporting, or incomplete disclosures may limit our visibility into the joint venture's performance and financial condition.

Despite our oversight efforts, there can be no assurance that we will continue to receive consistent, reliable, or verifiable information from the joint venture. Delays, inaccuracies, or lack of transparency in financial reporting could impair our ability to prepare consolidated financial statements in accordance with SEC and PCAOB requirements. If we are unable to obtain sufficient and appropriate information to support the carrying value of our investment or to ensure compliance with internal control standards, we may be required to record an impairment charge or a full write-off of our investment in the joint venture.

We have experienced similar challenges in the past with our joint venture in China, including instances where limited visibility and lack of reliable financial information led to a full write-off. A recurrence of such issues with our Chinese joint venture could materially and adversely affect our financial condition, results of operations, and investor confidence in our reporting integrity.

Our consolidation of the joint venture in China is based on board control rather than majority equity ownership, and changes in governance, regulation, or local enforcement could cause us to lose control or require deconsolidation.

As discussed in Note 18. Business Combination to our unaudited condensed consolidated financial statements, we consolidate our joint venture in China because we currently exercise control through our rights to a majority of the votes of the board of directors, and our ability to direct the joint venture's key operating and financial policies. Our equity ownership in the joint venture, however, represents less than a majority of its outstanding equity interests.

Because our consolidation is based on governance and contractual rights rather than full equity control, there is no assurance that we will continue to have the ability to direct the activities that most significantly affect the joint ventures' economic performance. Any changes in the joint venture's governing documents, shareholder arrangements, local corporate law, or government interpretation of control could limit our decision-making authority or cause us to lose our ability to consolidate the entity under U.S. GAAP.

If we were required to deconsolidate the joint venture, we would record our remaining interest under the equity method or at fair value, which could result in a material gain or loss and would significantly reduce our reported revenues, assets, and liabilities. In addition, loss of control could impair our strategic position in the Chinese market and require us to reassess our local operating model.

Given the evolving nature of foreign ownership restrictions, corporate governance enforcement, and national security considerations in China, our continued ability to consolidate the joint venture cannot be assured, and any loss of control could materially and adversely affect our financial condition, results of operations, and disclosures in future periods.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

Other than as previously disclosed in a Current Report on Form 8-K, none.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

ITEM 5. OTHER INFORMATION.

Insider Trading Arrangements and Policies

During the three months ended December 31, 2025, none of the Company's directors or officers (as defined in Rule 16a-1(f) of the Exchange Act) adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K.

ITEM 6. EXHIBITS.

The following exhibits are filed as part of, or incorporated by reference into, this Quarterly Report on Form 10-Q.

Exhibit Number	Description of Exhibits
10.1	<u>Form of Securities Purchase Agreement (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K, filed by Roadzen Inc. on November 20, 2025).</u>
10.2	<u>Form of Junior Convertible Note (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K, filed by Roadzen Inc. on November 20, 2025).</u>
10.3	<u>Form of Placement Agency Agreement, dated November 20, 2025 (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K, filed by Roadzen Inc. on November 20, 2025).</u>
10.4	<u>Form of Amendment to Restricted Stock Unit Award Grant Notice and Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K, filed by Roadzen Inc. on July 30, 2025).</u>
31.1*	<u>Certification of Principal Executive Officer pursuant to Securities Exchange Act Rules 13a-14(a) and 15(d)-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u>
31.2*	<u>Certification of Principal Financial Officer pursuant to Securities Exchange Act Rules 13a-14(a) and 15(d)-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u>
32.1**	<u>Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes- Oxley Act of 2002</u>
32.2**	<u>Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes- Oxley Act of 2002</u>
101.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)
*	Filed herewith.
**	Furnished.
***	Certain schedules and similar attachments to this exhibit have been omitted pursuant to Item 601(a)(5) of Regulation S-K. Any omitted schedule or similar attachment will be furnished supplementally to the SEC upon request.

SIGNATURES

Pursuant to the requirements of the Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ROADZEN INC.

By: /s/ Rohan Malhotra
Name: Rohan Malhotra
Title: Chief Executive Officer
(principal executive officer)

ROADZEN INC.

By: /s/ Jean-Noël Gallardo
Name: Jean-Noël Gallardo
Title: Chief Financial Officer
(principal financial and accounting officer)

Dated: February 12, 2026

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO RULE 13a-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Rohan Malhotra, certify that:

1. I have reviewed this quarterly report on Form 10-Q for the quarter ended December 31, 2025 of Roadzen Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 12, 2026

By: /s/ Rohan Malhotra

Rohan Malhotra
Chief Executive Officer
(Principal Executive Officer)

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO RULES 13a-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Jean-Noël Gallardo, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarter ended December 31, 2025 of Roadzen Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and internal control over financial reporting (as defined in the Exchange Act Rules 13a-15(f) and 15d-15(f)) and 15d-15(e)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: February 12, 2026

By: /s/ Jean-Noël Gallardo

Jean-Noël Gallardo
Chief Financial Officer
(Principal Financial and Accounting Officer)

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT
TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Roadzen Inc. (the "Company") on Form 10-Q for the quarterly period ended December 31, 2025, as filed with the Securities and Exchange Commission (the "Report"), I, Rohan Malhotra, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as added by §906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. To my knowledge, the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of and for the period covered by the Report.

Date: February 12, 2026

By: /s/ Rohan Malhotra
Rohan Malhotra
Chief Executive Officer
(Principal Executive Officer)

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT
TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Roadzen Inc. (the "Company") on Form 10-Q for the quarter ended December 31, 2025, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Jean-Noël Gallardo, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 12, 2026

By: */s/ Jean-Noël Gallardo*

Jean-Noël Gallardo
Chief Financial Officer
(Principal Financial and Accounting Officer)
