

K SATHIVAVATI

61, Kammala Street, Orathanadu, PO Orattaand, Dist: Thanjavur, Tamil Nadu-614625

Date: 3rd February 2025

To,
ICodex Publishing Solutions Limited
(Formerly known as ICodex Publishing Solutions Private Limited)
CIN: U72900PN2018PLC176870
102, First Floor, Suman Business Park, Kalyani Nagar, Viman Nagar, Pune, Pune- 411014, Maharashtra

AND

Indcap Advisors Private Limited
CIN: U74120WB2008PTC125639
Suite 1201, 12th Floor, Aurora Waterfront,
GN 34/1, Sector 5, Salt Lake City,
Kolkata 700091.

(**Indcap Advisors Private Limited** appointed in relation to the Offer is referred to as the “**Book Running Lead Manager**” or the “**BRLM**”)

Re: Proposed initial public offering of equity shares of face value of Rs. 10 each (the “Equity Shares” and such offering, the “Offer”) of Icodex Publishing Solutions Limited (the “Company”).

Dear Sir/Madam,

I, **K Sathivavathi**, hereby give my consent to be named and included as a member of the promoter group of the Company and to the inclusion of the information contained in this certificate (in part or full) in the Draft Red Herring Prospectus (the “**DRHP**”) intended to be filed by the Company with the Securities and Exchange Board of India (the “**SEBI**”), SME platform of BSE Ltd. (the “**BSE SME**”), and the Red Herring Prospectus (the “**RHP**”) and the Prospectus (the “**Prospectus**”), which the Company intends to file with the Registrar of Companies, **Maharashtra at Pune** (the “**RoC**”) and thereafter file with the SEBI and the Stock Exchanges and in any other Offer-related documents.

I am a part of the “promoter group” of the Company as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**ICDR Regulations**”) by virtue of being spouse’s mother of the promoter of the company that is Mr. Kamalakannan Govindaraj.

My details are as given below:

- a. **PAN:**
- b. **AADHAR: 8286 3402 4833**
- c. **Residential address: Orathanadu, Kannathangudi East Thanjavur, 614625 Tamil Nadu.**

Interest of the Member of the Promoter Group

- (i) I do not hold equity shares in the Company nor any warrants/convertible securities or stock options.
- (ii) Details of the Equity Shares held by me is as follows in the company:

Sr. No.	Pre-Offer		Post-Offer	
	Number of Equity Shares	Percentage of pre-Offer capital (%)	Number of Equity Shares	Percentage of post-Offer capital (%)
1.	Nil	Nil	Nil	Nil

- (iii) Details of the Equity Shares held by me is as follows (other than the Issuer Company):

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Sr. No.	Name of the Company	No. of Equity Shares Held	% of total Share Capital
1.	NA	NA	NA

(iv) Details of the HUF in which I am member or Karta:

Sr. No.	Name of the HUF	Nature of Relationship
1.	NA	NA

(v) Details of the Partnership firm / LLP in which I am partner:

Sr. No.	Name of the Partnership Firm or LLP	% of Partnership Share
1.	NA	NA

(vi) The Share Capital Build-up of Equity Shares held by me in the Company is as under:

Date of Allotment / acquisition	Nature of transaction	Number of Equity Shares	Face value per Equity Share (in ₹)	Issue / transfer price per Equity Share (in ₹)	Nature of consideration (cash / other than cash)	Cumulative number of Equity Shares	% of pre Offer capital	% of post Offer capital	Source of funds
NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

(vii) Except as stated below, I have not sold or purchased any Equity Shares or other specified securities of the Company during the six months immediately preceding the date of this Draft Red Herring Prospectus:

Name of the Individual	Nature of transaction	No. of Equity Shares/ specified securities Sold / transferred	Date of transaction	Transaction price per Equity Share (₹)
NA	NA	NA	NA	NA

(viii) The details of Equity Shares issued by the Company in the last one year preceding the date of filing of this Draft Red Herring Prospectus, which may have been issued at a price lower than the Offer Price is as follows:

Sr. No.	Whether belongs to Promoter Group	Date of allotment	No. of Equity Shares	Face value (₹)	Issue/ Price per equity share (₹)	Reason for allotment
1.	NA	NA	NA	NA	NA	NA

(ix) The aforementioned shares have not been pledged or otherwise encumbered;

(x) I have not purchased or sold or financed the purchase by any other person, other than in the normal course of the business of the financing entity, of any securities of the Company during the six immediately preceding months;

(xi) there is no amount or benefit apart from disclosure as under paid or given by the Company within the two immediately preceding years or intended to be paid or given to me; and

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Particulars	Amount in INR Lakhs
FY24	Nil
FY23	Nil

(xii) I do not have any other interest in the Company.

(xiii) I shall not offer in any manner whatsoever any incentive, whether direct or indirect, in cash, in kind or in services or otherwise to any Bidder for making a Bid.

Other Confirmations

There have been no securities markets violations by me.

I have not been prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI, or any other securities market regulator or any other authority, court or tribunal inside and outside India in any jurisdiction or any other authority/ court.

No action has been taken/is pending against me by any statutory or regulatory authority in India or overseas.

I have not been declared a wilful defaulter or fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by Reserve Bank of India.

I am not director or promoter of any other company which is debarred from accessing the capital market under any order or direction passed by SEBI or any other authorities.

I have neither been declared as wilful defaulters by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by the RBI.

I have not been declared as Fugitive Economic Offenders under section 12 of Fugitive Economic Offenders Act, 2018.

I am not in any manner associated with the securities market and there has been no action taken by the SEBI against me or any other entity with which I am associated as promoters or directors.

Neither me nor the Companies, Bodies Corporate, Limited Liability Partnerships, Partnership Firms, Hindu Undivided Family, Proprietorship Firms, Association of Individuals, Trusts, etc wherein I, either jointly or severally with the promoter and promoter group members/entities of the Company, hold shares, voting rights, or beneficial interest or control (as defined under the Companies Act, 2013) have been identified as a wilful defaulter or a fraudulent borrower by the RBI or other governmental authority and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided in the chapter “*Outstanding Litigations and Material Development*” of the Draft Red Herring Prospectus.

I along with the Companies, Bodies Corporate, Limited Liability Partnerships, Partnership Firms, Hindu Undivided Family, Proprietorship Firms, Association of Individuals, Trusts, etc wherein I, either jointly or severally with the promoter and promoter group members/entities of the Company, hold shares, voting rights, or beneficial interest or control are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable, as on the date of this Draft Red Herring Prospectus.

I have not received any regulatory or statutory notices, including from the Securities and Exchange Board of India, Reserve Bank of India, Ministry of Corporate Affairs etc. in the past.

Neither me nor the Companies, Bodies Corporate, Limited Liability Partnerships, Partnership Firms, Hindu Undivided Family, Proprietorship Firms, Association of Individuals, Trusts, etc wherein I, either jointly or severally with the promoter and promoter group members/entities of the Company, hold shares, voting rights, or

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beneficial interest or control have been declared as fugitive economic offenders under section 12 of the Fugitive Economic Offenders Act, 2018, or under any comparable law of the jurisdiction where I am incorporated.

I have not been found to be non-compliant with applicable securities laws during the three immediately preceding years.

I hereby confirm that I am not subject to any penalties or disciplinary action or investigation by the SEBI or the stock exchanges or any other regulatory authority, court or tribunal, inside or outside India nor has any regulatory authority or court/ tribunal, inside and outside India, found any probable cause for enquiry, adjudication, prosecution or other regulatory action.

I have not been refused listing of any securities or failed to meet the listing requirements of any stock exchange, in India or abroad.

I am not registered with SEBI in any capacity.

I am not registered with any other financial regulatory body like RBI/ IRDAI/ etc., in any capacity.

I am in compliance with the provisions of the Companies Act, 2013 in relation to beneficial ownership, and the Companies (Significant Beneficial Owners) Rules, 2018, as amended and any notifications and circulars related thereto.

I am not under winding up, nor has my name (or the name of any entities in which our promoters or directors are associated as promoters, directors or persons in control) been struck off from any list of companies by any statutory or regulatory authority, ministry or other government body. I am not a sick company within the meaning of the erstwhile Sick Industrial Companies (Special Provisions) Act, 1985 and have not been referred to the Board of Industrial and Financial Reconstruction, and I am not a company under the corporate insolvency resolution process under the Insolvency and Bankruptcy Code, 2016.

I am not compulsorily delisted by any recognized stock exchange on the nationwide stock exchanges;

I am a track record in redressal of investor grievances, and I have a general approach and philosophy to the issue of investor service and protection.

I am not a suspended company. I understand that "suspended company" means a listed company in whose shares trading is suspended from trading by the recognized stock exchange on account of non-compliance with listing requirements.

None of our equity shares are listed on any stock exchange.

There has been no material regulatory or disciplinary action taken against me by any stock exchange or regulatory authority in the immediately preceding year.

No incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, shall be provided by me to any person for making an application for Equity Shares in the Offer, except for fees or commission for services rendered in relation to the Offer.

I undertake that transactions in the securities of the Company by me during the period between the date of filing the DRHP and the date of closure of the Offer will be promptly reported to the Company so as to enable the Company to report such transactions to the Stock Exchanges within 24 hours of such transactions.

I will not participate in the Offer and will not make any application for Equity Shares in the Offer. No person related to me shall apply under the Anchor Investor portion of the Offer, if any.

Except for the proceeds to be received from the sale of Equity Shares offered by me as part of the Offer, there is no proposal whereby I will receive any portion of the proceeds from the proposed Offer and there is no material existing or anticipated transaction with me in relation to utilization of such proceeds.

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I have not acquired any Equity Shares, Preference Shares or any other specified securities of the Company in the last three years.

I am/was not a promoter of, nor am/was promoted by, any company which has been compulsorily delisted under the terms of Chapter V of the SEBI Delisting Regulations, 2021, or Chapter IV of the SEBI Delisting Regulations, 2009, each as amended, in the preceding ten years.

There have been no instances of issuance of equity shares/ convertible shares by me, in the past to more than 49/200 investors in violation of:

- i. Section 67(3) of Companies Act, 1956; or
- ii. relevant section(s) of Companies Act, 2013, including Section 42 and the rules notified thereunder; or
- iii. the SEBI Regulations; or
- iv. the SEBI (Disclosure and Investor Protection) Guidelines, 2000.

I hereby confirm and warrant that no notice has been issued and no action or proceeding has been initiated against me or is related to me in any manner and that I have not been named in the attached search result in **Annexure A**. Further, a copy of my CIBIL is also attached herewith as **Annexure B**.

Capitalised terms used herein but not defined shall have the same meaning as ascribed to them in the offer documents for the Offer.

I confirm that the contents of this certificate are true, correct, adequate and not misleading in any material respect.

I confirm that I will immediately communicate any changes in writing to the above information to the Company and the BRLM until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from me, the above information should be considered as updated information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This certificate, including any annexures hereto is for information and for inclusion (in part or full) in the DRHP, the RHP and the Prospectus in relation to the Offer or any other Offer-related material, and may be relied upon by the Company, the BRLM, and the legal counsel to each of the Company and the BRLM. I hereby consent to the submission of this certificate as may be necessary to the SEBI, the RoC, the Stock Exchanges and any other regulatory authority and/or for the records to be maintained by the BRLM and in accordance with applicable law.

Yours faithfully,



Name: K. Sathivavathi
Date: 3rd February 2025

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ANNEXURE A

NSC Watchout Screen Shot

2/1/25, 7:30 PM

watchoutinvestors.com

Login Register

watchoutinvestors.com



A national web-based registry of economic defaulters covering entities and persons



Home » Search Result

CAUTION (PLEASE CLICK HERE)

SEARCH PARAMETERS

Name of Entity/Person	K. SATHIVAVATHI
Entity/Person	PERSON

If you wish to search again, enter name of Entity/Person: Exact Search or PAN/CIN/DIN: In

ENTITY	PERSON	COMPETENT AUTHORITY	REGULATORY CHARGES	REGULATORY ACTION(S) / DATE OF ORDER	FURTHER DEVELOPMENTS
No Record					

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ANNEXURE B – CIBIL

Summary

Enquiry Details :

LOS Application No:	BureauOne Reference No:61360923
Customer Name:k santhiriy kathiravan	Report Date:01-02-2025 01:31:58 PM

Bureau Response Summary:

Bureau Name	Response	Details
Cibil	No Hit	Consumer record not found

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Bureau:Cibil

CONTROL ORDER NO:008679101941
USER ID:451800
BUREAUONE REFERENCE NUMBER:61360923
MEMBER REFERENCE NUMBER:

REPORT DATE:01-02-2025
REPORT TIME:13:31:58
ENQUIRY DATE:01-02-2025
ENQUIRY TIME:13:31:49

Consumer Name:k santhrhy kathiravan
Bureau Response:

Status	Details
No Hit	Consumer record not found

Input Enquiry:

Personal & Account Information	ID & Phone Numbers	Contact Details
Consumer's FirstName:k	PAN:	Address 1: [Residence/Current Address]
Consumer's Middle Name:santhrhy	Voter ID:	Address:PUNE
Consumer's Family Name:kathiravan	Passport ID:	State:Maharashtra
DOB:1964-09-01	National ID/UID:828634024833	Postal:411012
Gender:Male	Ration Card:	Address 2:
Inquiry/Request Purpose:Agriculture Loan	Driver's Licence:	Address:
Transaction Amount:2000000	Home Phone:	State:
Inquiry Account 1:	Mobile Phone:9970800002	Postal:
Inquiry Account 2:	Other Phone :	Address 3:
Inquiry Account 3:		Address:
Inquiry Account 4:		State:
		Postal:

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Bureau:Cibil

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ANNEXURE C – Aadhar and PAN

	இந்திய அரசாங்கம் Government of India
	சத்தி கதிர்வன் Sathiy Kathiravan பிறந்த நாள்/ DOB: 01/09/1964 பெண் / FEMALE
8286 3402 4833	
எனது ஆதார். எனது அடையாளம்	

	UIDAI Unique Identification Authority of India	
முகவரி: கண்ணன் பெருமாள் கதிர்வன், 61, கம்மலா தெரு, ஓரத்தாண்டி தாதுக்கா, ஓரத்தாண்டி, தஞ்சாவூர், தமிழ் நாடு - 614625	Address: W/O: Kathiravan, 61, Kammala Street, Orathanadu Taluk, Orathanadu, Thanjavur, Tamil Nadu - 614625	
8286 3402 4833		
		
UIDAI	UIDAI	UIDAI
UIDAI	UIDAI	UIDAI