



THIS IS A PUBLIC ANNOUNCEMENT FOR INFORMATION PURPOSES ONLY. THIS IS NOT A PROSPECTUS ANNOUNCEMENT AND DOES NOT CONSTITUTE AN INVITATION OR OFFER TO ACQUIRE, PURCHASE OR SUBSCRIBE FOR UNITS OR SECURITIES. NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY OUTSIDE INDIA.



ICODEX PUBLISHING SOLUTIONS LIMITED
(Formerly Known as Icodex Publishing Solutions Private Limited)
CIN: U72900PN2018PLC176870

Registered Office	Corporate Office	Contact Person	E-Mail & Telephone	Website
102, First Floor, Suman Business Park, Kalyani Nagar, Viman Nagar, Pune, Maharashtra, India, 411014	N.A.	Mohini Ajay Talhar Company Secretary & Compliance Officer	E-Mail: cs@icodexsolutions.com Phone No: +91 8856907928	https://icodexsolutions.com/

OUR PROMOTERS: KAMALAKKANNAN GOVINDARAJ & CHETAN SHANKARLAL SONI

DETAILS OF PUBLIC ISSUE AND OFFER FOR SALE

Type	Fresh Issue	Offer for Sale Size	Total Issue Size	Eligibility
Fresh Issue and Offer for Sale	Up to 33,96,000 [^] Equity Shares aggregating up to ₹ [●] lakhs	Up to 7,24,800 equity shares of ₹ 10/- each aggregating to ₹ [●] Lakhs	Up to 41,20,800 [^] Equity Shares aggregating up to ₹ [●] lakhs	The Issue is being made in terms of Regulation 229 (2) and 253 (1) <u>of the Chapter IX</u> of the SEBI ICDR Regulations. For details in relation to share reservation among QIBs, Non-Institutional Bidders and Retail Individual Bidder, see “Issue Structure” beginning on page 238 of this Draft Red Herring Prospectus.

DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR AVERAGE COST OF ACQUISITION

Name	Type	Number of shares offered	Weighted Average Cost of Acquisition in ₹ per Equity Share
Kamalakkannan Govindaraj	Promoter	3,62,400	NIL (Since the weighted average cost of acquisition is negative, it has been considered as Nil)
Chetan Shankarlal Soni	Promoter	3,62,400	NIL (Since the weighted average cost of acquisition is negative, it has been considered as Nil)

RISKS IN RELATION TO THE FIRST ISSUE

This being the first public issue of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 10 each and the Issue Price is [●] times of the face value of the Equity Shares. The Floor Price, Cap Price and Issue Price determined and justified by our Company and Selling Shareholders in consultation with the Book Running Lead Manager, in accordance with the SEBI ICDR Regulations and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated in “Basis for Issue Price” on page 89 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" on page 28 of this Draft Red Herring Prospectus.


ISSUER'S AND SELLING SHAREHOLDERS'S ABSOLUTE RESPONSIBILITY

Our company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Selling shareholders, severally and not jointly, accept responsibility for and confirm only the statements expressly and specifically made by Such Selling shareholders in this Draft Red Herring Prospectus to the extent of information specifically pertaining to them and their respective portion of the offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. Selling shareholders assume no responsibility, as Selling Shareholders, for any other statement in this Draft Red Herring Prospectus, including, inter alia, any of the statements made by or relating to our company or our company's business or any other selling shareholders or any other person(s).


LISTING

The Equity Shares offered through this Draft Red Herring Prospectus are proposed to be listed on the SME Platform of BSE Limited ("BSE SME"). Our Company has received an 'in-principle' approval letter dated [●] from BSE for using its name in this Draft Red Herring Prospectus for listing our shares on the BSE SME. For the purpose of this Issue, the Designated Stock Exchange will be BSE. ("BSE"). A signed copy of the Draft Red Herring Prospectus shall be delivered for filing with the RoC in accordance with Section 26(4) of the Companies Act.

BOOK RUNNING LEAD MANAGER

Name of Book Running Lead Manager & Logo	Contact Person	Telephone and E-Mail
 Indcap Advisors Private Limited	Shraddha Khanna	Tel: 033 4069 8001 E-mail: smeipo@indcap.in

REGISTRAR TO THE ISSUE

Name of Registrar	Contact Person	Telephone and E-Mail
 Cameo Corporate Services Ltd	K. Sreepriya	Telephone: +91 44 40020700 / 28460390 E-mail: ipo@cameoindia.com

ISSUE PROGRAMME

Anchor Investor Bid / Issue Period	[●]*	Bid / Issue Opens On	[●]**	Bid / Issue Closes On	[●]#
------------------------------------	------	----------------------	-------	-----------------------	------

^Subject to finalization of Basis of Allotment

*Our Company and Selling Shareholders may, in consultation with the BRLM, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be 1 (one) Working Day prior to the Bid / Issue Opening Date.

**Our Company and Selling Shareholders may, in consultation with the BRLM, consider closing the Bid / Issue Period for QIBs 1 (one) Working Day prior to the Bid / Issue Closing Date in accordance with the SEBI ICDR Regulations, 2018.

#The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Issue Closing Day.

THIS IS A PUBLIC ANNOUNCEMENT FOR INFORMATION PURPOSES ONLY. THIS IS NOT A PROSPECTUS ANNOUNCEMENT AND DOES NOT CONSTITUTE AN INVITATION OR OFFER TO ACQUIRE, PURCHASE OR SUBSCRIBE FOR UNITS OR SECURITIES. NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY OUTSIDE INDIA.



ICODEX PUBLISHING SOLUTIONS LIMITED
(Formerly Known as Icodex Publishing Solutions Private Limited)
CIN: U72900PN2018PLC176870

Our Company was originally incorporated as 'Icodex Publishing Solutions Private Limited', as a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation dated May 28, 2018 issued by the Jurisdictional Registrar of Companies, Central Registration Centre. Subsequently, our Company was converted into a public limited company pursuant to a resolution passed by the Board of Directors in the meeting held on June 14, 2024 and by the Shareholders in their EGM held on June 25, 2024. The name of our Company was changed to 'Icodex Publishing Solutions Limited' and a fresh certificate of incorporation dated August 20, 2024 was issued by the Assistant Registrar of Companies / Deputy Registrar of Companies / Registrar of Companies, Central Processing Centre. For details of change in the name and registered office of our Company, see "History and Certain Corporate Matters" on page 136.

Registered Office: 102, First Floor, Suman Business Park, Kalyani Nagar, Viman Nagar, Pune, Maharashtra – 411014, India
Corporate Office: N.A. **Contact Person:** Mohini Ajay Talhar, Company Secretary and Compliance Officer; **Telephone** +91 8856907928 **E-Mail:** cs@icodexsolutions.com **Website:** <https://www.icodexsolutions.com/> **Corporate Identity Number:** U72900PN2018PLC176870

OUR PROMOTERS: KAMALAKKANNAN GOVINDARAJ & CHETAN SHANKARLAL SONI

PUBLIC ISSUE OF UPTO 41,20,800 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF ICODEX PUBLISHING SOLUTIONS LIMITED (THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (THE "ISSUE PRICE") AGGREGATING TO ₹ [●] LAKH ("THE ISSUE") COMPRISING OF A FRESH ISSUE OF UPTO 33,96,000 EQUITY SHARES AGGREGATING TO ₹ [●] LAKHS (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UPTO 7,24,800 EQUITY SHARES BY THE SELLING SHAREHOLDERS ("OFFER FOR SALE") AGGREGATING TO ₹ [●] LAKHS OF WHICH UPTO [●] EQUITY SHARES AGGREGATING TO ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. NET ISSUE OF UPTO [●] EQUITY SHARES AGGREGATING TO ₹ [●] LAKHS (THE "NET ISSUE"). THE ISSUE AND THE NET ISSUE WILL CONSTITUTE [●]% AND [●]% RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, PLEASE REFER TO CHAPTER TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE 232 OF THIS DRAFT RED HERRING PROSPECTUS.

The Floor Price is [●] per equity share which is [●] times of the Face Value and the Cap Price is [●] per equity share which is [●] times of the Face Value. The minimum bid lot is [●] equity shares and in multiples of [●] equity shares thereafter.

In case of any revision in the Price Band, the Bid / Issue Period shall be extended for at least three additional working days after such revision of the Price Band, subject to the total Bid / Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company, for reasons to be recorded in writing extend the Bid / Issue Period for a minimum of three Working Days, subject to the Bid / Issue Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid / Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a press release and also by indicating the change on the website of the BRLM and at the terminals of the Members of the Syndicate and by intimation to Designated Intermediaries and the Sponsor Bank(s), as applicable.

This Issue is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 229 (2) of the SEBI ICDR Regulations and in compliance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50.00% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion"), provided that our Company and the selling shareholders in consultation with the BRLM may allocate up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis ("Anchor Investor Portion"). One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion) ("Net QIB Portion"). Further, 5.00% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, other than Anchor Investors, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5.00% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for

proportionate allocation to QIBs. Further, not less than 15.00% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35.00% of the Net Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. All Potential Bidders, other than Anchor Investors, are required to participate in the Issue by mandatorily utilising the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA Account (as defined hereinafter) in which the corresponding Bid Amounts will be blocked by the Self-Certified Syndicate Banks ("SCSBs") or under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, please refer to the chapter titled "*Issue Procedure*" on page 242 of this Draft Red Herring Prospectus.

RISKS IN RELATION TO THE FIRST ISSUE

This being the first public issue of Equity Shares by our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 10/- each. The Floor Price, Cap Price and Issue Price as determined by our Company and Selling Shareholders in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated in the "*Basis for Issue Price*" on page 89 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to the section "*Risk Factors*" on page 28.

ISSUER'S AND SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

Our company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Selling shareholders, severally and not jointly, accept responsibility for and confirm only the statements expressly and specifically made by Such Selling shareholders in this Draft Red Herring Prospectus to the extent of information specifically pertaining to them and their respective portion of the offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. Selling shareholders assume no responsibility, as Selling Shareholders, for any other statement in this Draft Red Herring Prospectus, including, inter alia, any of the statements made by or relating to our company or our company's business or any other selling shareholders or any other person(s).

LISTING

The Equity Shares issued through this Draft Red Herring Prospectus are proposed to be listed on the SME Platform of BSE Limited ("BSE SME"). Our Company has received an 'in-principle' approval letter dated [●] from BSE for using its name in this Issue document for listing our shares on the BSE SME. For the purposes of the Issue, the Designated Stock Exchange shall be BSE. A copy of the Draft Red Herring Prospectus, Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013. For details of the material contracts and documents that will be available for inspection from the date of the Draft Red Herring Prospectus until the Bid / Issue Closing Date, see "*Material Contracts and Documents for Inspection*" on page 280

Place: Pune, India

Date: May 13, 2025

On behalf of Icodex Publishing Solutions Limited

SD/-

Kamlakkannan Govindaraj

Managing Director

BOOK RUNNING LEAD MANAGER

BOOK RUNNING LEAD MANAGER



Indcap Advisors Private Limited

Address: Suite 1201, 12th Floor, Aurora Waterfront, GN 34/1, Sector 5, Salt Lake City, Kolkata 700091

Telephone: 033 4069 8001

Email ID: smeipo@indcap.in

Website: <http://www.indcap.in/>

REGISTRAR TO THE ISSUE



Cameo Corporate Services Ltd

Address: "Subramanian Building", No. 1, Club House Road, Chennai – 600002, Tamil Nadu, India

Telephone: +91-44-40020700 / 28460390

Email: ipo@cameoindia.com

Contact Person: K. Sreepriya

Website: www.cameoindia.com

Investor Grievance E-mail: investors@indcap.in Contact Person: Shraddha Khanna SEBI Registration Number: INM000013031		SEBI Registration Number: INR000003753 CIN: U67120TN1998PLC041613			
ISSUE PROGRAMME					
Anchor Investor Bid / Issue Period	[●]*	Bid / Issue Opens On	[●]**	Bid / Issue Closes On	[●]#

^Subject to finalization of Basis of Allotment

**Our Company and Selling Shareholders may, in consultation with the BRLM, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be 1 (one) Working Day prior to the Bid / Issue Opening Date.*

***Our Company and Selling Shareholders may, in consultation with the BRLM, consider closing the Bid / Issue Period for QIBs 1 (one) Working Day prior to the Bid / Issue Closing Date in accordance with the SEBI ICDR Regulations.*

#The UPI mandate end time and date shall be at 5:00 p.m. on Bid / Issue Closing Day.

TABLE OF CONTENTS

Particulars	Page Number
Section I – General	
• Definitions and Abbreviations	7
Section II - Summary of Issue Document	8-10
Section III - Risk Factors	11-20
Section IV – Introduction	21-32
• The Issue	21-22
• General Information	23
• Capital Structure	24-26
• Objects of the Issue	27-32
Section V – About Our Company	33-36
• Industry Overview	33
• Our Business	34
• Our Management	35
• Our Promoters and Promoter Group	36
Section VI – Financial Information	37-38
• Restated Financial Statements	37
• Management’s Discussion And Analysis Of Financial Condition And Results Of Operations	38
Section VII – Legal and Other Information	39-41
• Outstanding Litigation and Other Material Developments	39
• Government and Other Statutory Approvals	40
• Other Regulatory and Statutory Disclosures	41
Section VIII – Issue Related Information	42-43
• Issue Structure	42
• Terms of the Issue	43
Section X – Other Information	44
• Material Contracts and Documents for Inspection	

SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

Term	Description
Fresh Issue	The Fresh Issue of up to 33,96,000 Equity Shares at a price of ₹ [●] /- per equity share (including premium of ₹ [●] /- per equity share) aggregating to ₹ [●] Lakhs to be issued by our Company as part of this issue, in terms of the Draft Red Herring Prospectus
Issue/Offer	This Initial Public Offer of up to 41,20,800 Equity Shares for cash at an Issue Price of ₹ [●] /- per equity share (including premium of ₹ [●] /- per equity share) comprising of Fresh Issue of up to 33,96,000 Equity Shares for cash at an Issue Price of ₹ [●] /- per equity share (including premium of ₹ [●] /- per equity share) aggregating to ₹ [●] Lakhs by our Company and Offer for sale of up to 7,24,800 Equity Shares for cash at an Issue Price of ₹ [●] /- per equity share (including premium of ₹ [●] /- per equity share) aggregating to ₹ [●] Lakhs by the Selling Shareholders.

SECTION – II

SUMMARY OF THE ISSUE DOCUMENT

4. Details of the Issue

Initial Public Issue of up to 41,20,800 Equity Shares of face value of Rs. 10.00 each of Icodex Publishing Solutions Limited for cash at a price of Rs. [●] per Equity Share including a share premium of Rs. [●] per Equity Share (the “Issue Price”) aggregating to Rs. [●] lakhs (“The Offer”), comprising a Fresh Issue of up to 33,96,000 Equity Shares aggregating up to Rs. [●] lakhs by our Company (“Fresh Offer”) and an Offer for Sale of up to 7,24,800 Equity Shares (“Offered Shares”) aggregating up to Rs. [●] lakhs by the Promoters of the Company i.e., Kamalakkannan Govindaraj and Chetan Shankarlal Soni (“Selling Shareholders” and such Offer for Sale of Equity Shares by the Selling Shareholders, “Offer for Sale”). Out of the Issue Up to [●] Equity Shares aggregating to Rs. [●] lakhs will be reserved for subscription by Market Maker to the Issue (the “Market Maker Reservation Portion”). The Issue less the Market Maker Reservation Portion i.e., Net Issue of up to [●] Equity Shares of Face Value of Rs. 10.00 each at a price of Rs. [●] per Equity Share including a share premium of Rs. [●] per Equity Share aggregating to Rs. [●] lakhs herein after referred to as the “Net Offer. The Issue and the Net Issue will constitute [●]% and [●]%, respectively, of the post Issue paid up equity share capital of our Company. For further details, please refer to chapter titled “Terms of the Issue” beginning on page 232 of this Draft Red Herring Prospectus.

5. Objects of the Issue

The details of the Issue Proceeds and Net Proceeds are as follows:

(Rs. In Lakhs)	
Particulars	Amount
Gross Proceeds from the Fresh Issue*	[●]
Less: Estimated Issue Related Expense in relation to the Fresh Offer (apportioned to the Company)	[●]
Net Proceeds from Fresh offer (Net Proceeds)	[●]

10. Summary of Outstanding Litigations:

A summary of outstanding litigation proceedings involving our Company, Directors, Promoters, and Group Companies to the extent applicable, as on the date of this Draft Red Herring Prospectus is provided below:

Name of Entity	Criminal Proceedings	Tax Proceedings	Actions by statutory or regulatory authorities	Disciplinary actions including penalty imposed by SEBI or stock exchanges against our Promoters	Material civil litigation	Aggregate amount involved* (Rs. in Lakhs)
Company						
By our Company	-	-	-	-	-	-
Against our Company	-	2#	-	-	-	38.55**
Directors						
By our directors	-	-	-	-	-	-
Against our directors	-	-	-	-	-	-
Promoter						
By our Promoter	-	-	-	-	-	-
Against the Promoter	-	-	-	-	-	-

*To the extent quantifiable

**#The Company has an outstanding demand of Rs. 38.55 lakhs as per the Income Tax portal. Of this, Rs. 21.56 lakhs are related to an assessment order under Section 143(3) for AY 2022-23 due to disallowance of the deduction claimed under section 80-LAC of the Income Tax Act, 1961. The Company being aggrieved filed an appeal before appellate authorities which is pending adjudication. The remaining demand of Rs. 16.99 lakhs pertain to AY 2023-24 on account of the return filed being marked as defective due to issues in approval of Form 10CCB filed by auditors due to technical problems. The Company has filed an application for condonation of delay under Section 119(2)(b) of the Income Tax Act, 1961 and for rectification of the apparent mistake under Section 154 of Income Tax Act, 1961.

For further details, please refer chapter “Outstanding Litigation and Material Developments” beginning on page 211 of this Draft Red Herring Prospectus.

12. Summary of Contingent Liabilities and Commitments

The Outstanding Statutory Demand is as below:

(Rs. In Lakhs)

Particulars	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Provision for Contingent Liability Income Tax Demand	38.55	38.55	38.55	38.55

For further information, please refer section titled “Financial Information” on page no. 160 of this Draft Red Herring Prospectus.

13. Summary of Related Party Transactions

Name	Relation	Nature of Transaction	Icodex Publishing Solutions Limited							
			Half year ended September 30, 2024	% of total Turnover	March 31, 2024	% of total Turnover	March 31, 2023	% of total Turnover	March 31, 2022	% of total Turnover
Chetan Shankarlal Soni	Whole Time Director	Remuneration	12	1.11%	24	2%	18	1.89%	25	3.06%
		Loan Taken	2.05	0.19%	1.51	0.15%	-		15.68	1.92%
		Loan Repaid	2.05	0.19%	1.51	0.15%	-		15.68	1.92%
		Closing Bal – Loan A/c	-		-		-		-	
		Consultancy	-		-		-		2.61	0.32%
Kamalakkannan Govindaraj	Managing Director & Chairman	Remuneration	22.3	2.06%	24	2.31%	20	2.10%	25.46	3.11%
		Loan Taken	-		-		2.09	0.22%	5.44	0.67%
		Loan Repaid	0.09	0.01%	2	0.19%	-		5.44	0.67%
		Closing Bal – Loan A/c	-		0.09	0.01%	2.09	0.22%	-	
		Reimbursement of Expense	5.44	0.50%	15.42	1.48%	-		-	
Indira Govindraj	Mother of Kamalakkannan Govindaraj	Professional Fees	4.05	0.37%	9	0.87%	9.1	0.95%	6	0.73%
Kalaivani Majumdar	Sister of Kamalakkannan Govindaraj	Professional Fees	4.05	0.37%	9	0.87%	9.1	0.95%	6	0.73%
Kanimozhi	Sister of Kamalakkannan Govindaraj	Professional Fees	15.31	1.41%	15	1.44%	-		-	
Liberty Kamalakkannan	Spouse of Kamalakkannan Govindaraj	Professional Fees	6	0.55%	12	1.15%	12	1.26%	12.71	1.55%
Kala Chetan Soni	Spouse of Chetan Shankarlal Soni	Professional Fees	6	0.55%	12	1.15%	12	1.26%	9.09	1.11%
Premkumar Chetan Soni	Son of Chetan Shankarlal Soni	Professional Fees	6.21	0.57%	17.28	1.66%	12.62	1.32%	7	0.86%

18. Details of Pre-IPO Placement

There is no pre IPO placement of Equity Shares of the Company and the Company does not contemplate any further issuance of shares from the date of the Draft Red Herring Prospectus till the listing of the equity shares on the stock exchange.

19. Issuance of equity shares for consideration other than cash in the last one year

Except as set out below, our Company has not issued Equity Shares for consideration other than cash in the one year preceding the date of this Draft Red Herring Prospectus.

Date of Allotment	Reason for Allotment	No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Benefits accrued to our Company
October 30, 2024	Bonus Issue of shares in the ratio of 12000 equity shares for every 1 equity share held	1,22,40,000	10.00	-	Capitalization of Reserves & Surplus

For further details, please refer chapter titled “*Capital Structure*” beginning on page 65 of this Draft Red Herring Prospectus.

SECTION - III

RISK FACTORS

RF 3. We have entered into business agreements / service agreements with our customers which contain Termination clause. In the event of any breach of obligations or covenants in the agreements, it may lead to termination of our service agreements with our customers which in turn may result in loss of business, profitability and operations of our Company.

We have entered into business/service agreements with our customers including a Global Publishing Company in connection with our business activities. Some of these agreements entail specific termination clause viz breach of agreement, general assignment for the benefit of creditors, filing of petition for bankruptcy or reorganization, change in control, dissolution or ceasing to do business, delisting from any major public stock exchange, or negative cash flow from operations on a rolling twelve-month basis.

Any non-compliance with business agreements, may result in breach, termination or modification of any of these agreements and may consequently result in an adverse impact on our business, reputation, financial condition, cash flows, and operational results.

The terms of these agreements are such that, these agreements as well as the project assignments received under these master services agreements, typically, are capable of being terminated by our customer upon short notice (30 days) and with or without significant penalties. Upon occurrence of any of such eventuality or any loss of our major customers we may face the risk of reduction in revenue which in turn could adversely affect our business operations and financial conditions.

Though there has been no such material instance in the past, however it cannot be assured that the same will not be repeated in the future.

RF 7. Our Company's success depends largely upon its skilled professionals and its ability to attract and retain these personnel. The industry where our Company operates is a highly skilled and technical employee intensive industry.

Our Company has a total of 116 employees on payroll. We have also hired 6 additional people on contractual basis and the average attrition rate of the Company for the FY 2024-25 is 2.49%. Our Company's ability to execute projects and to obtain new clients depends largely on our ability to attract, train, motivate and retain highly skilled software professionals and other mid - level professionals. The attrition rates in the industry in which we operate have been high due to a highly competitive skilled labor market in India. Our Company invests significant time and money in training the professionals that are hired to perform the services provide to our customers. Our Company believes that there is also a significant competition in our industry among employers to attract these professionals with the skills necessary to perform the services we offer. In addition, our Company may have difficulty in retraining our professionals to keep pace with continuing changes in technology, evolving standards and changing customer preferences. In the event our Company is unable to hire and retain qualified personnel, our ability to obtain new orders or execute existing orders may be impaired. In addition, our Company may not be able to expand its business effectively thereby adversely affecting our revenues.

There is intense competition for experienced skilled professionals with technical and industry expertise in our business and if we lose the services of any of these or other key individuals and are unable to find suitable replacements in a timely manner, our ability to realize our strategic objectives could be impaired. The loss of members of our team, particularly to competitors, could have a material adverse effect on our business and results of operations.

RF 8. There have been instances of delay in filing of statutory and regulatory dues in the past with the various Government authorities.

In the past, there have been instances of delay in statutory & regulatory dues with respect to Tax Deduction at Source (TDS) and Goods and Service Tax (GST). The details of the same is as per the tables below:

TDS:

Section under IT Act	TDS Amount	Due Date	Paid Date	Due Days
194C	47,398.10	07-04-2024	27-07-2024	111
194J	29,291.90	07-04-2024	27-07-2024	111
194I	26,300.00	07-07-2021	21-07-2021	14

GST:

Sr. No.	Particulars	Due date	Filing date	Due Days
GSTR-1 (2021-22)	November	13-12-2021	03-02-2022	52
GSTR-1 (2021-22)	December	13-01-2022	06-03-2022	52
GSTR-1 (2021-22)	January	11-02-2022	06-03-2022	23
GSTR-1 (2021-22)	February	11-03-2022	29-03-2022	18

GSTR-1 (2021-22)	March	11-04-2022	18-05-2022	37
GSTR-1 (2022-23)	April	13-05-2022	09-06-2022	27
GSTR-1 (2022-23)	May	11-06-2022	23-06-2022	12
GSTR-1 (2022-23)	July	11-08-2022	23-08-2022	12
GSTR-1 (2022-23)	August	11-09-2022	12-10-2022	31
GSTR-1 (2022-23)	September	11-10-2022	06-12-2022	56
GSTR-1 (2022-23)	October	11-11-2022	06-12-2022	25
GSTR-1 (2022-23)	November	11-12-2022	23-12-2022	12
GSTR-1 (2022-23)	December	11-01-2023	17-01-2023	6
GSTR-1 (2023-24)	June	11-07-2023	14-07-2023	3
GSTR-1 (2023-24)	September	11-10-2023	13-11-2023	33
GSTR-1 (2023-24)	October	11-11-2023	18-12-2023	37
GSTR-1 (2023-24)	November	11-12-2023	20-01-2024	40
GSTR-1 (2023-24)	December	11-01-2024	20-01-2024	9
GSTR-1 (2023-24)	January	11-02-2024	08-03-2024	26
GSTR-1 (2023-24)	February	11-03-2024	21-04-2024	41
GSTR-1 (2023-24)	March	12-04-2024	21-05-2024	39
GSTR-1 (2024-25)	April	11-05-2024	25-06-2024	45
GSTR-1 (2024-25)	May	11-06-2024	25-07-2024	44
GSTR-1 (2024-25)	June	11-07-2024	01-08-2024	21
GSTR-1 (2024-25)	July	25-08-2024	01-09-2024	7
GSTR-3B (2021-22)	November	20-12-2021	03-02-2022	45
GSTR-3B (2021-22)	December	20-01-2022	06-03-2022	45
GSTR-3B (2021-22)	January	20-02-2022	06-03-2022	14
GSTR-3B (2021-22)	February	20-03-2022	07-04-2022	18
GSTR-3B (2021-22)	March	20-04-2022	18-05-2022	28
GSTR-3B (2022-23)	April	24-05-2022	09-06-2022	16
GSTR-3B (2022-23)	May	20-06-2022	23-06-2022	3
GSTR-3B (2022-23)	July	20-08-2022	25-08-2022	5
GSTR-3B (2022-23)	August	20-09-2022	12-10-2022	22
GSTR-3B (2022-23)	September	20-10-2022	06-12-2022	47
GSTR-3B (2022-23)	October	20-11-2022	06-12-2022	16
GSTR-3B (2022-23)	November	20-12-2022	23-12-2022	3
GSTR-3B (2023-24)	September	20-10-2023	13-11-2023	24
GSTR-3B (2023-24)	October	20-11-2023	18-12-2023	28
GSTR-3B (2024-25)	January	20-02-2024	08-03-2024	17
GSTR-3B (2024-25)	February	20-03-2024	21-04-2024	32
GSTR-3B (2024-25)	March	20-04-2024	21-05-2024	31
GSTR-3B (2024-25)	April	20-05-2024	25-06-2024	36
GSTR-3B (2024-25)	May	20-06-2024	25-07-2024	35
GSTR-3B (2024-25)	June	20-07-2024	01-08-2024	12
GSTR-3B (2024-25)	July	20-08-2024	01-09-2024	12
GSTR-3B (2024-25)	September	20-10-2024	05-11-2024	16

**The delay in filing of GST and TDS was due to various reasons like – Company being a small company and not having proper systems in place. The Company has now streamlined its operations and back-end and has also appointed a CFO and CS who will be looking into these aspects.*

Penalties Paid for Non-Compliance with Tax Regulations:

Sr. No	Compliance Name	Financial year	Amount
1	GSTR 9	21-22	1400
2	GSTR 9	22-23	1800
3	GSTR 3B	21-22	1670
4	GSTR 3B	22-23	2170
5	GSTR 3B	23-24	2000
6	GSTR 3B	24-25	1640
7	TDS	21-22	2000

8	TDS	22-23	6000
9	TDS	23-24	200
10	TDS	24-25	1000
	Total		19880

Provident Fund and ESIC Filing Delays:

Sr. No.	Month	No. of Employees	TRN	Due Date	Date of Payment	Days Delayed
1	APR-21	31	3152105022514	15-May-2021	25-Jun-2021	41
2	MAY-21	33	3152108009702	15-Jun-2021	19-Aug-2021	65
3	JUN-21	32	3152109001218	15-Jul-2021	16-Sep-2021	63
4	JUL-21	32	3152109001221	15-Aug-2021	22-Oct-2021	68
5	AUG-21	32	3152111030663	15-Sep-2021	30-Nov-2021	76
6	SEP-21	33	3152111030671	15-Oct-2021	23-Dec-2021	69
7	OCT-21	37	3152112027164	15-Nov-2021	23-Dec-2021	38
8	NOV-21	17	3152205036356	15-Dec-2021	12-Jul-2022	209
9	DEC-21	36	3152203041090	15-Jan-2022	29-Mar-2022	73
10	JAN-22	44	3152203041102	15-Feb-2022	06-Apr-2022	so
11	FEB-22	54	3152203041113	15-Mar-2022	18-Apr-2022	34
12	MAR-22	so	3152204022061	15-Apr-2022	18-Apr-2022	3
13	APR-22	59	3152208006655	15-May-2022	06-Aug-2022	83
14	MAY-22	62	3152208006686	15-Jun-2022	06-Aug-2022	52
15	JUN-22	61	3152208032378	15-Jul-2022	22-Aug-2022	38
16	JUL-22	64	3152208032403	15-Aug-2022	07-Sep-2022	23
17	SEP-22	68	3152212010953	15-Oct-2022	25-Dec-2022	71
18	OCT-22	67	3152212010972	15-Nov-2022	25-Dec-2022	40
19	NOV-22	68	3152212039609	15-Dec-2022	30-Jan-2023	46
20	DEC-22	70	3152302037109	15-Jan-2023	22-Feb-2023	38
21	JAN-23	73	3152302037338	15-Feb-2023	14-Mar-2023	27
22	FEB-23	74	3152305010884	15-Mar-2023	09-May-2023	55
23	MAR-23	72	3152305010916	15-Apr-2023	05-Jun-2023	51
24	APR-23	68	3152307002732	15-May-2023	06-Jul-2023	52
25	MAY-23	65	3152307002741	15-Jun-2023	01-Aug-2023	47
26	JUN-23	68	3152308039516	15-Jul-2023	04-Sep-2023	51

27	JUL-23	69	3152308041512	15-Aug-2023	27-Sep-2023	43
28	AUG-23	72	3152309035620	15-Sep-2023	16-Oct-2023	31
29	SEP-23	70	3152310036362	15-Oct-2023	26-Oct-2023	11
30	OCT-23	75	3152312005985	15-Nov-2023	12-Dec-2023	27
31	NOV-23	75	3152312040041	15-Dec-2023	03-Jan-2024	19
32	DEC-23	78	3152401040147	15-Jan-2024	28-Jan-2024	13
33	APR-24	90	3152405018600	15-May-2024	17-May-2024	2
34	JUN-24	89	3152408027566	15-Jul-2024	14-Aug-2024	30
35	AUG-24	86	3152409032148	15-Sep-2024	16-Sep-2024	1
36	MAR-25	107	3152504031121	15-Apr-2025	16-Apr-2025	1

ESIC Filing:

Sr. No.	Month	No. of Employee	DueDate	Date of Payment	Filing Reference	Days Delayed
1	APR-21	2	2021-05-15	2021-07-21	3321116864908	67
2	MAY-21	2	2021-06-15	2021-07-21	3321119627324	36
3	JUNE-21	2	2021-07-15	2021-12-01	3321138634402	139
4	JULY-21	2	2021-08-15	2021-12-01	3321138638204	108
5	AUG-21	2	2021-09-15	2021-12-01	3321138633939	77
6	SEP-21	2	2021-10-15	2021-12-01	3321138633861	47
7	OCT-21	2	2021-11-15	2021-12-01	3321138633793	16
8	NOV-21	PAID C-18 ADHOC	2021-12-15	2025-01-21	3325103810369	1133
9	DEC-21	2	2022-01-15	2022-07-22	3322110533322	188
10	JAN-22	2	2022-02-15	2022-07-22	3322110533423	157
11	FEB-22	2	2022-03-15	2022-07-22	3322110533591	129
12	MAR-22	2	2022-04-15	2025-01-09	3325101453528	1000
13	APR-22	2	2022-05-15	2025-01-09	3325101453999	970
14	MAY-22	4	2022-06-15	2022-07-22	3322121431039	37
15	JUNE-22	2	2022-07-15	2023-10-16	3322133148497	458
16	JULY-22	2	2022-08-15	2023-10-16	3322133148891	427
17	AUG-22	2	2022-09-15	2023-10-16	3322133149342	396
18	SEP-22	PAID C-18 ADHOC	2022-10-15	2025-01-21	3325103810369	829
19	OCT-22	2	2022-11-15	2023-10-16		335
20	NOV-22	1	2022-12-15	2023-10-16	3322145129860	305
21	DEC-22	1	2023-01-15	2023-10-16	3323107328051	274
22	JAN-23	1	2023-02-15	2023-10-16	3323107328141	243
23	FEB-23	1	2023-03-15	2023-10-16	3323116702192	215
24	MAR-23	1	2023-04-15	2023-10-16	3323116703687	184
25	APR-23	1	2023-05-15	2023-10-16	3323123939945	154
26	MAY-23	1	2023-06-15	2023-10-16	3323123939271	123
27	JUNE-23	1	2023-07-15	2025-01-09	3324144221437	544
28	JULY-23	1	2023-08-15	2025-01-10	3325101673612	514

29	AUG-23	1	2023-09-15	2025-01-10	3325101702626	483
30	SEP-23	1	2023-10-15	2025-01-10	3325101675850	453
31	OCT-23	1	2023-11-15	2025-01-10	3325101701333	422
32	NOV-23	1	2023-12-15	2024-03-14	3324108821376	90
33	DEC-23	1	2024-01-15	2024-03-14	3324108821578	59
34	JAN-24	16	2024-02-15	2024-03-14	3324107513508	28
35	FEB-24	9	2024-03-15	2024-03-14	3324108823930	0
36	MAR-24	7	2024-04-15	2024-04-15	3324113667673	0
37	APR-24	6	2024-05-15	2024-05-24	3324118080037	9
38	MAY-24	5	2024-06-15	2024-06-15	3324122179491	0
39	JUNE-24	4	2024-07-15	2024-08-14	3324131208382	30
40	JULY-24	5	2024-08-15	2024-08-16	3324131209125	1
41	AUG-24	4	2024-09-15	2024-09-20	3324135901870	5
42	SEP-24	3	2024-10-15	2024-10-08	3324137424153	0
43	OCT-24	3	2024-11-15	2024-11-14	3324143836191	0
44	NOV-24	3	2024-12-15	2024-12-15	3324148207110	0
45	DEC-24	2	2025-01-15	2025-01-15	3325101818758	0
46	JAN-25	2	2025-02-15	2025-02-15	3325107485462	0
47	FEB-25	3	2025-03-15	2025-03-15	3325111586942	0
48	MAR-25	2	2025-04-15	2025-04-15	3325116255625	0


RF 9. Our Company is involved in certain tax proceeding and is a party to certain litigations and claims during the course of its business. Any adverse decision may make us liable to liabilities/penalties and may adversely affect our reputation, business and financial status.

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by SEBI or Stock Exchanges against our Promoters	Material Civil Litigations	Aggregate amount involved (Rs. In Lakhs)
Company						
By the Company	-	-	-	-	-	-
Against the Company	-	2 [#]	-	-	-	38.55
Directors						
By our directors	-	-	-	-	-	-
Against the Directors	-	-	-	-	-	-
Promoters						
By Promoters	-	-	-	-	-	-
Against Promoters	-	-	-	-	-	-
Group Companies						
By Group Companies	-	-	-	-	-	-
Against Group Companies	-	-	-	-	-	-

#The Company has an outstanding demand of Rs. 38.55 lakhs as per the Income Tax portal. Of this, Rs. 21.56 lakhs are related to an assessment order under Section 143(3) for AY 2022-23 due to disallowance of the deduction claimed under section 80-IAC of the Income Tax Act, 1961. The Company being aggrieved filed an appeal before appellate authorities which is pending adjudication. The remaining demand of Rs. 16.99 lakhs pertain to AY 2023-24 on account of the return filed being marked as defective due to issues in approval of Form 10CCB filed by auditors due to technical problems. The Company has filed an application for condonation of delay under Section 119(2)(b) of the Income Tax Act, 1961 and for rectification of the apparent mistake under Section 154 of Income Tax Act, 1961.

For further details of certain material legal proceedings involving our Company, our Promoters, our directors, see “*Outstanding Litigation and Material Developments*” beginning on page 211 of this Draft Red Herring Prospectus.

RF 10. Our Company has made application for registration of logo with Registrar of Trademark; any infringement of our brand name or failure to get it registered may adversely affect our business. Further, any kind of negative publicity or misuse of our brand name could hamper our brand building efforts and our future growth strategy could be adversely affected.

Our Company has not registered its logo “ ICODEX” with the Registrar of Trademark for registration of logo and an application towards the same has been made. If we are unable to register the intellectual property in the future in our name or any objection on the same may require us to change our logo and hence may loose on the goodwill created so far. Further, the same may involve costly litigations and penal provisions if some legal consequences arise if someone from outside use our name and logo of the Company. We believe that our future growth and competitiveness would depend on our ability to establish and strengthen our brand. We cannot guarantee that we will be able to make a lasting brand image with our clients and other people in the absence of a logo. Although, we believe that our present systems are adequate to protect our confidential information and intellectual property, there can be no assurance that our intellectual property data, trade secrets or proprietary technology will not be copied, infringed or obtained by third parties. Further, our efforts to protect our intellectual property may not be adequate and may lead to erosion of our business value and our operations could be adversely affected. This may lead to litigations and any such litigations could be time consuming and costly and their outcome cannot be guaranteed. Our Company may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect our intellectual property, which may adversely affect our business, financial condition and results of operations.

RF 12. Our Company operates in a highly competitive environment. Any failure to compete effectively may have a material adverse effect on our business, financial and results of operations.

The markets for publishing solution services are rapidly evolving and highly competitive. Our Company faces competitive pressure from a broad spectrum of Indian and international publishing solution providers. In most markets, we are required to compete with competitors of varying sizes and with ability to perform different kinds of products and services, some or all of which we may or may not be able to offer.

Our Company believes that competition will continue to intensify both through the entry of new players and consolidation of existing players. Some of our competitors may have greater financial resources, technical and marketing resources and generate greater revenues, and therefore may be able to respond better to market changes than we can.

Our Company also believes that our ability to compete depends on a number of factors beyond our control including the ability of our competitors to attract, train, motivate and retain highly skilled employees, the price at which our competitors offer comparable services and the extent of our competitors’ responsiveness to customer needs. Our inability to adequately address competitive pressures may have a material adverse effect on our business, prospects and results of operations.

We are constantly required to evaluate and increase our competitive position in each of our markets. As a result, we may have to lower our profitability levels and continue to strive to compete with our competition on all fronts. Our competitive position in a market therefore significantly impacts our market share, business, financial condition, results of operations and prospects.

RF 13. Significant disruptions in our information technology systems, cyber threats or breaches of data security could affect our business and reputation

We may also face cyber threats, wherein fraudsters send unsolicited codes or mails seeking account sensitive information or to infect custom machines to search and attempt ex-filtration of account sensitive information. Cyber threats are evolving and are becoming increasingly sophisticated. Our Company may experience cyber threats from time to time, which pose a risk to the security of our systems and networks and the confidentiality, availability and integrity of our data.

Such threats can be in the nature of –

1. Hacking – wherein expert attackers seek to hack into our infrastructure with the primary intention of causing reputational damage to us by disrupting services;
2. Data theft – This can be internal i.e., by someone who has access to data of our Company or external wherein unconnected expert cyber criminals may attempt to intrude into our network with the intention of stealing our data or information; and
3. Advanced persistent threat – a network attack in which an unauthorized person gains access to our network and remains undetected for a long period of time.

Our systems are may be vulnerable to data security breaches, whether by our employees, or others that may expose sensitive data to unauthorized persons.

We process and transfer data provided to us in the normal course of business. Although we maintain systems and procedures to prevent unauthorized access and other security breaches, it is possible that unauthorized individuals could improperly access our systems, or improperly obtain or disclose sensitive data that we process or handle. Data security breaches could lead to the loss of data or could lead to the public exposure of sensitive information of our clients. Any such security breaches or compromises of technology systems could result in institution of legal proceedings against us and potential imposition of penalties, which may have an effect on our business and reputation.

Significant security breaches in our computer systems and network infrastructure and fraud could impact our business. We seek to protect our computer systems and network infrastructure from physical break-ins as well as security breaches and other disruptive

problems. Computers break –ins could affect the security of information stored in and transmitted through these computers systems and networks.

A few of our products and solutions operate on web-based technologies. Our contracts with customers require us to comply with certain security obligations, including maintenance of network security, back-up of data, ensuring our network is virus-free and ensuring the credentials of those employees who work with our customers. Our Company cannot assure that they will be able to comply with all these obligations and not incur any liability. Further, while our Company has implemented industry-standard security measures, our network may still be vulnerable to unauthorized access, computer viruses and other disruptive problems. Anybody who is able to circumvent security measures could misappropriate proprietary information and cause interruptions in our operations. Thus, if we are unable to successfully protect our computer systems from security risks, our business could suffer and we may also be subjected to claims for losses and damages from customers for any loss of data or breach of confidentiality provisions.

Though, no such instances have occurred in the past, there can be no assurance that the same will not happen in future.

RF 14. Substantial portion of our objects of the Issue comprises of purchase of new office space. Within the parameters as mentioned in the chapter titled “Objects of the Issue” beginning on page 76 of this Draft Red Herring Prospectus, our Company’s management will have flexibility in applying the proceeds of this Issue. The fund requirement and deployment mentioned in the Objects of this Issue have not been appraised by any bank or financial institution.

We intend to use a substantial portion of Net Issue Proceeds from Fresh Issue as capital expenditure towards purchase of new office. **In case there is delay in receipt of possession from the builder then the same may have an adverse bearing on our business operations. Though we do not envisage any such delay, however if the same happens then our business will be affected.** The other objects for the issue are to purchase hardware for new office, to meet working capital requirements, and for general corporate purpose. We intend to deploy the entire Net Issue Proceeds from Fresh Issue in financial year 2025-26. Such deployment is based on certain assumptions and strategy which our Company believes to implement in future. The funds raised from the Issue may remain idle on account of change in assumptions, market conditions, strategy of our Company, etc. **The IPO Funds pending utilisation (if any) will be deposited in scheduled commercial bank having credit rating of A or above.**

For further details on the use of the Issue Proceeds, please refer chapter titled “Objects of the Issue” beginning on page 76 of this Draft Red Herring Prospectus.

The deployment of funds for the purposes described above is at the discretion of our Company’s Board of Directors. The fund requirement and deployment are based on internal management estimates and has not been appraised by any bank or financial institution. Accordingly, within the parameters as mentioned in the chapter titled “Objects of the Issue” beginning on page 76 of this Draft Red Herring Prospectus, the Management will have significant flexibility in applying the proceeds received by our Company from the Issue. Our Board of Directors will monitor the proceeds of this Issue.

RF 18. Our Company has recently transited from a private to a public company. The process for updating the details of the Company across all portals and platform has been completed however, any delay in such updation may make the company liable to penalties or regulatory action.

Our Company had applied for the transition or endorsement of the name of the Company on many of the documents, registration, bank account and other documents which are in the name of Icodex Publishing Solutions Private Limited. Though the name change has been completed, however any delay in the updation of the same on the portals may require the company to pay any penalty or refusal from any authority of such transition or endorsement which may affect the financial position and operation of our Company.

Further, we require several statutory and regulatory permits, licenses and approvals to operate our business, some of which are either received or applied for. Many of these approvals are subject to periodical renewal. Any failure to renew the approvals that may expire, or to apply for the required approvals, licenses, registrations or permits, or any suspension or revocation of any of the approvals, licenses, registrations and permits that have been or may be issued to us, could result in delaying the operations of our business, which may adversely affect our business, financial condition, results of operations and prospects.

[The above RF 18 will be deleted in the RHP]

RF 19. Our Promoters do not have prior experience in handling higher business volume. If we are unable to manage our growth effectively and develop our strategic plan effectively, our business and prospects may be materially and adversely affected.

Post IPO due to infusion of IPO proceeds, business volume may increase. The Promoters/Key Managerial personnel may not be able to handle such increase in business volume as they do not have past experience of handling such increase in business.

RF 32. As of now, our company has not conducted independent Information Technologies Audit (IT Audit) from any certified IT Auditor. Non-adherence of such audit could create threat on our corporate assets and data integrity.

As of now, our company has not conducted independent Information Technologies Audit (IT Audit) from any certified IT Auditor. Currently, our company has no policy of conducting IT audit **neither is the same mandatory under any law.** However, in order to

establish safeguard of assets, maintaining data integrity and allowing organizational goals to be achieved effectively and using resources efficiently, it is advisable to conduct the audit. It helps to determine whether IT controls protect corporate assets, ensure data integrity and are aligned with the business's overall goals. IT auditors examine not only physical security controls, but also overall business and financial controls that involve information technology systems. Our management is planning to adopt such policy of introducing such types of audits in our company.

However, non-adherence of adoption of such audit and our inability to adopt such measures in future could cause loss of data which would emanate financial as well as business reputation loss.

The company is in process to approach certain professionals and take such measures to safeguard the IT infrastructure of company. In coming future, company is also planning to develop in house.

RF 35. We could be harmed by employee misconduct or errors that are difficult to detect and any such incidences could adversely affect our financial condition, results of operations and reputation.

Employee misconduct or errors could expose us to business risks or losses, including regulatory sanctions and cause serious harm to our reputation and goodwill of our Company. There can be no assurance that we will be able to detect or deter such misconduct. Moreover, the precautions we take to prevent and detect such activity may not be effective in all cases. Our employees may also commit errors that could subject us to claims and proceedings for alleged negligence, as well as regulatory actions on account of which our business, financial condition, results of operations and goodwill could be adversely affected.

We confirm that there have been no such instances of employee misconduct or error in the past.

New Risk Factor to be inserted – We will put this as RF 9 in the RHP and the serial numbers of the other Risk Factors will be changed accordingly.

RF. There have been some discrepancies and errors in our statutory filings with the Registrar of Companies (RoC) and other compliance requirement under the Companies Act, 2013.

In the past, there have been instances of delay in statutory & regulatory dues with respect to filings with the Registrar of Companies (RoC) and other compliance requirement under the Companies Act, 2013. The details of the same is as per the tables below:

Late Filing Fees Paid to MCA:

Sr. No.	Form Return I / I document filed	Purpose Details I	Date of Event	Challan No	Date of Filing Form:	Delayed Filing Duration (in Days)	Late Fees / Penalty paid for delayed filing in Rs.
1	Form ADT-1	Auditor Appointment	31/12/2019	R31218969	27/01/2020	13	300
2	Form AOC-4	Form for filing financial statement and other documents with the Registrar	31/12/2020	R96587704	10/02/2021	12	No additional fees paid due to CFSS scheme was applicable
3	Form AOC-4	Form for filing financial statement and other documents with the Registrar	30/11/2021	T85092088	08/03/2022	69	No additional fees paid due to CFSS scheme was applicable
4	Form MGT-7	Annual Return	30/11/2021	T91288480	28/03/2022	59	No additional fees paid due to CFSS scheme was applicable

5	Form AOC-4	Form for filing financial statement and other documents with the Registrar	30/09/2022	F46688701	22/11/2022	24	2400
6	Form AOC-4	Form for filing financial statement and other documents with the Registrar	30/09/2023	F83278010	24/11/2023	26	2900
7	Form No. CHG-1	Application for registration of creation, modification of charge	28/06/2023	AA4832550	15/09/2023	79	6,200
8	Form ADT-3	Notice of resignation by the Auditor	05/06/2024	F96770342	12/07/2024	7	600
9	Form ADT-1	Notice to the Registrar by company for appointment of auditor	13/06/2024	F96833926	17/07/2024	20	600
10	Form SH- 7	Notice to Registrar of any alteration of share	13/06/2024	AA9333029	15/07/2024	2	2836
11	Form DIR-12	Particulars of appointment of directors and the key managerial personnel and the changes among them	05/06/2024	AA9311631	15/07/2024	10	600
12	Form DIR-12	Particulars of appointment of directors and the key managerial personnel and the changes among them	13/06/2024	AA9352162	18/07/2024	5	600
13	Form INC-27	Conversion of public company into private company or private	25/06/2024	AA9499831	29/07/2024	4	1200

		company into public company and					
14	Form ADT-1	Notice to the Registrar by company for appointment of auditor	28/09/2024	N07997455	26/10/2024	12	600
15	Form MGT-14	Filing of Resolutions and agreements to the Registrar	30/10/2024	AB1948698	13/12/2024	13	1200
16	Form PAS- 3	Return of Allotment	30/10/2024	AB2207780	13/12/2024	13	1200
17	Form MGT-14	Filing of Resolutions and agreements to the Registrar	28/08/2024	AB2238839	23/12/2024	117	3600
18	Form MGT-14	Filing of Resolutions and agreements to the Registrar	28/08/2024	AB2239103	23/12/2024	117	3600
19	Form MGT-14	Filing of Resolutions and agreements to the Registrar	28/08/2024	AB2555274	28/01/2025	153	6000
20	Form MGT-14	Filing of Resolutions and agreements to the Registrar	28/08/2024	AB2555470	28/01/2025	153	6000
21	Form MGT-14	Filing of Resolutions and agreements to the Registrar	28/08/2024	AB2639671	12/02/2025	168	6000
22	Form CHG-4	Particulars for satisfaction of charge thereof	04/12/2024	AB2841338	05/03/2025	91	3600
Total							50,036

There can be no assurance that delay or default with respect to payment of statutory and regulatory dues will not occur in the future which in turn may affect our reputation and financial results.

While our Company has not yet faced any regulatory actions, fines, or penalties for these lapses, we cannot guarantee that such measures will not be imposed in the future. Additionally, we cannot ensure that similar non-compliances will not occur again. If

regulatory authorities impose penalties or take actions against our Company or its directors/officers, it could adversely affect our business and financial condition.

SECTION – IV: INTRODUCTION

THE ISSUE

The following is the summary of the Issue:

Present Issue in Terms of this Draft Red Herring Prospectus	
Equity Shares Offered through Public Issue ⁽¹⁾⁽²⁾	Up to 41,20,800 Equity Shares of face value of ₹ 10 each fully paid up for cash at price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per Share aggregating to ₹ [●] Lakhs.
Consisting Of:	
Fresh Issue	Up to 33,96,000 Equity Shares of ₹10 each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating ₹ [●] lakhs
Offer for Sale	Offer for sale by existing shareholder up to 7,24,800 equity shares of ₹10 each at a price of ₹ [●] per equity share aggregating to ₹ [●] lakhs
Out of which:	
Issue Reserved for the Market Makers	Up to [●] Equity Shares having face value of ₹ 10 each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating to ₹ [●] Lakhs.
Net Issue to the Public	Up to [●] Equity Shares having face value of ₹ 10 each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating to ₹ [●] Lakhs.
Out of which*	
A. QIB Portion ^{(3)(4) (5)}	Not more than [●] Equity Shares of ₹10 each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating to ₹ [●] Lakhs
Of which	
1. Anchor Investor Portion	Up to [●] Equity Shares having face value of ₹ 10 each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating to ₹ [●] Lakhs
2. Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	Up to [●] Equity Shares having face value of ₹ 10 each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating to ₹ [●] Lakhs
Of Which	
• Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	Up to [●] Equity Shares of ₹ [●] each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating to ₹ [●] Lakhs
• Balance of QIB Portion for all QIBs including Mutual Funds	Up to [●] Equity Shares of ₹ [●] each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating to ₹ [●] Lakhs
B. Non-Institutional Portion	Not less than [●] Equity Shares of ₹10 each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating to ₹1500.00 Lakhs
C. Retail Portion	Not less than [●] Equity Shares of ₹10 each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating to ₹ [●] Lakhs
Pre & Post Issue Equity Shares	
Equity Shares outstanding prior to the Issue	1,22,41,020 Equity shares of Face Value Rs. 10 each
Equity Shares outstanding after the Issue	Up to 1,56,37,020 Equity Shares of face value ₹10 each
Use of Net Proceeds by our Company	Please see the chapter titled “Objects of the Issue” on page 76 of this Draft Red Herring Prospectus.

*Subject to finalization of the Basis of Allotment. Number of shares may need to be adjusted for lot size upon determination of issue price.

The Selling Shareholders have consented to participate in the Offer for Sale in the following manner:

Name of the Selling Shareholder	Type	Consent letter dated	No. of equity shares held	% of the pre-Offer paid-up Equity Share capital	No of Equity Shares offered by way of Offer for Sale	OFS shares as a % of Pre-Offer Paid Up Capital
Selling Shareholders						
Kamalakkannan Govindaraj	Promoter Selling Shareholder	February 05, 2025	53,64,447	43.82%	3,62,400	2.96%
Chetan Shankarlal Soni	Promoter	February 05, 2025	53,64,447	43.82%	3,62,400	2.96%

	Selling Shareholder					
--	------------------------	--	--	--	--	--

The Selling Shareholders have confirmed that the Equity Shares proposed to be offered and sold in the Issue are eligible in term of SEBI (ICDR) Regulations, 2018 and that they have not been prohibited from dealings in securities market and the Equity Shares offered and sold are free from any lien, encumbrance or third-party rights. The Selling Shareholders have also confirmed that they are the legal and beneficial owners of the Equity Shares being offered by them under the Offer for Sale.

GENERAL INFORMATION

Underwriting Agreement

The Company and the Book Running Lead Manager to the Issue hereby confirm that the Issue will be 100% Underwritten by the underwriter(s).

Pursuant to the terms of the Underwriting Agreement dated [●] entered into by Company, Underwriter(s), the obligations of the Underwriter(s) are subject to certain conditions specified therein. The Details of the Underwriting commitments are as under:

(This portion has been intentionally left blank and will be filled in before the Red Herring Prospectus or the prospectus, as applicable is filed with RoC)

Details of the Underwriter(s)	Number of Equity Shares to be Underwritten	Amount Underwritten (₹ in Lakhs)	% of the total Issue size Underwritten
Finaax Capital Advisors Private Limited	Up to 33,32,340	[●]	85%
Indcap Advisors Private Limited	Up to 5,88,060	[●]	15%

**Includes [●] Equity Shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker, Aftertrade Broking Private Limited (formerly known as RCSPL Share Broking Pvt Ltd) in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, 2018, as amended.*

The above-mentioned is indicative underwriting and will be finalised after determination of Issue Price and Basis of Allotment and subject to the provisions of the SEBI ICDR Regulations.

In the opinion of the Board of Directors of our company, the resources of the above-mentioned Underwriter are sufficient to enable them to discharge their respective underwriting obligations in full. The above-mentioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as broker with the Stock Exchange

The Board, at its meeting held on [●], has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company. Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitment. As per Regulation 260(2) of SEBI (ICDR) Regulations, 2018, the Book Running Lead Manager has agreed to underwrite to a minimum extent of 15% of the Issue out of its own account.

Market Maker

Details of Market Making Arrangement for this Issue

Our Company and the BRLM has entered into a Market Making Agreement dated [●] with the following Market Maker, to fulfil the Market Making obligations under this Issue:

Name	Aftertrade Broking Private Limited (formerly known as RCSPL Share Broking Pvt Ltd)
Correspondence Address	206, Time Square, Besides Pariseema Building, CG Road, Navrangpura, Ahmedabad: 380009
Tel No.	+91 7801918080
E-mail	compliance@aftertrade.in
Website	https://www.aftertrade.in/
Contact Person	Mr. Tanmay Trivedi
SEBI Registration No.	INZ000155638
Market Maker Registration No.	0004443

In accordance with Regulation 261 of the SEBI ICDR Regulations, we have entered into an agreement with the Book Running Lead Manager and the Market Maker (duly registered with BSE SME to fulfil the obligations of Market Making) dated [●] to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this Issuer.

The Market Maker shall fulfil the applicable obligations and conditions as specified in the SEBI ICDR Regulations, as amended from time to time and the circulars issued by BSE SME and SEBI in this matter from time to time.

CAPITAL STRUCTURE

Set forth below are the details of the Equity Share capital of our Company as on the date of this Draft Red Herring Prospectus:
(₹ in Lakhs except share data)

Sr. No.	Particulars	Aggregate nominal value (in ₹)	Aggregate value at Issue Price* (in ₹)
a)	Authorized Share Capital		
	1,80,00,000 Equity Shares of face value of ₹ 10/- each	1,800.00	[●]
b)	Issued, Subscribed and Paid-up share Capital before the Issue		
	1,22,41,020 Equity Shares of face value of ₹ 10/- each	1224.10	[●]
c)	Present Issue in terms of this Draft Red Herring Prospectus		
	Fresh Issue of up to 33,96,000 Equity Shares of face value of ₹ 10/- each aggregating up to ₹ [●] Lakhs ^{(1) (2)}	Up to [●]	[●]
	Offer for Sale up to 7,24,800 Equity Shares having face value of ₹ 10 each at a price of ₹ [●] per equity share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●] held by Promoter Selling Shareholders	Up to [●]	[●]
	<i>Which Comprises of:</i>		
d)	Reservation for Market Maker portion		
	[●] Equity Shares of face value of ₹ [10]/- each	[●]	[●]
e)	Net Issue to the Public		
	[●] Equity Shares of face value of ₹ [10]/- each at a price of [●] per equity share to the Public	[●]	[●]
	Retail Individual Investors: [●] Equity Shares of face value of ₹ 10/- each at a price of per Equity Share will be available for allocation to Retail Individual Investors	[●]	[●]
	Non- Institutional Portion: [●] Equity Shares of face value of ₹ 10/- each at a price of ₹ [●] per Equity Share will be available for allocation to Non- Institutional Investors.	[●]	[●]
	Qualified Institutional Buyers: [●] Equity Shares of face value of ₹ 10/- each at a price of ₹ [●]/- per Equity Share will be available for allocation to Qualified Institutional Buyers	[●]	[●]
f)	Issued, Subscribed and Paid-up share Capital after the Issue		
	1,56,37,020 Equity Shares of face value of ₹ 10/- each*	1,563.70	[●]
g)	Securities Premium Account		
	Before the Issue (as on date of this Draft Red Herring Prospectus)		NIL
	After the Issue		[●]

* To be updated upon finalisation of the Issue Price, and subject to the Basis of Allotment

Details of Promoter's Contribution locked-in for Three Years

Pursuant to Regulation 236 and 238 of the SEBI (ICDR) Regulations, 2018, an aggregate of 20.00% of the post-Issue Capital held by our Promoters shall be considered as Promoter's Contribution ("Minimum Promoter's Contribution") and shall be locked in for a period of three years from the date of allotment of Equity Shares pursuant to this Issue. The lock in of Minimum Promoter's Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

As on the date of this Draft Red Herring Prospectus, our Promoter's collectively holds 1,07,28,894 Equity Shares of face value of ₹10/- each. Post offer for sale, our Promoter's will collectively hold 1,00,04,094 Equity Shares constituting 63.98% of the Post – Issued, Subscribed and Paid-up Capital of our Company, which are eligible for the Minimum Promoter's contribution.

Our Promoters, Kamalakkannan Govindraj and Chetan Shankarlal Soni, have given written consent to include 31,27,404 Equity Shares held by them and subscribed by them as part of Promoters Contribution constituting (20.00% of the post issue Equity Shares) of our Company equally. Our Promoters have agreed not to sell, transfer, charge, pledge or otherwise encumber in any manner the Promoters' Contribution from the date of filing this Draft Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

In terms of clause (a) of Regulation 238 of the SEBI (ICDR) Regulations, 2018, Minimum Promoter's Contribution as mentioned above shall be locked-in for a period of three years from the date of allotment in the Initial Public Offer, whichever is later.

Details of the Equity Shares to be locked-in for three years from the date of Allotment as Promoter's Contribution are set forth in the table below:

Date of allotment/ Transfer of the Equity Shares	No. of Equity Shares locked- in	Face value per share (₹)	Issue/ Acquisition/ Transfer price per Equity Share (₹)	Nature of transaction	Post-Issue Shareholding (%)	Lock In Period
Kamalakkannan Govindraj						
October 30, 2024	15,63,702	10	NIL	Bonus Issue	[●]	3 years
Chetan Shankarlal Soni						
October 30, 2024	15,63,702	10	NIL	Bonus Issue	[●]	3 years
Total	31,27,404					

The minimum Promoter's contribution has been brought in to the extent of not less than the specified minimum lot and from persons defined as "Promoters" under the SEBI (ICDR) Regulations. All Equity Shares, which are being locked in are not ineligible for computation of Minimum Promoters Contribution as per Regulation 237 of the SEBI (ICDR) Regulations, 2018 and are being locked in for 3 years as per Regulation 238(a) of the SEBI (ICDR) Regulations, 2018 i.e. for a period of three years from the date of allotment of Equity Shares in this Offer.

No Equity Shares proposed to be locked-in as Minimum Promoter's Contribution have been issued out of revaluation reserve or for consideration other than cash except bonus issue of shares dated September 28, 2024, as disclosed and revaluation of assets or capitalization of intangible assets, involved in such transactions.

The entire pre-offer shareholding of the Promoters, other than the Minimum Promoter's contribution which is locked in for three years, shall be locked in a phased manner from the date of allotment in this offer as below:

- 50.00% promoters' holding shall be locked in for 1 year
- 50.00% promoters' holding shall be locked in for 2 years

Details of Promoter's Contribution Locked-in for One Year and Two Years

In terms of Regulation 238(b) of the SEBI (ICDR) Regulations, 2018 and SEBI (ICDR) (Amendment) Regulations, 2025, in addition to the Minimum Promoter's contribution which is locked in for three years held by the promoters, as specified above, the 50.00% of pre-issue Equity Share capital constituting 34,38,345 Equity Shares of face value of ₹10/- each shall be locked in for a period of one year and remaining 50.00% of pre-issue equity shares capital constituting 34,38,345 Equity Shares of face value of ₹10/- each shall be locked-in for a period of two years from the date of allotment of Equity Shares in this Issue.

Details of pre-issue equity shares held by persons other than the promoters locked-in for One Year

In terms of Regulation 239 of the SEBI (ICDR) Regulations, 2018, in addition to the Minimum Promoters contribution as per regulation 238(a) and 238(b) of the SEBI (ICDR) Regulations, 2018, the entire pre-issue capital held by persons other than the promoters' holding constituting 15,12,126 Equity Shares of face value of ₹10/- each shall be locked in for a period of one year from the date of allotment of Equity Shares in this Issue.

As on date of this Draft Red Herring Prospectus there are no equity shares held by our Promoter and Promoter Group which are under lock in.

e. Equity Shares for which specific written consent has not been obtained from the shareholders for inclusion of their subscription in the minimum Promoters' Contribution subject to lock-in.

In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, our Company confirms that certificates of Equity Shares which are subject to lock in shall contain the inscription Non-Transferable and specify the lock-in period and in case such equity shares are dematerialized, the Company shall ensure that the lock in is recorded by the Depository.

The shareholding of the Promoters in excess of 20% of the fully diluted Post-Issue Equity Share capital, excluding shares offered for sale, shall be locked in for a period of one year from the date of Allotment. All the Equity Shares held by our Promoters are in dematerialized form.

In terms of Regulation 239 of the SEBI (ICDR) Regulations, 2018, the entire pre- Issue capital held by the Persons other than the Promoters shall be locked in for a period of one year from the date of allotment in the Initial Public Offer. Accordingly, [•] Equity shares held by the Persons other than Promoters shall be locked in for a period of one year from the date of allotment in the Initial Public Offer. In terms of Regulation 243 of the SEBI ICDR Regulations, Equity Shares held by our Promoters which are locked-in as per Regulation 238 of the SEBI ICDR Regulations, may be transferred to the other Promoters or any member of our Promoter Group or a new promoter, subject to continuation of lock-in applicable with the transferee for the remaining period (and such transferees shall not be eligible to transfer until the expiry of the lock-in period) and compliance with provisions of the Takeover Regulations.

Further, in terms of Regulation 243 of the SEBI ICDR Regulations, Equity Shares held by persons (other than our Promoters) prior to the Issue and locked-in for a period of one year, may be transferred to any other person holding Equity Shares which are locked-in along with the Equity Shares proposed to be transferred, subject to the continuation of the lock-in with the transferee for the remaining period (and such transferees shall not be eligible to transfer until the expiry of the lock-in period) and compliance with the provisions of the Takeover Regulations.

It is confirmed that the price per share for determining securities ineligible for minimum promoters' contribution, shall be determined after adjusting the same for corporate actions such as share split, bonus issue, etc. undertaken by our Company.

OBJECTS OF THE ISSUE

The Issue comprises the Offer for Sale and the Fresh Issue.

The Fresh Issue comprises up to 33,96,000* Equity Shares, aggregating to ₹ [●] Lakh by our Company and the Offer for Sale comprises up to 7,24,800* Equity Shares, aggregating to ₹ [●] Lakh by Selling Shareholders.

**Subject to finalization of basis of allotment.*

DETAILS OF USE OF ISSUE PROCEEDS

1. Capital Expenditure

a. Purchase of new office premises

Our Company is engaged in the business of Software Product Development for Scholarly Publishing industry. We specialize in a developing and providing publishing products and software, which support the end-to-end publishing process, i.e., from manuscript preparation till print and digital content distribution. Our work requires development around technology, and for the purpose we have on our payrolls employees who are mainly technicians/technocrats. In order to further strengthen our tech team and cater to the growing needs of the clients. We are expanding our team and in order to accommodate the entire employee base under one roof, we propose to acquire new office premises in Pune, Maharashtra.

The details of the property proposed to be acquired from the Net proceeds of the Fresh Issue is as below:

Name of Project and Contractor	Location	Area in sq. mts	Rs in lakhs*	Advance Payment
Project: Vrindanand Bay Builder: M/S Makwana and Tanmay Construction	SR 18/1 Next to Icon Sterling Centre Pan Card Club Road Baner Pune – 411045, Maharashtra	729.9 Sq. mts [Office Units – 201, 202, 301, 302, 601 and 602 along with usable attached open balcony on 2 nd , 3 rd and 6 th Floor] This also includes 4 mechanical parking space of area 25 sq. mts and 50 two-wheeler parking.	1428.27 Plus, applicable GST, stamp duty and registration fees	INR 30 Lakhs paid on December 30, 2024*
Status of Building	<ul style="list-style-type: none"> The RCC (Reinforced Cement Concrete) work has been completed. The brick work has been completed. 80% of construction work has been completed. The finishing work is scheduled to be completed by July 2025. Soft Possession - by July 15, 2025 Complete Possession - by December 15, 2025 The building has received commencement certificate dated February 22, 2022 which was revised on October 09, 2023. The property is RERA registered and the possession date mentioned in RERA is March 31, 2027. 			

** Our company has paid total amount of Rs. 30 Lakhs as advance payment / Application Fee to the Promoter of the property from the internal accruals of the Company. This has been duly certified by Statutory Auditors M/s. JMKK & Co., Chartered Accountants dated February 06, 2024, bearing UDIN25151274BMJIIT5261.*

The purchase price of the abovementioned premises is as below:

Particulars	Amount (Rs. In lakhs)
Principal cost of acquisition as per Agreement of Sale dated January 24, 2025	1428.27
Applicable GST @ 12%	171.39
Applicable Stamp Duty	99.98
Total Acquisition Cost	1699.64
Less: Advance Payment done by Company	30.00
Total cost to be funded from Fresh issue	1669.64

Rationale for purchase of new office premises

- **To support the expanding team base:**

Currently we operate out of a co-working space with two office spaces under one roof aggregating to a seating capacity of 106 seats. Our present employee base is of 116 employees of which, 40 employees are on work from home due to insufficient seating capacity in the current facility.

Our company is expanding its operations and in order to cater to the growing demands of the clients we need to enhance our employee base as well. However, since we are in the process of hiring new employees, we shall need a larger space to operate and we project to build our team to a total of 200 employee by FY 2025-26. The office space proposed to be acquired from the proceeds of the Fresh issue is a larger one and it can accommodate up to 200 employees at one place. Hence, owing to our expansion strategy, we require a new office space to enable the entire team to operate from one roof. A common large office space will also inculcate an on-premise environment for better security and collaboration.

- **Alignment with data protection and confidentiality obligation:**

The Company being involved in the business of research paper and journal publishing industry places immense importance on protecting sensitive researcher data. Research papers often contain groundbreaking findings, unpublished data, and intellectual property that are critical to academic and industrial advancements. Their confidentiality is paramount as any leak could lead to severe consequences such as:

- Loss of intellectual property rights for researchers and institutions.
- Financial damage due to unauthorized use or replication of findings.
- Irreparable harm to the credibility and trust of the publisher.

Further, owning a dedicated data center and delivery center will help the Company to –

- **Ensure compliance with data protection standards:** Aligning with the ISMS 27001/2022 standards and other applicable laws requires secure physical and digital infrastructure for data storage and processing. Obtaining ISMS 27001/2022 certification requires adherence to stringent security protocols that are best implemented in owned premises. Co-working spaces or leased offices often fail to meet these requirements due to:
 - Limited control over physical access and infrastructure.
 - Lack of customization options for implementing advanced security measures

In addition to ISMS certification, other critical certifications essential for the publishing business include:

- SOC 2 (System and Organization Controls) - Focused on data security and privacy controls.
- PCI DSS (Payment Card Industry Data Security Standard) - Essential for secure handling of payments and personal information.
- GDPR Compliance Certification - Ensures data processing aligns with global data protection standards.

These certifications are vital for ensuring compliance and building trust within the publishing ecosystem.

- **Upholding confidentiality and trust:** Maintaining direct control over data security measures in a self-owned premise mitigates the risk of breaches, unauthorized access, and non-compliance with contractual terms. Ownership of data centers ensures control over data security and helps in ensuring enhanced trust among stakeholders.
- **Fulfilling legitimate business purposes:** Hosting a secure on-premises data center directly aligns with the core principle of processing, personal and sensitive data responsibly and ethically, as outlined in our Terms of Use.

Further, in addition to existing operations, the Company is launching new portal catering directly to consumers of publishing industry. For further details about the product, please refer Chapter “*Our Business*” on page 116. Data confidentiality and protection of the data collected for the same will play a vital role for establishing the product in the market. Hence, acquisition of the new office premises becomes vital for the Company for overall gamut of things.

- **Substantial rent savings:** Our current rental expenditure is ₹7.70 lakhs per month (aggregating to ₹92.4 lakhs annually) with a 6% escalation clause annually. This yearly rent will not be payable once we have our own premises. This substantial saving in cash outflow every year will help us to plough more funds in the business for further growth of the company. Further, we shall be able to use this savings strategically for customer acquisition and R&D activities.
- **Operational efficiencies** – owning an office eliminates uncertainties related to fluctuating rental costs and lease renewals, ensuring smooth and uninterrupted operations.
- **Improved employee sentiments** – A permanent office enhances employee morale and retention. It fosters a sense of belonging and pride among employees, creating a conducive environment for innovation and productivity. This also induces a sense of trust among

the employees at the time of taking up employment resulting in better employee attraction. Employees can plan their home purchase/rental basis the office location and this becomes easier for the company to hire and retain new talent.

- **Enhanced brand image:** A corporate-owned office signals maturity, stability, and growth, attracting investors and at the same time it fosters pride, boosts productivity, and aids in employee retention.
- **Customer and vendor trust:** A permanent base symbolizes long-term commitment, enhancing trust in service continuity.

b. Purchase of Additional Hardware for new office

Our Company presently has 116 employees of which, 40 employees are on work from home due to insufficient seating capacity in the current facility. As the company expects to grow its existing business as well as venture into new products i.e., B2C offerings and new geographies i.e., improved focus on domestic customers, the Company anticipates requirement of additional IT related hardware which it proposes to acquire as per the details given below.

By purchase of new office premises, the headcount of employees is proposed to be increased to a total of 200 employee by FY 2025-26. The company proposes to purchase additional laptops out of the IPO funds for its additional employees as well as replacement for certain existing old laptops.

We have received quotations for the following new Hardware:

Sr. No	Particulars	Quantity	Rate (Rs./pc)	Amount (Rs. in Lakhs)
1.	<u>Lenovo Laptops</u> <i>13th Gen Intel Core i5-13450HX [2.4GHz (Base) - 4.6GHz (Max) 10 Cores 16 Threads 20MB Cache] / 16GB RAM DDR5-4800, 512GB SSD (Expandable up to 1TB) / VIDIA GeForce RTX 4050 6GB GDDR6, Boost Clock 2370MHz, TGP 105W G-Sync /15.6 Inches (39.6cm)/144Hz/, Anti-Glare, Non-Touch, 45% NTSC, 300 nits / 5.0 MP + IR Camera / Win 11 Backlit KB / 2x 2W HD Stereo Speakers / Nahimic Audio with Surround Sound, Sound Tracker /AI Engine +/- 1Yr ADP Free/ 3 Years Premier Support</i>	100	87,200	87.20
2.	HP Server (84715000) <i>HPE ML350 Gen11 Tower Server</i>	1	6,24,000	6.24
3.	Printers <i>HP 43fdw</i>	1	69,500	0.69
4.	HP MFP <i>M438nda</i>	1	59,900	0.60
Total				94.73
Add GST @ 18%				17.05
Grand Total				111.79

Note:

- We have received quotations from Spectra Systems (dated May 07, 2025 having validity of 90 days from the date of the quotation), Right Solutions (dated January 30, 2025), DCC Infotech Pvt. Ltd. (dated January 30, 2025) and Lee The Computer Shoppee (dated January 30, 2025). After careful consideration we have decided to procure the hardware from Spectra Systems because they are an existing vendor of the Company and we have developed trust on their products and services. Further their prices are also competitive and collectively, based on factors such as user experience, budget, transparency, timeline, etc. we have decided to go ahead with the quotation received from them.
- The quotations relied upon by us in arriving at the above cost are valid for a specific period and may lapse after the expiry of the said period. Consequent upon which, there could be a possible escalation in the cost of the hardware at actual time of placing order, resulting in increase in the estimated cost.
- We have not entered into any definitive agreements with the vendors and there can be no assurance that the same vendors would be engaged to eventually provide the products at the same costs. The actual cost of procurement and actual vendor may vary. The vendor shortlisted for procuring the hardware are independent vendors.

Working Capital Requirements

The past data mentioned for calculating the Working Capital requirements is based on the Audited Restated Standalone Financial Statements.

[We confirm to add the above statement after the Working Capital table at the time of submission of RHP].

Justifications for Working Capital

A. Current Assets

Trade Receivables

Particulars	UOM	March 31, 2022 (A)	March 31, 2023 (A)	March 31, 2024 (A)	September 30, 2024 (A)	March 31, 2025 (P)	March 31, 2026 (P)
Trade Receivable	Rs. Lakhs	120.09	181.41	137.33	595.61	495.27	737.71
Change in Amount	Rs. Lakhs		61.32	(44.08)	458.28	(100.34)	242.44
Trade Receivable	Days	54	69	48	101	91	91
Change in Days	Days		15	(21)	53	(10)	0.00

- In FY 2022, the company's collection period stood at 54 days, which increased to 69 days in FY 2023. However, in FY 2024, it decreased by 21 days. The fluctuation in the collection period is primarily due to ongoing negotiations with customers who are requesting a 90-day credit period, which the company has been trying to negotiate and avoid. As a result, the credit period appears inconsistent.
- Additionally, the company commenced its domestic operations in FY 2024-25, where invoices are raised only upon the completion of services, a process that typically takes between 90 - 120 days. The payment terms for these invoices are flexible, ranging from immediate payment to 30 days post-invoicing. Given this structure, the effective receivable period aligns with a 90-day cycle (60 days for service completion + up to 30 days for payment processing).
- The trade receivables of the Company stood at 48 days in FY 2024 which is anticipated to increase to 91 days in FY 2025. This increase was calculated considering sales made to new domestic customers of the Company.**
- For the period ended September 30, 2024, the company's receivable days have increased to 101 days, reflecting a rise of 53 days. The outstanding receivables for this period amount to ₹595.61 Lakhs. **This increase is primarily attributable to the Company's Global Publishing Client that has intimated the Company that henceforth the dues will be released after 90 days of submission of bills which culminates to the increase in receivable days.** Additionally, with the commencement of domestic sales in FY 2024-25, invoices are raised only upon the completion of services, which typically takes between 90 - 120 days. Given that payment terms range from immediate settlement to 30 days post-invoicing, the effective receivable cycle aligns with a 90-day period.*
- In FY 2022, 2023 and 2024, the Company's entire sales was being made to a sole Global Publishing Client and owing to the company's dependency on the sole client it was realising payments at a shorter duration to fund its cash flow cycle. Since FY 2024, the Company has started making sales to few domestic clients as well wherein the invoices are raised only upon the completion of services, which typically takes between 90 - 120 days. Thus, with the changing dynamics of the nature of company's clients the company is estimating to have a receivable period of 91 days for the projected period.**
- We are implementing measures to manage and optimize the collection cycle, with a focus on stabilizing trade receivable days within the targeted range of approximately 90 days.
- Our Company projects to bring the receivable days from 101 days in the period ending September 30, 2024 to 91 days in FY 2025 and FY 2026. The change in amount from Rs. 595.61 Lakhs in September 2024 to Rs. 495.27 Lakhs in March 2025 to Rs. 737.71 Lakhs in March 2026 suggests overall growth of the company with efficiency in collection of days.

Trade Payables

Particulars	UOM	March 31, 2022 (A)	March 31, 2023 (A)	March 31, 2024 (A)	September 30, 2024 (A)	March 31, 2025 (P)	March 31, 2026 (P)
Trade Payables	Rs. Lakhs	85.76	105.77	27.03	25.19	28.38	37.43

<i>Change in Amount</i>	<i>Rs. Lakhs</i>		<i>20.01</i>	<i>(78.74)</i>	<i>(1.84)</i>	<i>3.19</i>	<i>9.05</i>
Trade Payables	Days	38	40	9	4	5	5
<i>Change in Days</i>	<i>Days</i>		<i>2</i>	<i>(31)</i>	<i>(5)</i>	<i>1</i>	<i>0</i>

- The Company experienced an increase in Trade Payables in FY 2023 as compared to FY 2022 by Rs. 20.01 Lakhs. This increase was due to projects allotted by the company in last quarter and vendors raised their invoices in last month of fiscal year.
- The Company experienced a decrease in Trade Payables in FY 2024 from FY 2023, amounting to Rs. 105.77 Lakhs in FY 2023 to Rs. 27.03 Lakhs in FY 2024 due to optimizing the vendor payments.
- The company's payable days were 38 Days in FY 2022 which were increased to 40 Days in FY 2023. This increase is immaterial and is normal in nature.
- For the FY 2024, the days reduced to 9 days i.e., a reduction of 31 Days. Our vendor's payment is not that large and hence this reduction in payable cycle was achieved. The same cycle will continue.
- For Stub period the payable days was 4 Days.
- For FY 2025, the payable days are expected to be more or less same as 5 days and for FY 2026, the payable days are expected to remain same for 5 days.

Our Company operates in the Software Product development sector (service sector) and the trade payables are on account of other expenses incurred in the normal course of business. The expenses involve admin expenses, dues and subscription, rent, repair and maintenance, etc. The same are contractually agreed upon and are required to be discharged as per payment terms. The nature of the business is such that the trade payables cannot be high.

ISSUE RELATED EXPENSES

The total expenses of the Issue are estimated to be approximately ₹ [●] lakhs. The expenses of this include, among others, underwriting and management fees, printing and distribution expenses, advertisement expenses, legal fees and listing fees. The estimated Issue expenses are as follows:

Expenses	Expenses* (Rs. In lakhs)	Expenses (% of Total Issue expenses)	Expenses (% of Gross Issue Proceeds)
Book Running Lead Manger Fees including Underwriting Commission	[●]	[●]	[●]
Commission / processing fee for SCSBs, Sponsor Bank and Bankers to the Issue. Brokerage and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs.	[●]	[●]	[●]
Fees Payable to Registrar to the Issue	[●]	[●]	[●]
Fees Payable Advertising, Marketing Expenses and Printing Expenses	[●]	[●]	[●]
Fees Payable to Regulators including Stock Exchanges and other Intermediaries	[●]	[●]	[●]
Fees payable to Peer Review Auditor	[●]	[●]	[●]
Fees Payable to Market Maker (for Three Years)	[●]	[●]	[●]
Others (Fees payable for marketing & distributing expenses, selling commission, brokerage, processing fees, underwriting fees and miscellaneous expenses.)	[●]	[●]	[●]
Escrow Bank Fees	[●]	[●]	[●]
Total Estimated Issue Expenses	[●]	[●]	[●]

Notes:

- The Members of RTAs and CDPs will be entitled to application charges of ₹ 1/- (plus applicable GST) per valid ASBA Form. The terminal from which the application has been uploaded will be taken into account in order to determine the total application charges payable to the relevant RTA/CDP.
- Registered Brokers, will be entitled to a commission of ₹ [●]- (plus GST) per Application Form, on valid Applications, which are eligible for allotment, procured from RIIs and NIIs and submitted to the SCSB for processing. The terminal from which the application has been uploaded will be taken into account in order to determine the total processing fees payable to the relevant Registered Broker.
- SCSBs would be entitled to a processing fee of ₹ [●]- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to SCSBs.

- Issuer banks for UPI Mechanism as registered with SEBI would be entitled to a processing fee of ₹ [●] - (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to them.
- Notwithstanding anything contained above the total processing / uploading / bidding charges under above clauses payable to Syndicate/ Sub Syndicate members, SCSBs, RTAs, CDPs, Registered Brokers, Sponsor Bank will not exceed ₹ [●]/- (plus applicable taxes) and in case if the total uploading / bidding charges exceeds ₹ [●]/- (plus applicable taxes) then uploading charges will be paid on pro-rata basis except the fee payable to respective Sponsor Bank. Page 86 of 289

The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 read with SEBI Circular No.: SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022.

INTERIM USE OF FUNDS

In accordance with Section 27 of the Companies Act, 2013 and other applicable laws, our Company confirms that it shall not use the Net Proceeds or pending utilization of the proceeds of the Issue for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets and/or real estate products and/or equity linked and/or real estate linked products. The IPO Funds pending utilisation (if any) will be deposited in scheduled commercial bank having credit rating of A or above.

MEANS OF FINANCE

The fund requirements set out for the aforesaid Objects are proposed to be met entirely from the Net Proceeds from Fresh Issue, existing short term borrowings and internal accruals. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Net Proceeds and existing identifiable internal accruals as required under the SEBI ICDR Regulations 2018.

SECTION V – ABOUT OUR COMPANY

INDUSTRY OVERVIEW

Industry publications are prepared based on information as at specific dates and may no longer be current or reflect current trends. The information in this section is also derived from extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. The source of information for the Industry Overview was publicly available data and hence no consent/permissions have been obtained. The information has not been independently verified by us, the Lead Manager, or any of our or their respective affiliates or advisors. The data may have been re-classified by us for the purposes of presentation.

Accordingly, investment decisions should not be based on such information. For additional details, including the disclaimers associated with the Industry Report, see “Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data” beginning on page 18 of this Draft Red Herring Prospectus.

OUR BUSINESS

Human Resource

We place importance on developing our human resources. We focus on attracting and retaining the best possible talent. Our business model comprises of experienced, qualified and semi qualified personnel. As on the date of this Draft Red Herring Prospectus, our Company has 116 permanent employees in total as on January 31, 2025. Our work processes and skilled/ semi-skilled/ unskilled resources together with our strong management team have enabled us to successfully implement our growth plans.

Following is the Department wise employees list:

Department wise Headcount	Number
Operations	56
Development	50
IT Infra	2
Accounts	4
Admin*	1
Secretarial*	1
Human Resource	2
Total Count	116

OUR MANAGEMENT

Key Managerial Personnel

In addition to Kamalakkannan Govindaraj and Chetan Shankarlal Soni, our Chairman & Managing Director and Whole-Time Director respectively, our Independent Directors are Shilpa Kiran Gududur and Venkata Subbarao Kalva and our Non-Executive Director Anand Pravin Pande, whose details have been provided under the paragraph, '*Our Management - Brief profile of our Directors*' on page 141, the details of our other Key Managerial Personnel as on the date of this Draft Red Herring Prospectus, are as follows:

1. **Mohini Ajay Talhar** is the Company Secretary and Compliance Officer of our Company. She is a qualified Company Secretary and is an associate member of the Institute of Company Secretaries of India since 2020. Prior to joining Icodex, she was associated with Weasel Legal Advisors Private Limited from the year 2020 to 2024 and has handled work related to secretarial compliances.
2. **Vaibhav Ashok Rupnar** is the Chief Financial Officer of our Company. He holds a Post-Graduation (Masters) Degree in Commerce from the University of Pune. He joined our Company on August 28, 2024. He has ~17 years of experience in financial management, accounting, and strategic planning. Prior to joining Icodex, he was associated with Equator Advanced Appliances in the position of Accounts and Finance Manager for the period 2007 to 2024.

OUR PROMOTER AND PROMOTER GROUP

Confirmations

Our Promoters and members of our Promoter Group have not been declared wilful defaulters or fraudulent borrowers by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by Reserve Bank of India or any other Government Authority.

Our Promoters and members of our Promoter Group have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or Government Authority.

Our Promoters and members of our Promoter Group are not and have never been promoter, director, or person in control of any other company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or Government Authority.

Our Company does not have any listed group and/or promoter group companies, holding company, subsidiaries, associates, joint ventures and group companies.

A. Individuals forming part of our Promoter Group

The individuals forming a part of our Promoter Group are as follows:

Name of the Promoter	Relationship with the Promoter	Name of the Immediate Relative
Kamalakkannan Govindaraj	Father	Govindaraj Ramasamy
	Mother	Indira Govindaraj
	Spouse	Liberty Kamal
	Brother	-
	Sister	Kalaivani Majumdar Kanimozhi Balakrishnan
	Daughter (Minor)	Aadana Kamal
	Son	-
	Spouse's Father	G. Kathiravan
	Spouse's Mother	K. Sathiyavathi
	Spouse's Brother	K. Gorky Selvam
	Spouse's Sister	-
Chetan Shankarlal Soni	Father	Late Shri. Shankarlal Nathaji Soni
	Mother	Late Shrimati. Shantaben Shankarlal Soni
	Spouse	Kala Chetan Soni
	Brother	Ranjit Shankarlal Soni
	Sister	Lata Paras Soni, Kiran Mafat Soni
	Daughter	Arti Chetan Soni
	Son	Premkumar Chetan Soni
	Spouse's Father	Late Shri. Motilal Khimraj Soni
	Spouse's Mother	Late Saou. Sairibai Motilal Soni
	Spouse's Brother	Ganesh Motilal Soni, Indarmal Motilal Soni
	Spouse's Sister	Usha Hastimal Soni

SECTION VI - FINANCIAL INFORMATION

At the time of submission of RFS in the RHP/Updated DRHP, we confirm to include a statement mentioning that the increase in short term loans and advances were on account of transfer of MAT credit entitlement from Long Term Loans and Advances (as appearing in erstwhile financials i.e., March 2024, March 2023 and March 2022).

We also confirm to rectify the error where Rights Issue was wrongly mentioned as Preferential Issue in the Restated Financial Statements, at the time of submission of fresh RFS in the RHP.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2024 TO FINANCIAL YEAR ENDED MARCH 31, 2023 (Based on Restated Financial Statements)

Income:

Revenue from Operations

During the financial year 2023-24, the revenue from operations has increased to INR 1,040.07 Lakhs as against INR 953.67 Lakhs in 2022-23 showing an increase of 9.06%. During the year 2023-24, the company provided services to an existing international customer i.e., Global Publishing Company and there was no significant change in the revenue from operations apart from normal growth in business operation. This increase of 9% is normal business growth for providing related services to the sole international client.

Employee Benefits Expenses

During the year 2023-24, the manpower cost has decreased by 14.87%. This reduction is because the company has capitalised a part of its employee benefit expenses under Intangible assets due to development of a software which was undertaken during the year.

Employee cost to the tune of Rs 135.33 Lakhs was booked as Intangible assets for development of HTML - OPS Version (Software of the Company) which was undertaken during the year, the benefit of which will be realised in future years. During the FY 2024, core members of the product team including the Promoters were also working on OPS Version (Software of the Company) for a substantial portion of their time.

The details of expenses against the capitalization for software development is as hereunder for the FY 2024:

Particulars	Amount (in Lakhs)
HTML OPS V.3	
FY 2023-24	
I. Salary Expenses Allocation during the year (including director remuneration)	135.33
II. Allocation of indirect cost proportionate	147.48
III. Bonus to specified employees	2.28
TOTAL AMOUNT CAPITALISED	285.09

Profit after Tax

1. The PAT for the year 2023-24 is Rs. 439.70 Lakhs as against Rs. 181.18 Lakhs in 2022-23 showing an increase of 142.68%. The increase in PAT for the financial year ended March 31, 2024 is on account of increase in revenue from operations from Rs. 953.67 lakhs to Rs. 1,040.07 lakhs and reduction in manpower expenses during the said period and also on account of economies of scale.
2. During the year 2023-24, the employee benefit expense has been Rs. 517.04 Lakhs as against Rs. 607.36 Lakhs in 2022-23 showing a decrease of 14.87%. This reduction in employee cost is because the company has capitalized employee cost to the tune of Rs 135.33 Lakhs and booked as Intangible assets for development of HTML - OPS Version (Software of the Company) which was undertaken during the year, the benefit of which will be realised in future years. During the FY 2024, core members of the product team including the Promoters were also working on OPS Version (Software of the Company) for a substantial portion of their time.
3. Further, other expenses directly attributable to the development of HTML - OPS Version (Software of the Company) were also capitalized.

SECTION VII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no: (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; (iv) disciplinary actions including penalties imposed by SEBI or Stock Exchanges against the Promoter in the last five financial years, including any outstanding action; or (v) Material Litigation (as defined below); involving our Company, Directors, Promoter.

For the purposes of (iv) above, in terms of the Materiality Policy adopted by our Board pursuant to a resolution dated December 05, 2024, amended vide resolution dated [●] any pending litigation / arbitration proceedings involving the Relevant Parties shall be considered “material” for the purposes of disclosure in this Draft Red Herring Prospectus, based on lower of the threshold criteria mentioned below:

- (i) As regards the directors and promoters of the Company, any such pending litigation / arbitration proceeding involving the directors or the promoters of the Company, which may have a material adverse impact on the business, operations, performance, prospects, financial position or reputation of the Company;
Or*
- (ii) Litigation where the value or expected impact in terms of value, exceeds the lower of the following:*
 - a) two percent of turnover, as per the latest annual restated financial statements of the issuer being ₹20.80 lakhs (2% of Rs. 1,040.07 lakhs); or*
 - b) two percent of net worth, as per the latest annual restated financial statements of the issuer, except in case the arithmetic value of the net worth is negative being ₹17.18 lakhs (2% of 859.03 lakhs); or*
 - c) five percent of the average of absolute value of profit or loss after tax, as per the last three annual restated financial statements of the issuer being ₹12.49 lakhs (5% of average profit after tax for last three years i.e., Rs. 249.87 Lakhs)*

Further, our Company has 2 outstanding tax litigations with an outstanding demand of Rs. 38.55 lakhs as per the Income Tax portal. Of this, Rs. 21.56 lakhs are related to an assessment order under Section 143(3) for AY 2022-23 due to disallowance of the deduction claimed under section 80-IAC of the Income Tax Act, 1961. The Company being aggrieved filed an appeal before appellate authorities which is pending adjudication. The remaining demand of Rs. 16.99 lakhs pertain to AY 2023-24 on account of the return filed being marked as defective due to issues in approval of Form 10CCB filed by auditors due to technical problems. The Company has filed an application for condonation of delay under Section 119(2)(b) of the Income Tax Act, 1961 and for rectification of the apparent mistake under Section 154 of Income Tax Act, 1961.

Our Board of Directors considers dues owed by our Company to material creditors is equal to or in excess of 10% of restated revenue of the company, respectively, as at the end of the latest period included in the Restated Financial Information (being Rs. 1084.36 Lakhs), aggregating to Rs. 108.44 lakhs as material dues for the Company. This materiality threshold has been approved by our Board of Directors pursuant to the resolution passed on December 05, 2024. Further, for outstanding dues to any party which is a micro, small or a medium enterprise (“MSME”), the disclosure will be based on information available with our Company regarding status of the creditor as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended, as has been relied upon by the Statutory Auditors.

All terms defined in a particular litigation are for that particular litigation only.

GOVERNMENT AND OTHER STATUTORY APPROVALS

A. Licenses and Approvals required to be obtained by our Company

I. General Approvals

Sr. No	Nature of Registration/ License	Registration/License/Certificate No.	Issuing Authority	Date of Issue	Date of Expiry
1	Employees' State Insurance Corporation	33000661870000911	Regional Office of the Employees' State Insurance Corporation	March 6, 2019	Valid till cancelled
2	Employees' Provident Fund	PUPUN1914221000	Employees' Provident Fund Organization	March 6, 2019	Valid till cancelled
3	Udyog Aadhaar registration certificate	UDYAM-MH-26-0050178	Ministry of Micro, Small & Medium Enterprises, Government of India	December 9, 2020	Valid till cancelled
4	Certificate of Importer-Exporter Code	AAECI8911R	Department of Commerce, Ministry of Commerce and Industry, Government of India	July 10, 2024	Valid till cancelled

Tax Related Approvals

Sr. No	Nature of Registration/ License	Registration/License/Certificate No.	Issuing Authority	Date of Issue	Date of Expiry
1	Permanent Account Number	AAECI8911R	Income Tax Department		Valid till cancelled
2	Tax deduction account number	PNEI08675C	Income Tax Department	December 27, 2024	Valid till cancelled
3	Goods and Service Tax registration certificate	27AAECI8911R1ZV	Government of India under the Goods and Services Tax of 2017	June 27, 2018	Valid till cancelled
4	Professional Tax registration	27241623596P	Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975	September 1, 2018	Valid till cancelled
5	Professional Tax enrolment number	99604887909P	Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975	April 1, 2020	Valid till cancelled

OTHER REGULATORY AND STATUTORY DISCLOSURES

Eligibility for the Issue

Our Company is eligible in terms of Regulation 228 and Regulation 230(1) of SEBI (ICDR) Regulations, 2018 for this Issue.

Our Company is an ‘unlisted issuer’ in terms of the SEBI (ICDR) Regulations; and this Issue is an ‘Initial Public Issue’ in terms of the SEBI (ICDR) Regulations.

Our Company is eligible for the Issue in accordance with Regulation 229 (2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations, as we are an Issuer whose post-issue paid up Equity Share capital is less than or equal to ₹15.64 Crores and we may hence, issue Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the BSE SME)’.

BSE ELIGIBILITY NORMS

- ***Incorporation: The Issuer should be a company incorporated under the Companies Act 1956 / 2013 in India.***

Our Company was incorporated on May 28, 2018 under the Companies Act, 2013 in India.

SECTION VIII – ISSUE RELATED INFORMATION

ISSUE STRUCTURE

The Offer is being made through the Book Building Process. The Offer is of up to 41,20,800 Equity Shares of face value of ₹10 for cash at a price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating up to ₹ [●], comprising the Fresh Issue of up to 33,96,000 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] Lakhs by our Company and the Offer for Sale of up to 7,24,800 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●], comprising up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] Lakhs by our Promoters Kamalakkannan Govindaraj and Chetan Shankarlal Soni up to 3,62,400 Equity Shares each, of face value of ₹ 10 each aggregating up to ₹ [●] Lakhs. The Offer shall constitute [●]% of the post-Offer paid-up Equity Share capital of our Company.

TERMS OF THE ISSUE

Minimum Application Value, Market Lot and Trading Lot

In accordance with Regulation 267 (2) of the SEBI ICDR Regulations and SEBI ICDR (Amendment) Regulations, 2025, our Company shall ensure that the minimum application size shall be two lots per application:

Provided that the minimum application size shall be above ₹ 2.00 lakhs.

SECTION X – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

Material Documents

- Commencement certificate of the building for the proposed new office premises of the Company dated February 22, 2022 which was revised on October 09, 2023.

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Addendum is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Addendum are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Name and Designation	Signature
KAMALAKKANNAN GOVINDARAJ Chairman & Managing Director DIN: 08144289	Sd/-

Place: Pune

Date: May 16, 2025

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Addendum is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Addendum are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Name and Designation	Signature
CHETAN SHANKARLAL SONI Whole Time Director DIN: 00734127	Sd/-

Place: Pune

Date: May 16, 2025

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Addendum is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Addendum are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Name and Designation	Signature
ANAND PRAVIN PANDE Non-Executive Director DIN: 07245254	Sd/-

Place: Pune

Date: May 16, 2025

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Addendum is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Addendum are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Name and Designation	Signature
VENKATA SUBBARAO KALVA Independent Director DIN: 08043883	Sd/-

Place: Pune

Date: May 16, 2025

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Addendum is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Addendum are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Name and Designation	Signature
SHILPA KIRAN GUDUDUR Independent Director DIN: 09067581	Sd/-

Place: Pune

Date: May 16, 2025

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Addendum is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Addendum are true and correct.

SIGNED BY THE COMPANY SECRETARY AND COMPLIANCE OFFICER OF OUR COMPANY

Name and Designation	Signature
MOHINI AJAY TALHAR Company Secretary and Compliance Officer	Sd/-

Place: Pune

Date: May 16, 2025