

PUBLIC ANNOUNCEMENT



SMARTWORKS  
SMARTWORKS COWORKING SPACES LIMITED

Our Company was originally incorporated as “Smart Work Business Centre Private Limited” at Kolkata as a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation dated December 17, 2015, issued by the Registrar of Companies, West Bengal at Kolkata. Pursuant to a special resolution dated October 29, 2018 passed by the Shareholders, the name of our Company was changed from “Smart Work Business Centre Private Limited” to “Smartworks Coworking Spaces Private Limited” to reflect the nature of business and activities of our Company and a fresh certificate of incorporation dated December 20, 2018, was issued by the RoC. Thereafter, our Company was converted into a public limited company pursuant to a special resolution dated June 28, 2024, passed in the extraordinary general meeting of the Shareholders, and consequently the name of our Company was changed to its present name i.e., “Smartworks Coworking Spaces Limited” and a fresh certificate of incorporation dated July 25, 2024 was issued by the RoC. For details in relation to changes in the registered office of our Company, see “History and Certain Corporate Matters” on page 298 of the red herring prospectus dated July 4, 2025 (“RHP”) filed with the Registrar of Companies, Delhi & Haryana at New Delhi (“RoC”).

Registered Office: Unit No. 305-310, Plot No 9, 10 and 11, Vardhman Trade Centre, Nehru Place, South Delhi, Delhi – 110 019, India

Corporate Office: Golf View Tower, Tower – B, Sector 42, Gurugram – 122 002, Haryana, India

Contact Person: Punam Dargar – Company Secretary and Compliance Officer; Tel: +91 83840 62876

Corporate Identity Number: U74900DL2015PLC310656, E-mail: companysecretary@sworks.co.in; Website: www.smartworksoffice.com

NOTICE TO INVESTORS: ADDENDUM TO THE RED HERRING PROSPECTUS (THE “ADDENDUM”)

OUR PROMOTERS: NEETISH SARDA, HARSH BINANI, SAUMYA BINANI, NS NIKETAN LLP, SNS INFRAREALTY LLP AND ARYADEEP REALESTATES PRIVATE LIMITED

With reference to the RHP filed with the RoC and submitted thereafter with SEBI and the Stock Exchanges, potential Bidders may please note the following:

1. Post the date of filing of the RHP, with RoC, Infrastructure Watchdog has filed an appeal with the Securities Appellate Tribunal, at Mumbai on July 8, 2025 (“Appeal”). The section titled “Outstanding Litigation and Material Developments- Other material proceedings against our Company” on page 444 of the RHP shall be updated with the addition of the summary of the Appeal, as set out below: “Infrastructure Watchdog, a non-governmental organisation (“Appellant”) has filed an appeal dated July 8, 2025 (“Appeal”), against inter alia, the Securities and Exchange Board of India (“SEBI”), our Company, certain of our Promoters namely, NS Niketan LLP, SNS InfraREALTY LLP and Neetish Sarda and a member of our Promoter Group namely, Ghanshyam Sarda (collectively, “Respondents”), before the Securities Appellate Tribunal, Mumbai (“SAT”). The Appeal has been filed on the grounds of alleged inaction by SEBI in relation to certain complaints filed by the Appellant. The Appellant has alleged, inter alia, that (i) the Company is under investigation by the Income Tax Department, Ministry of Finance, Government of India; (ii) the Company through NS Niketan LLP and SNS InfraREALTY LLP, its Promoters, received funds from dummy/ shell companies and some amounts are through benami transactions; and (iii) non-disclosure/ inadequate disclosure of the inspection and investigation by Registrar of Companies over certain Group Companies in the RHP. The Appellant has further alleged that the Company has (i) borrowed loans without real security and involved in massive routing of benami money; (ii) failed to disclose the fact that chargesheet has been filed in respect of a criminal matter involving one of our individual Promoter, namely, Neetish Sarda; and (iii) failed to disclose the complete list of associate companies and group companies. The Appellant has approached SAT seeking the following relief (i) a direction to SEBI to initiate investigation in the affairs of the Company and the other respondents; and (ii) restraining the Company from proceeding with the IPO pending completion of such investigation. Further, the Appellant has also sought for an interim order maintaining the status quo regarding the Offer or in the alternative grant a stay with respect to the Offer. The matter was heard by SAT on July 10, 2025. SAT did not pass any order in relation to the appeal. The matter is currently pending before SAT and shall be listed to be heard on July 15, 2025.”

Additionally, the sections titled “Outstanding Litigation and Material Developments- Other material proceedings against our Promoters” on page 451 of the RHP, shall be updated to include a cross-reference to the summary of the Appeal in so far as it involves our Promoters, NS Niketan LLP, SNS InfraREALTY LLP and Neetish Sarda.

2. In light of the Appeal, the rows 3, 6 and 9 of the table in sections titled “Summary of the Offer Document- Summary of Outstanding Litigation” and “Risk Factors- 27. Our Company and some of our Promoters, Directors and Key Managerial Personnel are involved in certain legal proceedings. Any adverse decision in such proceedings may render us/them liable to claims/penalties and may adversely affect our business, financial condition, results of operations and cash flows.” on pages 31 and 70 of the RHP, respectively shall be updated as set out below:

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 (in ₹ million)*^
Against our Company	Nil	7	1	N.A.	3 2	379.92
Against our Directors	4	Nil	Nil	N.A.	2 4	-
Against our Promoters	5	Nil	Nil	Nil	2 4	-

3. Additionally, post the date of filing of the RHP with the RoC, Infrastructure Watchdog has written another complaint against our Company to SEBI, which was received by the BRLMs and our Company on July 8, 2025 (“Complaint”) and subsequently responded to by our Company on July 9, 2025 (“Response”). A new 17<sup>th</sup> row shall be added in first table in the section titled “Risk Factors - 33. Post the filing of the DRHP, certain complaints have been made against our Company, certain of our Promoters and members of the Promoter Group by certain persons including anonymous persons/person using pseudonyms to inter alia SEBI, the BRLMs and certain statutory/governmental authorities. Such complaints may adversely affect our reputation and business. There is no assurance that such anonymous complaints will not continue against our Company, Promoters and members of the Promoter Group which might divert the time and attention of our management.” on page 76 of the RHP shall be updated with the addition of the Complaint and the Response, as set out below:

S. No.	Date of Complaint(s)	Name of complainant	Date of response by our Company /BRLM^
17.	May 21, 2025 (Shared by SEBI with JM on July 8, 2025 and shared by the complainant with BOBCAPS pursuant to email dated July 10, 2025).	Infrastructure Watchdog	July 9, 2025**

\*\*The BRLMs are in the process of dispatching their letter to the Complainant and SEBI. The date of their reply letter shall be updated in the Prospectus to be filed with the RoC.

Additionally, the first row of the second table in the section titled “Risk Factors- 33.Post the filing of the DRHP, certain complaints have been made against our Company, certain of our Promoters and members of the Promoter Group by certain persons including anonymous persons/person using pseudonyms to inter alia SEBI, the BRLMs and certain statutory/governmental authorities. Such complaints may adversely affect our reputation and business. There is no assurance that such anonymous complaints will not continue against our Company, Promoters and members of the Promoter Group which might divert the time and attention of our management.” on page 76 of the RHP shall be updated with the addition of the allegations Complaint and the Response, as set out below:

S. No.	Allegation	Response of our Company*
1.	Shell companies and benami entities have made investments in the paid-up equity share capital of our Company by conversion of black money during 2017-2018 post demonetization. Such illegitimate money is being used to increase the valuation of the Company in the Offer. These allegations are also mentioned in certain internal reports of the Income Tax Department, wherein a probe of these matters by the Enforcement Directorate under the Prohibition of Benami Property Transactions Act, 1988 has also been proposed.	<p>The allegation is denied. The investors in the share capital of our Company (post the initial subscription to the Memorandum of Association of our Company) during the period from 2015 to 2017 were NS Niketan LLP, SNS InfraREALTY LLP (collectively with NS Niketan LLP, the “LLPs”) and Mansoul Commercial Private Limited (“MCPL”). These increases in the paid-up share capital of our Company were a result of (i) rights issues dated March 8, 2017, July 14, 2017, and November 19, 2017 pursuant to which Equity Shares were allotted to NS Niketan LLP (“NS”) and SNS InfraREALTY LLP (“SNS”) and collectively with NS, the “LLPs”), and (ii) preferential allotment to MCPL on December 12, 2017.</p> <p>The LLPs have regularly filed their annual return and statement of account and solvency and charge filing in Form 11 and Form 8, respectively, since incorporation, in accordance with the Limited Liability Partnership Act, 2008 (“LLP Act”) and thus, do not satisfy the requirement for compulsory winding-up or striking-off of their names as prescribed under Section 64(e) of the LLP Act and Section 75 of the LLP Act read with Rule 37(1)(a) of the Limited Liability Partnership Rules, 2009, respectively. Additionally, the LLPs have filed their income tax returns since incorporation.</p> <p>Further, LLPs’ investment into the Equity Shares of our Company was funded through capital contribution of the respective partners of the LLPs from their respective bank accounts through banking channels or borrowings of the LLPs from various companies/HUFs through banking channels and accordingly, since the source of funds for the investment have been identified and consideration was paid, for which the property (i.e., the Equity Shares of our Company) was transferred to the same parties, the LLPs investment in our Company cannot be termed as a ‘benami transactions’ (as defined under Section 2(9) of the Benami Transactions (Prohibition) Act, 1988) i.e., transactions in which property is transferred to one person for a consideration paid or provided by another person or transactions where property is held for the immediate or future benefit of the person who has provided the consideration.</p> <p>Additionally, MCPL is a former investor of our Company which sold its Equity Shares on December 20, 2022 and other than being a former shareholder/ investor of our Company, MCPL is not connected/ associated with our Company, Promoters, members of the Promoter Group or Group Companies. The investment received by our Company from MCPL was made through banking channels, from the bank account of MCPL and the same has been recorded in the books of account of our Company. Accordingly, since the consideration was paid by MCPL for which the property (i.e., the Equity Shares of our Company) was transferred to MCPL, the investment received by our Company from MCPL cannot be termed as a ‘benami transaction’ (as defined under Section 2(9) of the Benami Transaction Prohibition Act). We deny the veracity of the alleged report of the Income Tax Department as the same cannot be verified. Further, our Company has not received any notice/order of demand from the Income Tax Department, in this regard and no notice for initiation of investigation has been received by our Company from the Enforcement Directorate.</p>

The changes set out above are to be read in conjunction with the RHP dated July 4, 2025, and accordingly, all references to this information in the RHP stands amended pursuant to this Addendum. The information in this Addendum supplements the RHP, and updates the information set out in the RHP solely to the extent set out above. This Addendum does not reflect all the changes that have occurred between the date of the RHP and the date hereof, and accordingly does not include all the changes and/or updates that will be included in the Prospectus. Please note that the information included in the RHP will be suitably updated, including to the extent stated in this Addendum, as may be applicable, in the Prospectus, as and when filed with the RoC, and subsequently submitted with the SEBI and the Stock Exchanges. Investors should read this Addendum along with the RHP before making an investment decision with respect to the Offer. All capitalised terms not specifically defined herein shall, unless the context otherwise requires, have the same meanings as ascribed to them in the RHP.

BOOK RUNNING LEAD MANAGERS			
<b>JM Financial Limited</b> 7 <sup>th</sup> Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025 Maharashtra, India <b>Telephone:</b> +91 22 6630 3030/3632 <b>E-mail:</b> smartworks.ipo@jmfl.com <b>Investor Grievance E-mail:</b> grievance.ibd@jmfl.com <b>Website:</b> www.jmfl.com <b>Contact person:</b> Prachee Dhuri <b>SEBI Registration No.:</b> INM000010361	<b>BOB Capital Markets Limited</b> 1704, B Wing, 17 <sup>th</sup> Floor, Parinee Crescenzo, Plot No. C – 38/39, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra, India <b>Telephone:</b> +91 22 6138 9353 <b>E-mail:</b> smartworks.ipo@bobcaps.in <b>Investor Grievance E-mail:</b> investor.grievance@bobcaps.in <b>Website:</b> www.bobcaps.in <b>Contact person:</b> Nivedika Chavan <b>SEBI Registration No.:</b> INM000009926	<b>IIFL Capital Services Limited</b> (formerly known as IIFL Securities Limited) 24 <sup>th</sup> Floor, One Lodha Place, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400 013 Maharashtra, India <b>Telephone:</b> +91 22 4646 4728 <b>E-mail:</b> smartworks.ipo@iiflcap.com <b>Investor Grievance E-mail:</b> ig.ib@iiflcap.com <b>Website:</b> www.iiflcap.com <b>Contact person:</b> Pawan Jain / Yogesh Malpani <b>SEBI Registration No.:</b> INM000010940	<b>Kotak Mahindra Capital Company Limited</b> 1 <sup>st</sup> Floor, 27 BKC, Plot No. 27, G Block Bandra Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra, India <b>Telephone:</b> +91 22 4336 0000 <b>E-mail:</b> smartworks.ipo@kotak.com <b>Investor Grievance E-mail:</b> kmccredressal@kotak.com <b>Website:</b> https://investmentbank.kotak.com <b>Contact person:</b> Ganesh Rane <b>SEBI Registration No.:</b> INM000008704
REGISTRAR TO THE OFFER		COMPANY SECRETARY AND COMPLIANCE OFFICER	
		<b>Punam Dargar</b> Victoria Park Building, Plot No. 37/2, Block GN, Salt Lake, Kolkata – 700 091 <b>Telephone:</b> +91 83840 62876, <b>E-mail:</b> companysecretary@sworks.co.in	
<b>MUFG Intime India Private Limited</b> (Formerly Link Intime India Private Limited) C-101, 247 Park, L.B.S. Marg, Vikhroli (west), Mumbai – 400 083, Maharashtra, India <b>Telephone:</b> +91 8108114949, <b>E-mail:</b> smartwork.ipo@in.mpmms.mufig.com <b>Website:</b> www.in.mpmms.mufig.com, <b>Investor Grievance E-mail:</b> smartwork.ipo@in.mpmms.mufig.com <b>Contact Person:</b> Shanti Gopalkrishnan, <b>SEBI Registration No.:</b> INR000004058		Bidders may contact the Company Secretary and Compliance Officer, the BRLMs or the Registrar to the Offer in case of any pre-Offer or post-Offer related grievances including non-receipt of letters of Allotment, non-receipt of Allotment Advice, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Offer related queries and for redressal of complaints, investors may also write to the Book Running Lead Managers.	

All capitalized terms used in the Addendum shall, unless the context otherwise requires, have the meaning ascribed to them in the Red Herring Prospectus.

For Smartworks Coworking Spaces Limited  
On behalf of the Board of Directors  
Sd/-  
Punam Dargar  
Company Secretary and Compliance Officer

Smartworks Coworking Spaces Limited is proposing, subject to, receipt of requisite approvals, market conditions and other considerations, to make a initial public offering of its Equity Shares and has filed the RHP with the RoC on July 4, 2025. The RHP is available on the website of the Company at www.smartworksoffice.com, SEBI at www.sebi.gov.in, as well as on the websites of the BRLMs, i.e. JM Financial Limited, BOB Capital Markets Limited, IIFL Capital Services Limited (formerly known as IIFL Securities Limited) and Kotak Mahindra Capital Company Limited at www.jmfl.com, www.bobcaps.in, www.iiflcap.com and https://investmentbank.kotak.com, respectively and the websites of National Stock Exchange of India Limited and BSE Limited at www.nseindia.com and www.bseindia.com, respectively. Any potential investor should note that investment in equity shares involves a high degree of risk and for details relating to such risk, please see “Risk Factors” on page 40 of the RHP. Potential investors should not rely on the DRHP or the Addendum dated December 27, 2024 for making any investment decision. Specific attention of the investors is invited to “Risk Factors” beginning on page 40 of the RHP.

The Equity Shares offered in the Offer have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (“U.S. Securities Act”) or any state securities law in the United States, and unless so registered and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in accordance with any applicable U.S. applicable state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in ‘offshore transactions’ as defined in, and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where such offers and sale are made.