

PUBLIC ANNOUNCEMENT



(Please scan the QR code to view the Addendum and the RHP)



INNOVA CAPTAB LIMITED

Our Company was incorporated in Mumbai, Maharashtra, as 'Harun Health Care Private Limited', a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated January 3, 2005, issued by the Registrar of Companies, Maharashtra at Mumbai (the "RoC"). Thereafter, pursuant to a resolution passed by our Shareholders in the extraordinary general meeting held on December 26, 2009, the name of our Company was changed from 'Harun Health Care Private Limited' to 'Innova Captab Private Limited', and consequently, a fresh certificate of incorporation dated February 2, 2010, was issued by the RoC to our Company. Subsequently, our Company was converted from a private limited company to a public limited company, pursuant to a resolution passed by our Shareholders in the extraordinary general meeting held on July 12, 2018, and consequently, the name of our Company was changed to our present name, 'Innova Captab Limited', and a fresh certificate of incorporation dated July 26, 2018, was issued by the RoC to our Company. For details of changes in the name and the registered office address of our Company, see 'History and Certain Corporate Matters' on page 220 of the red herring prospectus dated December 14, 2023 filed with RoC ("RHP" or "Red Herring Prospectus").

Corporate Identity Number: U24246MH2005PLC150371; **Website:** www.innovacaptab.com

Registered Office: 601, Proxima, Plot No. 19, Sector 30 A, Vashi, Navi Mumbai, Maharashtra 400 705, India; **Telephone:** 91 22 2564 2095

Corporate Office: Second Floor, SCO No. 301, Sector 9, Panchkula, Haryana 134 109, India.

Contact Person: Neeharika Shukla, Company Secretary and Compliance Officer; **Telephone:** +91 172 4194500; **Email:** investors@innovacaptab.com

NOTICE TO INVESTORS (THE "NOTICE")

Potential bidders may note the following:

- This is in furtherance to the red herring prospectus of the Company dated December 14, 2023 ("RHP"), filed with the Registrar of Companies, Maharashtra at Mumbai ("RoC"), additionally with reference to the directive dated July 4, 2023, issued through an e-mail from the Securities and Exchange Board of India ("SEBI", and such directive, the "SEBI Directive") pursuant to which, the Company is required to intimate the National Stock Exchange of India Limited ("NSE") and the BSE Limited ("BSE") and along with the NSE, the "Stock Exchanges") in the event of transaction of shares aggregating up to 1% or more of the paid-up equity share capital of the Company by the Promoters and members of our Promoter Group.

Manoj Kumar Lohariwala has entered into a share purchase agreement dated December 16, 2023, with Ashoka India Equity Investment Trust PLC. Furthermore, pursuant to this Ashoka India SPA, certain Equity Shares have been transferred post the date of filing the RHP with the RoC, the details of which are set out below:

Date of transfer	Name of the transferor	Name of transferee	Nature of transfer	Number of Equity Shares	Percentage of pre-Offer share capital of the Company (in %)	Transfer price per Equity Share (in ₹)	Total consideration (in ₹)
December 18, 2023	Manoj Kumar Lohariwala	Ashoka India Equity Investment Trust PLC	Pursuant to share purchase agreement dated December 16, 2023	446,429	0.89	448	200,000,192

- Further, we confirm that the abovementioned transferee is not, in any manner, connected with the Company, the Promoters, members of the Promoter Group, the Directors, the Key Managerial Personnel, the Subsidiaries, and the Group Companies, or directors, key managerial personnel of the Subsidiaries, or the Group Companies.

ADDENDUM TO THE RHP: NOTICE TO INVESTORS (THE "ADDENDUM")

With reference to the RHP dated December 14, 2023, filed with the RoC, and subsequent submission of RHP with SEBI and Stock Exchanges, potential Bidders may note the following:

- Manoj Kumar Lohariwala ("Promoter Selling Shareholder") pursuant to a share purchase agreement dated December 16, 2023, executed between Manoj Kumar Lohariwala and Ashoka India Equity Investment Trust PLC ("Ashoka India SPA"), has transferred its 446,429 Equity Shares held by the Promoter Selling Shareholder to Ashoka India Equity Investment Trust PLC ("Promoter Secondary Transfer"). Further, Gian Parkash Aggarwal ("Other Selling Shareholder") pursuant to a share purchase agreement dated December 16, 2023, executed amongst Gian Parkash Aggarwal, 360 One Special Opportunities Fund - Series 9, and 360 One Special Opportunities Fund - Series 10 ("360 One SPA", read together with the Ashoka India SPA are hereinafter referred to as the "Share Purchase Agreements"), has transferred 223,214 Equity Shares held by the Other Selling Shareholder to 360 One Special Opportunities Fund - Series 9 and 223,215 Equity Shares held by the Other Selling Shareholder to 360 One Special Opportunities Fund - Series 10 ("Other Secondary Transfers"), post the date of filing the RHP with the RoC, accordingly, the Promoter Secondary Transfer and Other Secondary Transfer are collectively referred to as the, "Transfers") in accordance with the terms of the Share Purchase Agreements.
- Pursuant to the Transfers, the section titled "Capital Structure" beginning on page 92 of the RHP, will be suitably updated in the Prospectus, including details of: (a) the total number of Shareholders of our Company; (b) Equity Shares held by the Shareholders holding 1% or more of the paid-up equity share capital of our Company; and (c) details of the build-up of the Promoters' shareholding in our Company.

Please note that the Equity Shares transferred through the Transfers do not form part of the Equity Shares proposed to be offered for sale by the Selling Shareholders in the Offer for Sale. Further, the Equity Shares transferred through the Transfers shall be subject to lock-in in accordance with Regulation 17 of the SEBI ICDR Regulations, as applicable.

- The shareholding of the Selling Shareholders in our Company, following completion of the Transfers and as on the date of this Addendum are set out below:

S. No.	Name	No. of Equity Shares prior to the Transfers	No. of Equity Shares post the Transfers	Percentage of pre-Offer share capital of the Company prior the Transfer (%)	Percentage of pre-Offer share capital of the Company after the Transfer (%)
1.	Manoj Kumar Lohariwala	19,036,000	18,589,571	38.01%	37.12%
2.	Gian Parkash Aggarwal	14,512,000	14,065,571	28.98%	28.09%
3.	Vinay Kumar Lohariwala	14,436,000	14,436,000	28.82%	28.82%

The updated pre-Offer shareholding of the Selling Shareholders will be suitably updated in all relevant sections of the Prospectus, including the sections titled "Summary of the Offer Document", "Capital Structure" and "Our Management."

- Pursuant to the Transfers, details of (a) the weighted average cost of acquisition and average cost of acquisition per Equity Share for the Selling Shareholders included in the cover page and section titled "Summary of the Offer Document", respectively; and (b) the weighted average cost of acquisition of all shares transacted in the three years, 18 months and one year immediately preceding the Red Herring Prospectus, included in the section titled "Summary of the Offer Document" will be updated as follows:

S. No.	Name	Number of Equity Shares	Average cost of Acquisition per Equity Share (in ₹)*
Promoter Selling Shareholders			
1.	Manoj Kumar Lohariwala	18,589,571	2.32
2.	Vinay Kumar Lohariwala	14,436,000	15.20
Other Selling Shareholder			
3.	Gian Parkash Aggarwal	14,065,571	2.26

*As certified by NB T and Co, Chartered Accountants, by way of their certificate dated December 19, 2023.

*The cost of acquisition have been adjusted for the sub-division in the face value of the equity shares of our Company from ₹100 each to ₹10 each, such that each equity share of our Company of face value ₹100 was split into 10 Equity Shares of face value of ₹10 each, pursuant to a resolution of the Shareholders dated April 4, 2022, as applicable.

Period	Weighted average cost of acquisition per Equity Share (in ₹)	Cap Price is 'x' times the weighted average cost of acquisition**	Range of acquisition price per Equity Share: lowest price – highest price (in ₹)*
Last one year preceding the date of this Red Herring Prospectus	403.37	1.11	354.00 – 448.00
Last 18 months preceding the date of this Red Herring Prospectus	403.37	1.11	354.00 – 448.00
Last three years preceding the date of this Red Herring Prospectus	336.56	1.33	166.67 – 448.00

*As certified by NB T and Co, Chartered Accountants, by way of their certificate dated December 19, 2023.

**To be updated in the Prospectus, following finalisation of the Cap Price.

*Excluding gifts and bonus.

- Pursuant to the Transfers, the details of secondary transactions and the weighted average cost of acquisition in the section titled "Basis for Offer Price" beginning on page 116 of the RHP, will be updated as follows.

S. No.	Date of transfer	Name of transferor	Name of transferee	Nature of transaction	No. of equity shares	Face value per equity share (₹)	Transfer price per equity share	Form of consideration	Total consideration (in ₹ million)
1.	January 18, 2022	Gian Parkash Aggarwal	Vinay Kumar Lohariwala	Secondary sale	1,170,000*	10	166.67	Cash	195.00
2.	December 18, 2023	Manoj Kumar Lohariwala	Ashoka India Equity Investment Trust PLC	Pursuant to share purchase agreement dated December 16, 2023	446,429	10	448	Cash	200.00
3.	December 18, 2023	Gian Parkash Aggarwal	360 One Special Opportunities Fund - Series 9	Pursuant to share purchase agreement dated December 16, 2023	223,214	10	448	Cash	100.00
			360 One Special Opportunities Fund - Series 10		223,215			Cash	100.00

As certified by NB T and Co, Chartered Accountants, by way of their certificate dated December 19, 2023.

*Adjusted for sub-division of equity shares of face value ₹100 each into equity shares of ₹10 each

Past Transactions	Weighted average cost of acquisition (in ₹)	Floor Price (₹ 426)	Cap Price (₹ 448)
Weighted average cost of acquisition of primary issuances as set out in (a) above	NA	NA	NA
Weighted average cost of acquisition of secondary transactions as set out in (b) above	NA	NA	NA
Since there are no such primary issuances or secondary transactions as set out in (a) and (b) above, details of the price per share based on the last five primary or secondary transactions as detailed in (c) are set out below:			
Primary issuances	21.01	20.28 times	21.33 times
Secondary transactions	288.43	1.48 times	1.55 times

As certified by the NB T & Co, Chartered Accountants, by way of their certificate dated December 19, 2023.

The above changes are to be read in conjunction with the RHP and accordingly their references in the RHP stand updated pursuant to this Addendum. The information in this Addendum supplements the RHP and updates the information in the RHP and the Price Band Advertisement dated December 15, 2023, as applicable.

Investors should read the Addendum in conjunction with the RHP, before making an investment decision in the Offer. However, please note that the Addendum does not reflect all the changes that have occurred between the date of filing of the RHP with the RoC 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 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, the SEBI, and the Stock Exchanges. Investors should read this Addendum along with the RHP, filed with the RoC, the SEBI, and the Stock Exchanges, before making an investment decision with respect to the Offer.

BOOK RUNNING LEAD MANAGERS		REGISTRAR TO THE OFFER
 ICICI Securities Limited ICICI Venture House, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025 Maharashtra, India Telephone: + 91 22 6807 7100 Email: innova.ipo@icicisecurities.com Investor grievance e-mail: customercare@icicisecurities.com Website: www.icicisecurities.com Contact Person: Ashik Joisar / Harsh Thakkar SEBI Registration No.: INM000011179	 JM Financial Limited 7 th Floor, Cnergy, Appasaheb Marathe Marg Prabhadevi, Mumbai 400 025 Maharashtra, India Telephone: + 91 22 6630 3030 Email: innova.ipo@jmfml.com Investor grievance email: grievance.ibd@jmfml.com Website: www.jmfml.com Contact Person: Prachee Dhuri SEBI Registration No.: INM000010361	 KFin Technologies Limited Selenium, Tower B, Plot No – 31 and 32, Financial District Nanakramguda, Serilingampally, Hyderabad, Rangareddi 500 032 Telangana, India Telephone: + 91 40 6716 2222 Email: innovacaptab.ipo@kfintech.com Investor grievance e-mail: einward.ris@kfintech.com Website: www.kfintech.com Contact person: M Murali Krishna SEBI Registration No.: INR000000221

All capitalised terms not specifically defined herein shall have the same meanings as ascribed to them in the RHP.

For INNOVA CAPTAB LIMITED

On behalf of the Board of Directors

Sd/-

Place : Mumbai

Neeharika Shukla

Date : December 19, 2023

Company Secretary and Compliance Officer

INNOVA CAPTAB LIMITED is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to make an initial public offer of its Equity Shares and has filed a draft red herring prospectus dated June 28, 2022 with SEBI (the "DRHP") and a red herring prospectus dated December 14, 2023 with the RoC. The RHP is made available on the website of the SEBI at www.sebi.gov.in as well as on the website of the BRLMs i.e., ICICI Securities Limited at www.icicisecurities.com and JM Financial Limited at www.jmfml.com, the website of the NSE at www.nseindia.com and the website of the BSE at www.bseindia.com and the website of the Company at www.innovacaptab.com. Any potential investor should note that investment in equity shares involves a high degree of risk and for details relating to such risks, please see the section titled "Risk Factors" beginning on page 33 of the RHP. Potential investors should not rely on the DRHP for making any investment decision but can only rely on the information included in the Red Herring Prospectus.

This announcement has been prepared for publication in India and may not be released in the United States. This announcement does not constitute an offer of securities for sale in any jurisdiction, including the United States, and any securities described in this announcement may not be offered or sold in the United States absent registration under the U.S. Securities Act of 1933 or an exemption from registration. Any public offering of securities to be made in the United States will be made by means of a prospectus that may be obtained from the Company and that will contain detailed information about the Company and management, as well as financial statements. There will be no public offering of the Equity Securities in the United States.