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INITIAL PUBLIC OFFERING OF EQUITY SHARES ON THE MAIN BOARD OF THE STOCK EXCHANGES IN COMPLIANCE WITH CHAPTER II OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED ("SEBI ICDR REGULATIONS").

PUBLIC ANNOUNCEMENT

SMARTWORKS
SMARTWORKS COWORKING SPACES LIMITED



(Please scan the QR code to view the DRHP)

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 ("RoC"). Pursuant to a special resolution dated October 29, 2018 passed by the Shareholders of our Company, 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 of our Company, 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 271 of the Draft Red Herring Prospectus ("DRHP") dated August 14, 2024 filed with the Securities and Exchange Board of India ("SEBI") on August 14, 2024.

Corporate Identity Number: U74900DL2015PLC310656

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 E-mail: companysecretary@sworks.co.in; Website: www.smartworksoffice.com

NOTICE TO INVESTORS

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

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF SMARTWORKS COWORKING SPACES LIMITED ("COMPANY") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ [●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹ [●] MILLION (THE "OFFER") COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AGGREGATING UP TO ₹ 5,500.00 MILLION (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 6,759,480 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AGGREGATING UP TO ₹ [●] MILLION (THE "OFFER FOR SALE"), CONSISTING OF AN OFFER FOR SALE OF UP TO 980,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AGGREGATING UP TO ₹ [●] MILLION BY NS NIKETAN LLP, UP TO 620,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AGGREGATING UP TO ₹ [●] MILLION BY SNS INFRAREALTY LLP AND UP TO 5,159,480 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AGGREGATING UP TO ₹ [●] MILLION BY SPACE SOLUTIONS INDIA PTE. LTD. (COLLECTIVELY, THE "SELLING SHAREHOLDERS" AND SUCH EQUITY SHARES, THE "OFFERED SHARES"). THE OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION, FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (AS DEFINED HEREINAFTER) (THE "EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER WILL CONSTITUTE [●]% AND [●]% OF OUR POST OFFER PAID-UP EQUITY SHARE CAPITAL, RESPECTIVELY. OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS, MAY OFFER A DISCOUNT OF UP TO [●]% (EQUIVALENT OF ₹ [●] PER EQUITY SHARE) TO THE OFFER PRICE TO ELIGIBLE EMPLOYEES BIDDING UNDER THE EMPLOYEE RESERVATION PORTION ("EMPLOYEE DISCOUNT").

Details of transfers:

Pursuant to the information received from NS Niketan LLP and SNS InfraREALTY LLP, the potential bidders may take note of the details of the following transfers:

Sr. No.	Name and category of the Transferor	Number of Equity Shares transferred	Transfer consideration (at the price of ₹ 430 per Equity Share)	Name of the transferee	Date of transfer	Whether the transferee is connected with the Company, the Promoters/ Promoter Group/ the Company's Directors or KMPs, Subsidiaries and Group Companies and their directors and key managerial personnel
1.	NS Niketan LLP (Promoter)	965,000	414,950,000	Jagdish Naresh Master	10 September 2024	No
2.	SNS InfraREALTY LLP (Promoter)	697,674	299,999,820	Pivotal Enterprises Private Limited	10 September 2024	No
3.	SNS InfraREALTY LLP (Promoter)	581,396	250,000,280	Ananta Capital Ventures Fund 1	10 September 2024	See note below
4.	SNS InfraREALTY LLP (Promoter)	197,791	85,050,130	Jagdish Naresh Master	10 September 2024	No

Note: Ananta Capital Ventures Fund 1 is an existing Shareholder of the Company and is not otherwise connected with the Company, the Promoters/ Promoter Group/ the Company's Directors or KMPs, Subsidiaries and Group Companies, in any manner.

Shareholding of the Promoters in the Company, prior to and subsequent to the Transfer:

Date of the transaction	Name	Pre-Transfer shareholding		Post- Transfer shareholding	
		Number of Equity Shares	Percentage of pre-Offer share capital of the Company (%)	Number of Equity Shares	Percentage of pre-Offer share capital of the Company (%)
September 10, 2024	NS Niketan LLP	43,769,998	42.42%	42,804,998	41.48%
September 10, 2024	SNS InfraREALTY LLP	27,585,016	26.73%	26,108,155	25.30%

BOOK RUNNING LEAD MANAGERS

JM FINANCIAL	BOBCAPS TRUST INNOVATION EXCELLENCE	IIFL SECURITIES	kotak® Investment Banking
JM Financial Limited 7 th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025, Maharashtra, India Telephone: +91 22 6630 3030/3632 E-mail: smartworks ipo@jmf.com Investor Grievance E-mail: grievance.ibd@jmf.com Website: www.jmf.com Contact person: Prachee Dhuri SEBI Registration No.: INM000010361	BOB Capital Markets Limited 1704, B Wing, 17 th Floor, Parinee Crescenzo, Plot No. C – 38/39, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra, India Telephone: +91 22 6138 9353 E-mail: smartworks.ipo@bobcaps.in Investor Grievance E-mail: investor.grievance@bobcaps.in Website: www.bobcaps.in Contact person: Nivedika Chavan SEBI Registration No.: INM000009926	IIFL Securities Limited 24 th Floor, One Lodha Place, Senapati Bapat Marg, Lower Parel (West) Mumbai - 400 013, Maharashtra, India Telephone: +91 22 4646 4728 E-mail: smartworks.ipo@iiflcap.com Investor Grievance E-mail: ig.ib@iiflcap.com Website: www.iiflcap.com Contact person: Pawan Jain / Yogesh Malpani SEBI Registration No.: INM000010940	Kotak Mahindra Capital Company Limited 1 st Floor, 27 BKC, Plot No. 27, G Block Bandra Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra, India Telephone: +91 22 4336 0000 E-mail: smartworks.ipo@kotak.com Investor Grievance E-mail: kmccredressal@kotak.com Website: https://investmentbank.kotak.com Contact person: Ganesh Rane SEBI Registration No.: INM000008704

REGISTRAR TO THE OFFER

LINKIntime	Link Intime India Private Limited C-101, 1 st Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083, Maharashtra, India, Telephone: +91 8108114949, E-mail: smartwork.ipo@linkintime.co.in, Website: www.linkintime.co.in, Investor Grievance E-mail: smartwork.ipo@linkintime.co.in, Contact Person: Shanti Gopalkrishnan, SEBI Registration No.: INR000004058
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All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the DRHP.

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

Smartworks Coworking Spaces Limited proposing, subject to, receipt of requisite approvals, market conditions and other considerations, to make an initial public offering of its Equity Shares and has filed the DRHP with SEBI on August 14, 2024. The DRHP 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 Securities Limited and Kotak Mahindra Capital Company Limited at www.jmf.com, www.bobcaps.in, www.iiflcap.com and https://investmentbank.kotak.com, respectively and the websites of the 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" of the red herring prospectus, when available. Potential investors should not rely on the DRHP for making any investment decision. Specific attention of the investors is invited to "Risk Factors" beginning on page 39 of the DRHP.

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 each of the jurisdictions where such offers and sale are made.