

ADDENDUM TO ISSUE AGREEMENT MADE AND ENTERED AT GUJARAT ON FEBRUARY 25, 2025 BETWEEN:

Desco Infratech Limited (Formerly known as *Desco Infratech Private Limited*), a Company incorporated under the Companies Act, 1956 and having its Registered Office at A-703, Swastik Universal, Next to Valentine Theatre, Dumas Road, Umra, Surat, Gujarat, India, 395007, (hereinafter referred to as “**The Company**” or “**The Issuer**” or “**DESCO**”), which expression shall, unless it be repugnant to the context or meaning thereof, be deemed to mean and include its successors and permitted assigns) of the **FIRST PART**;

AND

Smart Horizon Capital Advisors Private Limited (Formerly known as *Shreni Capital Advisors Private Limited*), a Company registered under the Companies Act, 2013, and having its Registered Office at B/908, Western Edge II, Kanakia Space, Behind Metro Mall, off Western Express Highway, Magathane, Borivali East, Mumbai – 400066, Maharashtra, India., (hereinafter referred to as “**Book Running Lead Manager**” or “**BRLM**” or “**SHCAPL**” which expression shall, unless it be repugnant to the context or meaning thereof, be deemed to mean and include its successors and permitted assigns) of the **SECOND PART**.

In this Agreement, the Company and the Book Running Lead Manager are collectively referred to as “**Parties**” and individually as “**Party**”.

WHEREAS IN THE ISSUE AGREEMENT DATED SEPTEMBER 26, 2024 UNDER Clause 30:

30. Payment: For Services rendered, the Company shall pay to BRLM fees as per the mandate dated September 11, 2024, Merchant banking fees would be Rs. 45.00 Lakhs which in inclusive of legal expenses, printing of prospectus, Regulatory fees payable to Registrar, peer review statement fees, secretarial audit fees, processing fees for depositories, initial Exchange processing fees, mandatory public advertisement, public issue banker charges, software bidding software fees.

Our bill of out-of-pocket expenses would be submitted for payment on the completion of an independent stage of the assignment (not exceeding Rs. 90,000/-).

Marketing / underwriting/ Advisory fees shall be Rs 50,00,000/-.

All other expenses such UPI Bid Charges, (Bendem, corporate Action Fees) for CDSL/NSDL, NSM Commission, PAN Validation charges payable to stock exchanges, Gratuity Valuation, Publicity, selling commission, mandatory public advertisement and other miscellaneous expenses would be borne directly by the Company on actual basis.

Note: Selling Commission shall vary depending upon the segment to which the Company belongs as well as the financials of the Company and shall be decided before the Opening of the Issue.

The schedule of disbursements is as mentioned below:




Sr. No.	Merchant Banking Fees	Amount (Rs. in Lakhs)
1.	On signing of Mandate	9.00
2.	On Appointment of intermediaries (Within 2 Months of Mandate Signing)	9.00
3.	On DRHP filing with stock exchange	9.00
4.	On Approval from Stock Exchange	9.00
5.	On Closure of IPO	Remaining Amount

The above fees are exclusive of prevailing Goods and Service Tax (“GST”). All RoC and out-of-pocket expenses to be incurred in connection with the aforesaid scope of services, which shall, inter-alia, include travel (foreign and domestic), lodging/boarding expenses, photocopying, communication expenses, etc shall be borne by the Company. Any expenses of more than Rs. 90,000 shall be incurred with the prior approval of the Company. For reimbursement of expenses, LM shall submit respective original bills to the Company.

The fees shall be paid within ten (10) days from the date of raising of the bill. The above fees shall however be reviewed after March, 2025 in case there is delay in IPO Launch. For any further services required by your esteemed organization, we may review the fees in consultation with you. At any time if the assignment is withdrawn at the behest of the Company/Group, we shall be entitled to 100% of the fees due at immediate subsequent stage.

WHEREAS NOW THE ISSUER COMPANY AND THE BOOK RUNNING LEAD MANAGER HAVE CHANGED THE PAYMENT TERMS. ACCORDINGLY, THE ISSUE AGREEMENT NEEDS CERTAIN ADDENDUM, AS DESCRIBED BELOW:

30. Payment: For Services rendered, the Company shall pay to BRLM fees as per the mandate dated September 11, 2024, Merchant banking fees would be Rs. 45.00 Lakhs which in inclusive of legal expenses, printing of prospectus, Regulatory fees payable to Registrar, peer review statement fees, secretarial audit fees, processing fees

<p>For Desco Infratech Limited (Formerly known as <i>Desco Infratech Private Limited</i>)</p>  <p>Authorised Signatory</p>	<p>For Smart Horizon Capital Advisors Private Limited (Formerly known as <i>Shreni Capital Advisors Private Limited</i>)</p>   <p>Authorised Signatory</p>
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for depositories, initial Exchange processing fees, mandatory public advertisement, public issue banker charges, software bidding software fees:

Our bill of out-of-pocket expenses would be submitted for payment on the completion of an independent stage of the assignment (not exceeding Rs. 90,000/-).

Marketing fees shall be 5% of the Issue Size.

All other expenses such UPI Bid Charges, (Bendem, corporate Action Fees) for CDSL/NSDL, NSM Commission, PAN Validation charges payable to stock exchanges, Gratuity Valuation, Publicity, selling commission, mandatory public advertisement and other miscellaneous expenses would be borne directly by the Company on actual basis.

Note: Selling Commission shall vary depending upon the segment to which the Company belongs as well as the financials of the Company and shall be decided before the Opening of the Issue.


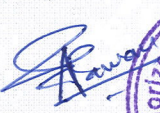
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- A. Subsequently, with respect to the above-mentioned amendments, relevant alterations shall be deemed to have been made in the original Issue Agreement dated September 26, 2024.
- B. The parties hereto agree that all applicable clauses in the original Issue Agreement shall be considered *suo moto* at the above-mentioned number of Equity Shares. All the other terms and conditions will continue to be as per the original Issue Agreement dated September 26, 2024.

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Witness

1. Parth Rathod - PARTH
2. Harsh Thakur - HT

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