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TAKYON NETWORKS LIMITED

Our Company was originally incorporated as a Private Limited Company under the name "Takyon Networks Private Limited" on May 12, 2015 under the provisions of the Companies Act, 2013 with the Registrar of Companies, Uttar Pradesh, Kanpur with CIN: U72300UP2015PTC070649. Thereafter, our Company was converted into a Public Limited Company vide Special Resolution passed by the Shareholders at the Extraordinary General Meeting, held on May 30, 2024 and consequently the name of our Company was changed from "Takyon Networks Private Limited" to "Takyon Networks Limited" vide a fresh certificate of incorporation dated August 07, 2024, issued by the Registrar of Companies, Central Processing Centre. The Corporate Identification Number of our Company is U72300UP2015PLC070649.

Registered Office: CP 37, Viraj Khand Gomti Nagar, Lucknow – 226 010, Uttar Pradesh, India

Tel No:+91-0522-6656617; E-mail: cs@takyon.co.in ; Website: www.takyon.co.in

CIN: U72300UP2015PLC070649; Contact Person: Pooja Sharma, Company Secretary & Compliance Officer

OUR PROMOTERS: MANISH KUMAR SHARMA AND NEERAJ KUMAR

THE ISSUE

INITIAL PUBLIC ISSUE OF UPTO 37,92,000 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH (THE "EQUITY SHARES") OF TAKYON NETWORKS LIMITED ("OUR COMPANY" OR "THE ISSUER") AT AN ISSUE PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING SHARE PREMIUM OF ₹[●] PER EQUITY SHARE) FOR CASH, AGGREGATING UP TO ₹[●] LAKHS ("PUBLIC ISSUE") OUT OF WHICH 1,92,000 EQUITY SHARES OF FACE VALUE OF ₹10 EACH, AT AN ISSUE PRICE OF ₹[●] PER EQUITY SHARE FOR CASH, AGGREGATING ₹[●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION") THE PUBLIC ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 36,00,000 EQUITY SHARES OF FACE VALUE OF ₹10 EACH, AT AN ISSUE PRICE OF ₹[●] PER EQUITY SHARE FOR CASH, AGGREGATING UPTO ₹[●] LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE PUBLIC ISSUE AND NET ISSUE WILL CONSTITUTE 26.48% AND 25.14% RESPECTIVELY OF THE POST- ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

*Subject to finalization of Basis of Allotment.

DETAILS OF THE SELLING SHAREHOLDERS, ISSUE FOR SALE AND WEIGHTED AVERAGE COST OF ACQUISITION - NOT APPLICABLE AS THE ENTIRE ISSUE CONSTITUTES FRESH ISSUE OF EQUITY SHARES.

PRICE BAND: RS. 51 TO RS. 54 PER EQUITY SHARE OF FACE VALUE RS. 10/- EACH

THE FLOOR PRICE IS 5.1 TIMES OF THE FACE VALUE OF THE EQUITY SHARES AND THE CAP PRICE IS 5.4 TIMES OF THE FACE VALUE OF THE EQUITY SHARES.

THE PRICE TO EARNING RATIO BASED ON DILUTED EPS FOR FY 2024-25 AT THE FLOOR PRICE IS 7.72 TIMES AND AT THE CAP PRICE IS 8.17 TIMES.

BIDS CAN BE MADE FOR A MINIMUM OF 4,000 EQUITY SHARES AND IN MULTIPLES OF 2,000 EQUITY SHARES THEREAFTER.

BID/ISSUE PROGRAMME

ANCHOR INVESTOR BIDDING DATE: TUESDAY, JULY 29, 2025

BID/ISSUE OPENS ON: WEDNESDAY, JULY 30, 2025

BID/ISSUE CLOSES ON: FRIDAY, AUGUST 01, 2025

^UPI mandate end time shall be at 5.00 p.m. on the Bid/Issue date.

BRIEF DESCRIPTION OF THE BUSINESS OF THE COMPANY

We are in the business of providing comprehensive networking and IT infrastructure solutions, serving a diverse range of clients, including government agencies and corporate enterprises. Our services include IT networking solutions, data center solutions, IT security and surveillance, cloud and managed services. We also issue maintenance and support services to our clients through formal contracts, providing expert technical support.

"THE ISSUE IS BEING MADE THROUGH BOOK BUILDING PROCESS IN ACCORDANCE WITH CHAPTER IX OF THE SEBI ICDR REGULATIONS, 2018 AS AMENDED FROM TIME TO TIME (IPO OF SMALL AND MEDIUM ENTERPRISES) AND THE EQUITY SHARES ARE PROPOSED TO BE LISTED ON SME PLATFORM OF BSE I.E. BSE SME."

THE EQUITY SHARES OF THE COMPANY WILL GET LISTED ON THE SME PLATFORM OF BSE LIMITED (BSE SME). FOR THE PURPOSE OF THE ISSUE, THE DESIGNATED STOCK EXCHANGE WILL BE BSE SME.

ALLOCATION OF THE ISSUE

- **QIB PORTION:** NOT MORE THAN 50.00% OF THE NET ISSUE
- **NON-INSTITUTIONAL PORTION:** NOT LESS THAN 15.00% OF THE NET ISSUE

- **INDIVIDUAL INVESTOR PORTION:** NOT LESS THAN 35.00% OF THE NET ISSUE
- **MARKET MAKER PORTION:** UPTO 1,92,000 EQUITY SHARES OR 5.06% OF THE ISSUE

IN MAKING AN INVESTMENT DECISION, POTENTIAL INVESTORS MUST ONLY RELY ON THE INFORMATION INCLUDED IN THE RED HERRING PROSPECTUS AND THE TERMS OF THE ISSUE, INCLUDING THE RISKS INVOLVED AND NOT RELY ON ANY OTHER EXTERNAL SOURCES OF INFORMATION ABOUT THE ISSUE AVAILABLE IN ANY MANNER.

In accordance with the recommendation of the Independent Directors of our Company, pursuant to their resolution dated July 04, 2025 the above provided price band is justified based on quantitative factors/ KPIs disclosed in the "Basis for Issue Price" section beginning on page 70 of the Red Herring Prospectus vis-a-vis the weighted average cost of acquisition ("WACA") of primary and secondary transaction(s), as applicable, disclosed in "Basis for Issue Price" section beginning on page 70 of the Red Herring Prospectus and provided below in the advertisement.

RISKS TO INVESTORS

For details, refer to the section titled "Risk Factors" on page no. 23 of the RHP.

1. Risk to investors: summary description of key risk factors based on materiality.

- We are heavily reliant on a few vendors/ suppliers and we typically do not enter into long term contracts or arrangements with our vendors. Any loss of such vendors / suppliers or any increase in the price will have a material adverse impact on our business and our revenue.
- Our financial condition could be materially and adversely affected if we fail to secure new government and PSU projects.
- A Significant proportion of our orders are from government related entities which award the contract through the process of tender. Tenders, typically, are awarded to the lower bidder once all other eligibility criteria are met. Our performance could be adversely affected if we are not able to successfully bid for these contracts or required to lower our bid value.
- We depend on few Customer Industries for majority of our revenue from operations. Loss of customers in these Customer industries may result in an adverse effect on our business, revenue from operations and financial conditions.
- Any increase in the cost of, or a shortfall in the supply of IT Equipment's, may adversely affect the pricing and supply of our products and have an adverse effect on our business, results of operations and financial condition.
- There are certain discrepancies/errors noticed in some of our corporate records relating to forms filed with the Registrar of Companies and other provisions of Companies Act, 2013. Some of our corporate records are not traceable. Any penalty or action taken by any regulatory authorities in future, for non-compliance with provisions of corporate and other law could impact the reputation and financial position of the Company to that extent.
- If we cannot attract and retain highly-skilled IT professionals, our ability to obtain, manage and staff new projects and to continue to expand existing projects may result in loss of revenue and an inability to expand our business.
- Our current order book value is not necessarily indicative of future growth. Further, some of the orders that constitute our current order could be cancelled, put in abeyance, delayed, or not paid for by our customers, which could adversely affect our financial condition.
- We have working capital requirements. If we experience insufficient cash flows to make required payments on our debt or fund working capital requirements, there may be an adverse effect on our results of operations.
- The IT solutions market is highly competitive and our competitors may have advantages that could allow them to compete more effectively than we do to secure customer contracts. Any failure to compete effectively could have a material adverse effect on our business, financial condition and results of operations.
- Average cost of acquisition of Equity Shares held by the Promoters are

Note:

i. The figures disclosed above are based on the Restated Financial Statements of the Company.

ii. The RoNW has been computed by dividing the restated net profit after tax (excluding exceptional items) with the restated Net worth as at the end of the year.

iii. Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights.

4. Weighted average cost of acquisition of all the shares transacted in the three years, 18 months and one year preceding the date of the Red Herring Prospectus-

Period	Weighted Average Cost of Acquisition (in Rs.)	Upper End of the Price Band is 'X' times the WACA	Range of acquisition price: Lowest Price – Highest Price (in Rs.)
Last one year, 18 months & three years preceding the date of the Red Herring Prospectus	0.00	0.00	0.00

5. Disclosures as per clause (9)(K)(4) of Part A to Schedule VI:

a. The price per share of our Company based on the primary/ new issue of shares (equity / convertible securities)

There has been no issuance of Equity Shares other than Equity Shares issued pursuant to a bonus issue on May 03, 2024 during the 18 months preceding the date of this Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of 30 days.

b. The price per share of our Company based on the secondary sale/acquisition of shares (equity shares)

There have been no secondary sale/ acquisitions of Equity Shares, where the promoters, members of the promoter group or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts of shares), during the 18 months preceding the date of this Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of 30 days.

c. Since there are no such transactions to report to under (a) and (b) therefore, information based on last 5 primary or secondary transactions (secondary transactions where Promoter/ Promoter Group entities or shareholder(s) having the right to nominate director(s) in the Board of our Company, are a party to the transaction), not older than 3 years prior to the date of this Red Herring Prospectus irrespective of the size of transactions, is as below:

Secondary Transactions

Except as disclosed below, there have been no secondary transactions by the Promoters, members of the Promoter Group or shareholder(s) having the right to nominate director(s) in the Board of Directors of our Company are a party to the transaction, in the last three years preceding the date of this Prospectus:

Date of Transfer	Name of transferor	Name of transferee	No. of Equity shares	Price Per Equity Share (₹)	Nature of transaction	Total Consideration (in ₹)
May 07, 2024	Manish Kumar Sharma	Nidhi Sharma	100	Nil	By way of Gift	Nil
		Pushpa Sharma	100	Nil		Nil
		Shalini Joshi	100	Nil		Nil
		Neeraj Kumar	150	Nil		Nil
		Bishun Chowdhary	150	Nil		Nil

Weighted average cost of acquisition, floor price, and cap price.

Types of transactions	Weighted average cost of acquisition (₹ per Equity Shares of face value of Rs 10)	Floor price (i.e. ₹ 51)	Cap price (i.e. ₹ 54)
Weighted average cost of acquisition of primary / new issue as per paragraph 5(a) above	NA^	NA^	NA^
Weighted average cost of acquisition for secondary sale / acquisition as per paragraph 5(b) above	NA^^	NA^^	NA^^
Weighted average cost of acquisition for primary issuances /secondary transactions as per paragraph 5(c) above	0.00	0.00 times	0.00 times

^aThere were no primary/ new issue of shares (equity/ convertible securities) as mentioned in paragraph 5(a) above, in last 18 months from the date of this Red Herring Prospectus.

[^]There were no secondary sale/ acquisitions as mentioned in paragraph 5(b) above, in last 18 months from the date of this Red Herring Prospectus.

The Issue Price shall be determined by our Company in consultation with the BRLM, on the basis of the demand from investor for the Equity Shares through Book Building Process.

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ADDITIONAL INFORMATION FOR INVESTORS:

Details of proposed/undertaken pre-issue placements from the DRHP filing date: Our Company has not undertaken any Pre-IPO Placements from the DRHP filing date.

Transaction of shares aggregating up to 1% or more of the paid-up equity share capital of the Company by promoter(s) and promoter group(s) from the DRHP filing date:

S. No.	Date of Transfer/transmission	Name of Transferees	Nature of relationship with the company	Name of Transferee	Nature of Relationship with Company	Nature of Transaction	Number of Equity Shares	Percentage of pre-issue share capital of the company	Transfer Price per Share (Rs.)	Total Consideration (in Rs.)
NA										

Shareholding of the Promoter/ Promoter Group and Additional Top 10 Shareholders of the Company:

Sr. No.	Name of Shareholders	Pre-Issue shareholding as at the date of the Advertisement		Post-Issue shareholding as at Allotment ⁽²⁾				Number of Equity Shares ⁽¹⁾	Share Holding (in%) ⁽¹⁾		
		At the lower end of the price band (₹ 51)		At the upper end of the price band (₹ 54)							
		Number of Equity Shares ⁽¹⁾	Share holding (in%) ⁽¹⁾	Number of Equity Shares ⁽¹⁾	Share holding (in%) ⁽¹⁾						
Promoters											
1.	Manish Kumar Sharma	52,64,700	49.99	52,64,700	36.76	52,64,700	36.76				
2.	Neeraj Kumar	52,64,700	49.99	52,64,700	36.76	52,64,700	36.76				
	Sub Total (A)	1,05,29,400	99.98	1,05,29,400	73.52	1,05,29,400	73.52				
Promoter Group											
3.	Pankaj Kumar	150	Negligible	150	Negligible	150	Negligible				
4.	Bishnu Chowdhary	150	Negligible	150	Negligible	150	Negligible				
5.	Nidhi Sharma	100	Negligible	100	Negligible	100	Negligible				
6.	Pushpa Sharma	100	Negligible	100	Negligible	100	Negligible				
7.	Shalini Joshi	100	Negligible	100	Negligible	100	Negligible				
	Sub Total (B)	600	Negligible	600	Negligible	600	Negligible				
Additional Top 10 Shareholders											
		Nil									
	Total (A+B)	1,05,30,000	100.00	1,05,30,000	73.52	1,05,30,000	73.52				

Notes:
1) Includes all options that have been exercised until the date of the prospectus and any transfers of equity shares by existing shareholders after the date of the pre-issue and price band advertisement until the date of the prospectus.
2) Based on the Issue price of ₹ 10 and subject to finalization of the basis of allotment.
3) Assuming full subscription in the issue. The post-issue shareholding details as at allotment will be based on the actual subscription and the final issue price and updated in the prospectus, subject to the finalization of the basis of allotment. Also, this table assumes there is no transfer of shares by these shareholders between the date of the advertisement and allotment if any such transfers occur prior to the date of the prospectus, it will be updated in the shareholding pattern in the prospectus.



BASIS FOR ISSUE PRICE

The "Basis for issue price" on page 70 of the issue document has been updated with the above price band. Please refer to the website of the BRLM or scan the given QR code for the "Basis for issue price" updated with the above price band.

INDICATIVE TIMELINE FOR THE ISSUE

Our Company may, in consultation with the BRLM, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations.

Sequence of Activities	Listing within T+3 days (T is Issue Closing Date)
Application Submission by Investors	Electronic Applications (Online ASBA through 3-in-1 accounts) "for Individual Investor" – Up to 4 pm on T Day. Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking, and Syndicate UPI ASBA, etc.) – Up to 4 pm on T Day. Electronic Applications (Syndicate Non-Individual, Non-Institutional Applications) – Up to 3 pm on T Day.
	Physical Applications (Bank ASBA) – Up to 1 pm on T Day. Physical Applications (Syndicate Non-Individual, Non-Institutional Applications of QIBs and NIIs) – Up to 12 pm on T Day and Syndicate members shall transfer such applications to banks before 1 pm on T Day.
Bid Modification	From the Issue opening date up to 4 pm on T Day.
Validation of bid details with depositories	From the Issue opening date up to 5 pm on T Day.
Reconciliation of UPI mandate transactions (Based on the guidelines issued by NPCI from time to time): Among Stock Exchanges –Sponsor Banks – NPCI and NPCI – PSPS/TPAs** – Issuer Banks; Reporting formats of bid information, UPI analysis report and compliance timelines.	On daily basis Merchant Bankers to submit to SEBI, sought as and when.
UPI Mandate acceptance time	T Day – 5 pm
Issue Closure T day	T Day – 4 pm for Individual, QIB and NII categories
Third-party check on UPI applications	On a daily basis and to be completed before 9:30 AM on T+1 day
Third-party check on Non-UPI applications	On a daily basis and to be completed before 1 pm on T+1 day
Submission of final certificates: -For UPI from the Sponsor Bank -For Bank ASBA, from all SCSBs -For syndicate ASBA UPI ASBA	Before 09:30 pm on T+1 day All SCSBs for Direct ASBA - Before 07:30 pm on T Day Syndicate ASBA - Before 07:30 pm on T Day
Finalization of rejections and completion of the basis	Before 6 pm on T+1 day.
Approval of basis by the Stock Exchange	Before 9 pm on T+1 day
Issuance of fund transfer instructions in separate files for debit and unblocked.	Intimation not later than 9:30 am on T+2 day. Completion before 2 pm on T+2 day for fund transfer; Completion before 4 pm on T+2 day for unlocking
For Bank ASBA and Online ASBA – To all SCSBs For UPI ASBA – To Sponsor Bank	
Corporate action execution for the credit of shares	Initiation before 2 pm on T+2 day Completion before 6 pm on T+2 day
Filing of listing application with the Stock Exchanges and issuance of trading notice	Before 7:30 pm on T+2 day
Publish allotment advertisement	On the website of Issuer, Merchant Banker and RTI - before 9 pm on T+2 day. In newspapers - on T+3 day but not later than T+4 day
Trading starts T+3 day	T+3 day

Submission of Bids (other than Bids from Anchor Investors):

Bid/Issue Period (except the Bid/Issue Closing Date)

Submission and Revision in Bids Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time ("IST"))

Bid/Issue Closing Date* (i.e. Friday, August 01, 2025)

Submission of Electronic Applications (Online ASBA through 3-in-1 accounts) – For Individual Investors (other than QIBs and Non-Institutional Investors) Only between 10.00 a.m. and up to 4.00 p.m. IST

Submission of Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA applications) Only between 10.00 a.m. and up to 4.00 p.m. IST

Submission of Electronic Applications (Syndicate Non-Individual, Non-Institutional Applications)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of Physical Applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of Physical Applications (Syndicate Non-Individual, Non-Institutional Applications)	Only between 10.00 a.m. and up to 12.00 p.m. IST

Modification/ Revision/Cancellation of Bids

Upward Revision of Bids by Individual Investors, QIBs and Non-Institutional Investors categories# Only between 10.00 a.m. on the Bid/Issue Opening Date and up to 4.00 p.m. IST on Bid/Issue Closing Date.

*UPI mandate end time and date shall be at 5:00 pm on the Bid/Issue Closing Date.
Individual Investors, QIBs and Non-Institutional Investors can neither revise their bids downwards nor cancel/ withdraw their bids. On the Bid/Issue Closing Date, the bids shall be uploaded until 4.00 p.m. IST for all bidders.

Event	Indicative Dates
Bid/Issue Opening Date	Wednesday, July 30, 2025
Bid/Issue Closing Date	Friday, August 01, 2025
Finalization of Basis of Allotment with the Designated Stock Exchange (T+1)	On or about Monday, August 04, 2025
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account (T+2)	On or about Tuesday, August 05, 2025
Credit of Equity Shares to Demat accounts of Allottees (T+2)	On or about Tuesday, August 05, 2025
Commencement of trading of the Equity Shares on the Stock Exchange (T+3)	On or about Wednesday, August 06, 2025

ASBA*	Simple, Safe, Smart way of Application- Make use of it!!!	*Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, and investors can apply the same. For details, check the section on ASBA below.	Mandatory in Public Issues from January 01, 2016. No cheque will be accepted
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UPI – Now available in ASBA for Individual Investors and Non-Institutional Investors applying for an amount up to ₹5,00,000/- applying through Registered Brokers, DPs & RTAs. UPI Bidder also has the option to submit the Application directly to the ASBA (SCSBs) or to use the facility of linked online trading, demat and bank account. Investors are required to ensure that the Bank Account used for bidding is linked to their PAN. Bidders must ensure that their PAN is linked with Aadhaar and are in compliance with the CBDT notification dated February 13, 2020, issued by the CBDT and the subsequent press release, including press release dated June 25, 2021 and September 17, 2021 and the CBDT circular no. 7 of 2022, dated March 30, 2022 read with the press release dated March 28, 2023 and any subsequent press releases in this regard.

ASBA has to be availed by all investors except anchor investors. UPI may be availed by (i) Individual Investors Portion (ii) Non-Institutional Investors with an application size of up to ₹5,00,000 in the Non-Institutional Portion. For details on the ASBA and UPI process, please refer to the details given in the ASBA form and the abridged prospectus and also please refer to the section "Issue Procedure" on page 203 of the Red Herring Prospectus. The process is also available on the website of the Association of Investment Bankers of India ("AIBI") and Stock Exchanges and in the General Information Document. ASBA bid-cum-application forms can be downloaded from the websites of Stock Exchanges and can be obtained from the list of banks that is displayed on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmlid=35> and <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmlid=43>, respectively, as updated from time to time. For the list of UPI apps and banks live on IPO, please refer to the link: www.sebi.gov.in. UPI mechanism may apply through the SCSBs and mobile applications whose names appear on the website of SEBI, as updated from time to time. HDFC Bank Limited has been appointed as the Sponsor Banks for the issue, in accordance with the requirements of the SEBI Circular dated November 1, 2018 as amended. For issue-related queries, please contact the BRLMs on their respective email IDs as mentioned below. For UPI-related queries, investors can contact NPCI at the toll-free number: 18001201740 and mail id: ipo.upi@npci.org.in.

In case of any revisions in the Price Band, the Bid/Issue Period will be extended by at least three additional Working Days after such revision of the Price Band, subject to the Bid/Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Bid/Issue Period for a minimum of one Working Day, 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, will be widely disseminated by notification to the Stock Exchange, by issuing a press release, and also by indicating the change on the website of the Book Running Lead Managers and the terminals of the other members of the Syndicate and by intimation to SCSBs, the Sponsor Bank, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents.

The issue is being made through the Book