

Date: June 25, 2024

To
The Board of Directors
CapitalNumbers Infotech Limited
Mani Casadona IT Building, 8th Floor, 8E4, East Tower,
Plot 2 F/4, Action Area I, 2F, Newtown, New Town,
North 24 Parganas, New Town, West Bengal, India, 700156

Dear Sirs/Ma'am,

Proposed initial public offering (the "Offer") of equity shares of ₹ 10 (the "Equity Shares") by CapitalNumbers Infotech Limited (the "Company")

We, the undersigned, do hereby consent to act as Book Running Lead Manager to the Offer and to our name being inserted as a Book Running Lead Manager to the Issue ("BRLM") in the Draft Red Herring Prospectus, Red Herring Prospectus / Prospectus to be filled by the Company with the Stock Exchange where the Equity Shares of the Company are proposed to be listed and for the purpose of registration with the Registrar of Companies (the "ROC") in respect of the Issue and any other document to be issued or filed in relation to the Issue (collectively, the "Offer Documents"), pursuant to the provisions of Section 26 and Section 32 of the Companies Act, 2013. Further, the following details with respect to us may be disclosed in the Offer Documents:

GYR CAPITAL ADVISORS PRIVATE LIMITED

Address: 428, Gala Empire, Near T.B. Tower Drive In Road, Thaltej, Ahmedabad – 380054, Gujarat, India

Tel No.: +91 87775 64648

Fax No.: N.A.

Email: info@gyrcapitaladvisors.com

Website: www.gyrcapitaladvisors.com

Investor Grievance Email: compliance@gyrcapitaladvisors.com

Contact Person: Mr. Mohit Baid

SEBI Registration No.: INM000012810

We further confirm that the above information in relation to us is true and correct.

We enclose a copy of our Registration Certificate as **Annexure A**. We also certify that our registration is valid as on date and that we have not been prohibited or debarred by SEBI or any other regulatory authority, court or tribunal to act as an intermediary in capital market issues. We further confirm that we are not an associate of the Company in terms of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended.

We undertake to inform the Company promptly, in writing of any changes to the above information until the Equity Shares commence trading on the Stock Exchange. In the absence of any communication from us, the above-mentioned information should be considered as updated information until the Equity Shares commence trading on the Stock Exchange, pursuant to the Issue.

This letter may be relied upon by the legal counsel appointed in relation to the Issue. We hereby consent for submission of this letter to the Securities and Exchange Board of India, Stock Exchange, ROC and any other authority may be required by law. We further consent to the aforementioned details being included for the records to be maintained by the LM in connection with the Issue and in accordance with applicable laws.

Capitalized terms not defined herein would have the same meaning as attributed to it in the Offer Documents.

For, GYR Capital Advisors Private Limited



Mohit Baid

Director

DIN: 08594571

SEBI Reg. No.: INM000012810

Annexure- A

मर्चेट बैंककार	प्ररूप ख FORM B	MERCHANT BANKER
भारतीय प्रतिभूति और विनियम बोर्ड SECURITIES AND EXCHANGE BOARD OF INDIA		
00 2930	(मर्चेट बैंककार) विनियम, 1992 (MERCHANT BANKERS) REGULATIONS, 1992	
(विनियम 8) (regulation 8)		
रजिस्ट्रीकरण प्रमाणपत्र CERTIFICATE OF REGISTRATION		
<p>I. बोर्ड, उसके द्वारा बनाए गए नियमों और विनियमों के साथ पठित भारतीय प्रतिभूति और विनियम बोर्ड अधिनियम, 1992 की धारा 12 की उपधारा (1) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए इसके द्वारा पवर्ग I/ II/ III/ IV में मर्चेट बैंककार के रूप में</p> <p>I. In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992, read with the rules and regulations made thereunder the Board hereby grants a certificate of registration to</p>		
<p>GYR CAPITAL ADVISORS PRIVATE LIMITED 428, Gala Empire, Near J B Tower, Drive in Road, Thaltej, AHMEDABAD – 380054, GUJARAT, INDIA</p>		
<p>को नियमों में शर्तों के अधीन रहते हुए और विनियमों के अनुसार निम्नलिखित क्रियाकलाप करने का रजिस्ट्रीकरण प्रमाणपत्र देता है :- as a merchant banker in Category I/ II/ III/ IV subject to conditions in the rules and in accordance with the regulations to carry out following activities :-</p> <ul style="list-style-type: none">*1. किसी निर्गमन का पबंध जिसके अन्तर्गत प्रोस्पेक्टस तैयार करना, निर्गमन से संबंधित जानकारी एकत्र करना, वित्तपोषण संरचना अवधारित करना, वित्तदाताओं से संबंध बनाना, अंतिम आबंटन और अधिक आवेदन धनराशि का प्रतिदाय है। Management of any issue, including preparation of prospectus, gathering information relating to the issue, determining financing structure, tie up of financiers, final allotment and refund of excess application money.*2. विनिधान सलाहकार। Investment Adviser*3. निर्गमनों का निम्नांकन। Underwriting of Issues.*4. संविभाग पबंध सेवाएं। Portfolio Management Services.*5. किसी निर्गमन के प्रबंधक, परामर्शी या सलाहकार जिनके अन्तर्गत निगमित सलाहकार सेवाएं हैं। Manager, Consultant or Adviser to any issue including corporate advisory services.*6. परामर्शी या सलाहकार। Consultant or Adviser. <p>(*जो लागू न हो उसे काट दें) (*Delete whichever are not applicable)</p>		
<p>II. मर्चेट बैंककार के लिए रजिस्ट्रीकरण कोड है।</p> <p>II. Registration Code for the merchant banker is MB /</p>		
<p>III. यह प्रमाणपत्र</p> <p>III. This Certificate shall be valid for</p>		
<p>INM000012810</p> <p>This Certificate of registration shall be valid for permanent, unless suspended or cancelled by the Board</p> <p>तक विधिमाम्य होगा और जैसे भारतीय प्रतिभूति और विनियम बोर्ड (मर्चेट बैंककार) विनियम, 1992 में विनिर्दिष्ट है नवीकृत किया जा सकेगा।</p> <p>and may be renewed as specified in regulation 9 of the Securities and Exchange Board of India (Merchant Banker(s) Regulations, 1992.</p>		
<p>आदेश द्वारा By order</p> <p><i>Anupma</i> ANUPMA CHADHA</p> <p>भारतीय प्रतिभूति और विनियम बोर्ड के लिए और उसकी ओर से For and on behalf of Securities and Exchange Board of India</p>		
स्थान Place	Mumbai	
तारीख Date	January 28, 2021	

428, Gala Empire, Drive In Road, Ahmedabad, Gujarat, India • +91 87775 64648 • +91 98250 35779

CIN: U67200GJ2017PTC096908 • SEBI Registration No: INM000012810

info@gyrcapitaladvisors.com • www.gyrcapitaladvisors.com •

(Formerly Known as Alpha Numero Services Private Limited)



GIRIRAJ

Stock Broking Pvt. Ltd.

Date: 10th January, 2025

CIN: U65100WB2005PTC101507
GSTIN: 19AACCG7581R1ZO
SEBI Regn. No.: INZ000212638
Member: BSE CM (ID : 6551)
NSE CM (ID: 90318)

To,
The Board of Directors
Capitalnumbers Infotech Limited
Mani Casadona IT Building, 8th Floor
8E4, East Tower, Plot 2 F/4, Action Area I,
2F, New Town, North 24 Parganas
West Bengal- 700156, India

Dear Sirs,

Sub: Proposed initial public offering of equity shares of face value Rs. 10 each ("Equity Shares") by Capitalnumbers Infotech Limited ("Company") (referred to as the "Issue").

We hereby agree to be appointed as Market Maker and give consent to our name being inserted as Market Maker to the Company in the Red Herring Prospectus/Prospectus to be filed with Stock Exchange where the Equity Shares of the Company are proposed to be listed and with the Registrar of Companies and other regulatory authorities, which the Company intends to issue in respect of the proposed Public Issue of the said Equity Shares.

The terms and condition of our appointment as a Market Maker are subject to separate agreement being signed between us.

We undertake that, we are registered Market Maker with National Stock Exchange of India Limited and can act as a Market Maker. We also certify that our SEBI registration is valid as on date and that we have not been prohibited or debarred by SEBI or any other regulatory authority, court or tribunal to act as an intermediary in capital market issues.

We also authorise you to deliver a copy of this letter of consent to the Registrar of Companies, pursuant to the provisions of Section 32 of the Companies Act, 2013, and to other regulatory authorities as may be required.

Name: Giriraj Stock Broking Private Limited
Address: 4, Fairlie Place, HMP House, 4th Floor, Suite No- 421A, Kolkata- 700001
Tel: (033) 4005-4519/17
Email: girirajstock@yahoo.com
Website: www.girirajstock.com
Contact Person: Kuntal Laha
SEBI Registration Number: INZ000212638

Yours Faithfully,

For Giriraj Stock Broking Private Limited
GIRIRAJ STOCK BROKING PVT. LTD.

Kuntal Laha
Kuntal Laha
(Director) **Director**
DIN: 08086873

cc:
GYR Capital Advisors Private Limited
428, Gala Empire, Near JB Tower,
Drive In Road, Thaltej,
Ahmedabad – 380054, Gujarat



(033) 4005-4517/19
girirajstock@yahoo.com

4 Fairlie Place, HMP House, 4th Floor,
Suite 421A, Kolkata- 700001

www.girirajstock.com



MUFG

MUFG Intime India Pvt. Ltd.
CIN : U67190MH1999PTC118368
C-101, Embassy 247, L. B. S. Marg,
Vikhroli (West), Mumbai - 400 083.
Tel. : +91 22 4918 6000
Fax : +91 22 4918 6060
Website : www.linkintime.co.in

To,
The Board of Directors,
Capital Numbers Infotech Ltd
Mani Casadona, Unit No 8E4,
Action Area #2 F, New Town,
Kolkata-700156, West Bengal,

Subject: Proposed Initial Public Issue of M/s. Capital Numbers Infotech Ltd

Dear Sir/Madam,

We, the undersigned, hereby testify and accord our consent to act as Registrar to the Issue and have no objection to our name being inserted as Registrar to the Issue in the Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus which the Company intends to issue in respect thereof and we authorize the said Company to deliver this letter of consent to the Registrar of Companies, Stock Exchange and SEBI.

Further we hereby give our consent to include the following contact details:

Name	MUFG Intime India Private Limited (formerly known as Link intime India Private Limited)
Address	C-101, 1 st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai City, Mumbai, Maharashtra, India, 400083
Tel	+91 810 811 4949
Fax	91 22 49186060
E-mail	capitalnumbers.smeipo@linkintime.co.in
Investor Grievance E-Mail	capitalnumbers.smeipo@linkintime.co.in
Website	https://www.linkintime.co.in/
Contact Person	Ms. Shanti Gopalkrishnan
SEBI Registration Number	INR000004058
CIN	U67190MH1999PTC118368

Thanking you,

Yours faithfully

For and on behalf of MUFG Intime India Private Limited (formerly known as Link intime India Private Limited)




Name of Authorised Signatory: Dhawal Adalja
Designation: Vice President – Primary Market

Date: 07/01/2025

Place: Mumbai



MUFG

MUFG Intime India Pvt. Ltd.
CIN : U67190MH1999PTC118368
C-101, Embassy 247, L. B. S. Marg,
Vikhroli (West), Mumbai - 400 083.
Tel. : +91 22 4918 6000
Fax : +91 22 4918 6060
Website : www.linkintime.co.in

Annexure A

We hereby confirm that as on date the following details in relation to our registration with the Securities and Exchange Board of India as a Registrar to the Offer is true and correct:

Registration Number:	INR000004058
Date of registration / Renewal of registration:	05.12.2024
Date of expiry of registration:	NA
If applied for renewal, date of application:	NA
Any communication from SEBI prohibiting MUFG Intime India Private (<i>formerly known as Link intime India Private Limited</i>) from acting as registrar and share transfer agent to the Offer:	None
Any enquiry/investigation being conducted by SEBI:	None
Period up to which registration/ renewal fees has been paid:	Permanent Registration / December 04, 2029
Details of any penalty imposed	None



MUFG

MUFG Intime India Pvt. Ltd.
CIN : U67190MH1999PTC118368
C-101, Embassy 247, L. B. S. Marg,
Vikhroli (West), Mumbai - 400 083.
Tel. : +91 22 4918 6000
Fax : +91 22 4918 6060
Website : www.linkintime.co.in

निर्गम रजिस्ट्रार और शेयर अंतरण अभिकर्ता	प्रारूप क्र FORM B	REGISTRARS TO AN ISSUE AND SHARE TRANSFER AGENTS
भारतीय प्रतिभूति और विनियम बोर्ड SECURITIES AND EXCHANGE BOARD OF INDIA [निर्गम-रजिस्ट्रार और शेयर अंतरण अभिकर्ता] विनियम, 1993 (Registrars to an issue and Share transfer agents) Regulations, 1993 (विनियम 8) (Regulation 8)		
00 1444 रजिस्ट्रीकरण का प्रमाणपत्र CERTIFICATE OF REGISTRATION		
I. बोर्ड, भारतीय प्रतिभूति और विनियम अधिनियम, 1992 के अधीन बनाये गए नियमों और विनियमों के साथ पठित उस अधिनियम की धारा 12 की उपधारा (1) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए प्रवर्ग-I में निर्गम-रजिस्ट्रार और शेयर अंतरण अभिकर्ता/प्रवर्ग-II में निर्गम-रजिस्ट्रार/शेयर अंतरण अभिकर्ता के रूप में I. In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992 read with the rules and regulations made thereunder, the Board hereby grants a certificate of registration to		
Link Intime India Pvt Ltd C-101 1 st Floor, 247 Park, LBS Marg, Vikhroli West MUMBAI - 400083, MAHARASHTRA, INDIA		
को नियमों की शर्तों के अधीन रहते हुए और विनियमों के अनुसार क्रियाकलाप करते के लिए, जैसे उसमें विनिर्दिष्ट है, इसके द्वारा रजिस्ट्रीकरण का प्रमाणपत्र देता है। as registrars to an issue and share transfer agent in Category I*/registrar to an issue*/share transfer agent* in Category II, subject to the conditions in the rules and in accordance with the regulations to carry out the activities as specified therein.		
II. निर्गम-रजिस्ट्रार और शेयर अंतरण अभिकर्ता का रजिस्ट्रीकरण कोड है। II. Registration Code for the registrar to an issue and share transfer agent is INR000004058		
This certificate of Registration shall be valid from 05/12/2024 till it is Suspended or cancelled by the Board		
III. जब तक नवीकृत न किया जाए रजिस्ट्रीकरण प्रमाणपत्र तक विधिमाम्य है। III. Unless renewed, the certificate of registration is valid from		
स्थान Place	Mumbai	आदेश से भारतीय प्रतिभूति और विनियम बोर्ड के लिए और उसकी ओर से By order For and on behalf of Securities and Exchange Board of India
तारीख Date	December 05, 2024	 Narendra Rawat प्राधिकृत हस्ताक्षरकर्ता Authorised Signatory
*जो लागू न हो उसे काट दें। *Delete whichever is not applicable		



Consent from Legal Advisor

Date: January 10, 2025

To,

**The Board of Directors,
Capitalnumbers Infotech Limited**
Mani Casadona IT Building, 8th Floor,
8E4, East Tower, Plot 2 F/4,
Action Area I, 2F, New Town,
North 24 Parganas, West Bengal,
India, 700156

Dear Sirs,

Sub: Proposed initial public offering (the “Issue”) of equity shares of ₹ 10 (the “Equity Shares”) by Capitalnumbers Infotech Limited (the “Company”)

We, Vidhigya Associates, Advocates, hereby consent to act as Legal Advisor to the Company and to inclusion of our name and contact details, in the Red Herring Prospectus and Prospectus to be filed by the Company with SME Platform of BSE Limited where the Equity Shares of the Company are proposed to be listed and for the purpose of registration with the Registrar of Companies (the “RoC”) in respect of the Issue and any other document to be issued or filed in relation to the Issue (collectively, the “Offer Documents”), pursuant to the provisions of section 32 of the Companies Act 2013. Further, the following details with respect to us may be disclosed in the Offer Documents:


Logo: VIDHIGYA
Name: Vidhigya Associates, Advocates.
Address: 501, 5th Floor, Jeevan Sahakar Building
Sir P M Road, Homji Street Fort
Mumbai – 400 001, Maharashtra, India
Correspondence Address: 105, First Floor A wing, Kanara Business Centre,
Ghatkopar East, Mumbai – 400075
Tel: +91 8424030160
Email: rahul@vidhigyaassociates.com
Contact Person: Rahul Pandey

We further confirm that the information in relation to us is true and correct, not misleading and without omission of any matter that is likely to mislead and adequate to enable investors to make a well-informed decision.

We hereby authorise you to deliver this letter of consent to the SEBI, RoC pursuant to Section 32 and other applicable provisions of the Companies Act, 2013 and the rules and regulations thereunder, each as amended, the Stock exchange

**Mumbai Office: 501, 5th floor, Jeevan Sahakar Building, Homji Street, Fort, Mumbai 400 001
105, First Floor A wing, Kanara Business Centre Ghatkopar East, Mumbai-- 400075**



and any other regulatory authority, as may be required and/or retain this letter for your records in connection with the Issue and in accordance with applicable law.


We undertake to inform the Book Running Lead Manager promptly, in writing of any changes to the above information until the Equity Shares commence trading on the Stock exchange. In the absence of any such communication from us, the above-mentioned information should be considered as updated information until the Equity Shares commence trading on the Stock exchange, pursuant to the Issue.

This letter may be relied upon by the Company and the Book Running Lead Manager appointed in relation to the Issue. We hereby consent for submission of this letter to the Stock Exchange, RoC and any other authority as may be required by law. We further consent to the aforementioned details being included for the records to be maintained by the Book Running Lead Manager in connection with the Issue and in accordance with applicable laws.

Capitalized terms not defined herein would have the same meaning as attributed to it in the Offer Documents.

Yours Sincerely,

For Vidhigya Associates, Advocates


Rahul Pandey



cc:

GYR Capital Advisors Private Limited
428, Gala Empire, Near JB Tower,
Drive In Road, Thaltej,
Ahmedabad, Gujarat - 380054, India

Date: January 04, 2025

To,
The Board of Directors
CapitalNumbers Infotech Limited
Mani Casadona IT Building, 8th Floor,
8E4, East Tower, Plot 2 F/4, Action Area I,
2F, Newtown, North 24 Parganas,
New Town, West Bengal, India, 700156

Dear Ma'am/Sir,

Re: Proposed initial public offering of equity shares of face value of ₹ 10 each (the "Equity Shares" and such offering, the "Offer") of CapitalNumbers Infotech Limited

We, ICICI Bank Limited, do hereby consent to act as the Escrow Collection Bank, Sponsor Bank, Refund Bank and Public Offer Bank to our name details mentioned herein being inserted as the Escrow Collection Bank, Sponsor Bank, Refund Bank and the Public Offer Bank in the red herring prospectus ("RHP") and the prospectus ("Prospectus") (collectively, the "Offer Documents") which the Company intends to file, with the Registrar of Companies, West Bengal ("RoC"), Securities and Exchange Board of India ("SEBI") and the stock exchanges where the Equity Shares are proposed to be listed ("Stock Exchanges") and in any publicity material, press release, presentation or any other documents in relation to the Offer.

We hereby authorise you to deliver this consent letter to SEBI, the Stock Exchanges, the RoC and any other regulatory authorities as may be required. The following details with respect to us may be disclosed in the Offer Documents and any other documents in relation to the Offer:

Name:	ICICI Bank Limited
Address:	Capital Market Division, 5th Floor, HT Parekh Marg Churchgate, Mumbai - 400020
Telephone number:	022- 66818911/23/24
Fax:	022- 22611138
E-mail:	ipocmg@icicibank.com
Website:	www.icicibank.com
SEBI Registration Number:	INBI00000004
Contact Person:	Mr. Varun badai

We enclose a copy of our registration certificate and declaration regarding our registration with SEBI in the required format (**Annexure A**). We also certify that our registration is valid as on date and that we have not been prohibited by SEBI, any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues. We have also not been debarred from functioning by any regulatory authority.

ICICI Bank Limited
Capital Market Division Branch,
163, Ground Floor, Near ATM,
HT Parekh Marg, Churchgate,
Mumbai - 400 020,
Maharashtra, India.

Website www.icicibank.com
CIN :L65190GJ1994PLC021012

Regd. Office : ICICI Bank Tower, Near Chakli Circle,
Old Padra Road, Vadodara 390 007,
India.
Corp. Office : ICICI Bank Towers, Bandra-Kurla
Complex, Mumbai 400051, India.

We further confirm that the above information in relation to us is true, correct, adequate and not misleading in any material respect.

We confirm that we will immediately communicate any changes in writing in the above information to the book running lead managers to the Offer ("**Book Running Lead Managers**") until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from us, the Book Running Lead Managers and the legal advisors, each to the Company and the Book Running Lead Managers, can assume that there is no change to the above information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This consent letter is for information and for inclusion (in part or full) in the Offer Documents or any other Offer -related material, and may be relied upon by the Company, Book Running Lead Managers and the legal advisors appointed by the Company and Selling Shareholder and the Book Running Lead Managers, in relation to the Offer. We hereby consent to the submission of this consent letter as may be necessary to the SEBI, the RoC, the relevant stock exchanges and any other regulatory authority and/or for the records to be maintained by the Book Running Lead Managers and in accordance with applicable law.

We also consent to the inclusion of this letter as a part of "*Material Contracts and Documents for Inspection*" in connection with the Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/Offer Closing Date.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents, as the case may be.

Sincerely,
For ICICI Bank Limited



Authorized Signatory

ICICI Bank Limited
Capital Market Division Branch,
163, Ground Floor, Near ATM,
H T Parekh Marg, Churchgate,
Mumbai - 400 020,
Maharashtra, India.

Website www.icicibank.com
CIN :L65190GJ1994PLC021012

Regd. Office : ICICI Bank Tower, Near Chakli Circle,
Old Padra Road, Vadodara 390 007,
India.
Corp. Office : ICICI Bank Towers, Bandra-Kurla
Complex, Mumbai 400051, India.

Annexure A**Date: January 04, 2025**

We hereby confirm that as on date the following details in relation to our registration with the Securities and Exchange Board of India as an Escrow Collection Bank, Sponsor Bank, Public Offer Bank and Refund Bank is true and correct:

1.	Registration Number	INBI00000004
2.	Date of permanent registration/ Renewal of registration	1/11/2015
3.	Date of expiry of registration	Permanent Registration
4.	If applied for renewal, date of application	NA
5.	Any communication from SEBI prohibiting the entity from acting as the intermediary	NO
6.	Any enquiry/ investigation being conducted by SEBI	NO
7.	Details of any penalty imposed by SEBI	NO

For ICICI Bank Limited
**Authorized Signatory**

ICICI Bank Limited
Capital Market Division Branch,
163, Ground Floor, Near ATM,
HT Parekh Marg, Churchgate,
Mumbai - 400 020,
Maharashtra, India.

Website www.icicibank.com
CIN : L65190GJ1994PLC021012

Regd. Office : ICICI Bank Tower, Near Chakli Circle,
Old Padra Road, Vadodara 390 007,
India.
Corp. Office : ICICI Bank Towers, Bandra-Kurla
Complex, Mumbai 400051, India.

To,
The Board of Directors
Capital Numbers Infotech Pvt Ltd
Mani Casadona IT building , East Tower
Unit 8ES4 , 8th Floor , Action Area 2F , New Town
24 Paraganas North , West Bengal
Pin 700156

Date: 10/06/2024

Dear Sir,

Sub: Proposed initial public offering of equity shares of face value Rs. 10 each ("Equity Shares") by Capital Numbers Infotech Pvt Ltd (referred to as the "Issue").

We, the undersigned, do hereby confirm that we are bankers to the Company. We also provide our consent for our name to be inserted as a 'Banker to the Company' in the Draft Red Herring Prospectus , Red Herring Prospectus and the Prospectus ("Offer Documents") that the Company intends to file with the SME Platform of National Stock Exchange of India Limited where the Equity Shares are proposed to be listed ("**Stock Exchange**") and with the Registrar of Companies, ("**RoC**") or any other authority as may be applicable, and any other document to be issued or filed in relation to the Issue. The following information in relation to us may be disclosed:

Name: HDFC Bank Ltd
Address: CJ 166 Salt Lake Sector 2 Kolkata 700091
Contact person: Saptarshi Ghose
Telephone number: 033-4005-0222
Fax number: NA
E-mail ID: saptarshi.ghose@hdfcbank.com
Website: www.hdfcbank.com
CIN: L65920MH1994PLC080618

We confirm that we will immediately inform the Lead Manager appointed in respect of the Issue, of any changes to the above information until the date when the Equity Shares offered in this Issue receive final listing and trading approval from the Stock Exchange and commence trading on the Stock Exchange where the Equity Shares are proposed to be listed. In the absence of any such communication from us, the above information should be taken as updated information until the commencement of listing and trading on the Stock Exchange.


We hereby authorize you to deliver this certificate to the SEBI, Stock Exchange, RoC and other statutory, regulatory or governmental authority, as may be required. This certificate may be relied on by the Lead Manager and the legal advisor in relation to the Issue in conducting and documenting their investigation of the affairs of the Company in connection with the Issue and for the purpose of any defence the Lead Manager may wish to advance in any claim or proceeding in connection with the Issue.

We also consent to the extracts of this certificate being used for disclosure in the Offer Documents to be issued by the Company in relation to the Issue and other Issue related materials. This certificate may be produced in any actual or potential proceeding or actual or potential dispute relating to or connected with the Issue or otherwise in connection with the Issue.

All capitalized terms not defined herein would have the same meaning as attributed to it in the Offer Documents of the Company.

Yours faithfully,
For HDFC Bank Ltd

Authorized Signatory
Name: Saptarshi Ghose
Designation: Branch Head
Place: Kolkata



HDFC BANK LTD.
SAPTARSHI GHOSE
Branch Manager
Deputy Vice President
Emp. Code : S7601
Salt Lake Sec - 2 Branch

Date: 24th May, 2024

To,
The Board of Directors
Capital Numbers Infotech Pvt Ltd,
Unit 8E4, 8th Floor, Mani Casadona IT Building,
Plot 2F /4, Action Area 2F, Newtown,
Kolkata -700156,
West Bengal.

Dear Sir,

Sub: Proposed initial public offering of equity shares of face value Rs. 10 each (“Equity Shares”) by Capital Numbers Infotech Pvt Ltd (“Company”) (referred to as the “Issue”).

We, the undersigned, do hereby confirm that we are bankers to the Company. We also provide our consent for our name to be inserted as a ‘*Banker to the Company*’ in the Draft Red Herring Prospectus, Red Herring Prospectus and the Prospectus (“**Offer Documents**”) that the Company intends to file with the SME Platform of National Stock Exchange of India Limited where the Equity Shares are proposed to be listed (“**Stock Exchange**”) and with the Registrar of Companies, (“**RoC**”) or any other authority as may be applicable, and any other document to be issued or filed in relation to the Issue. The following information in relation to us may be disclosed:

Name: ICICI Bank Ltd

Address: Block 4A, Ground floor, Ecospace Space Business Park, Rajarhat Newtown, Kolkata -700156,
West Bengal

Contact person: Debneel Bhattacharya

Telephone number: 9163394937

Fax number: NA

E-mail ID: debneel.bhattacharya@icicibank.com

Website: www.icicibank.com

CIN: NA

We confirm that we will immediately inform the Lead Manager appointed in respect of the Issue, of any changes to the above information until the date when the Equity Shares offered in this Issue receive final listing and trading approval from the Stock Exchange and commence trading on the Stock Exchange where the Equity Shares are proposed to be listed. In the absence of any such communication from us, the above information should be taken as updated information until the commencement of listing and trading on the Stock Exchange.

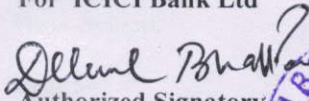
We hereby authorize you to deliver this certificate to the SEBI, Stock Exchange, RoC and other statutory, regulatory or governmental authority, as may be required. This certificate may be relied on by the Lead Manager and the legal

advisor in relation to the Issue in conducting and documenting their investigation of the affairs of the Company in connection with the Issue and for the purpose of any defence the Lead Manager may wish to advance in any claim or proceeding in connection with the Issue.

We also consent to the extracts of this certificate being used for disclosure in the Offer Documents to be issued by the Company in relation to the Issue and other Issue related materials. This certificate may be produced in any actual or potential proceeding or actual or potential dispute relating to or connected with the Issue or otherwise in connection with the Issue.

All capitalized terms not defined herein would have the same meaning as attributed to it in the Offer Documents of the Company.

Yours faithfully,
For ICICI Bank Ltd


Authorized Signatory

Name: Debneel Bhattacharya
Designation: Branch Manager

Place: Kolkata



Mukul Gupta

Tower 5, 19E, Rosedale Garden Complex, AA3/BLK-3, Opp Karigori Bhawan, Newtown, North 24 Parganas
West Bengal - 700156

E-mail: mukulrgupta@gmail.com Mobile No. +91 9831946501

Consent from Promoter

Date: 27.06.2024

To,

The Board of Directors
CapitalNumbers Infotech Limited
Mani Casadona IT Building,
8th Floor, 8E4, East Tower,
Plot 2 F/4, Action Area I, 2F,
New Town, North 24 Parganas,
West Bengal, India, 700156

Dear Sirs,

Sub: Proposed initial public offering (the "Issue") of equity shares of ₹ 10 (the "Equity Shares") by CapitalNumbers Infotech Limited (the "Company")

I, Mukul Gupta,, hereby consent to be named as a Promoter of the Company and certify the following information with respect to me and consent to the inclusion of these disclosures made in the Draft Prospectus / Prospectus to be filed by the Company with stock exchange where the Equity Shares of the Company are proposed to be listed and for the purpose of registration with the Registrar of Companies (the "RoC") in respect of the Issue and any other document to be issued or filed in relation to the Issue (collectively, the "Offer Documents"), pursuant to the provisions of section 26 section 32 of the Companies Act 2013.

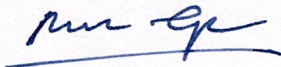
The Term "Promoter" used in this certificate shall have the meaning ascribed to such term in the SEBI ICDR Regulations 2(1)(oo) and the Companies Act, 2013.

I undertake to inform the LM promptly, in writing of any changes to the above information until the Equity Shares commence trading on the Stock exchange. In the absence of any such communication from me, the above mentioned information should be considered as updated information until the Equity Shares commence trading on the Stock exchange, pursuant to the Issue.

This letter may be relied upon by the Company, the legal counsel and the LM appointed in relation to the Issue. I hereby consent for submission of this letter to the Securities and Exchange Board of India, Stock exchange, RoC and any other authority as may be required by law. I further consent to the aforementioned details being included for the records to be maintained by the LM in connection with the Issue and in accordance with applicable laws.

Capitalized terms not defined herein would have the same meaning as attributed to it in the Offer Documents.

Yours faithfully,



Mukul Gupta
Promoter

cc:

GYR Capital Advisors Private Limited
428, 4th Floor, Gala Empire, Near J B Tower,
Drive in Road, Thaltej, Ahmedabad,
Gujarat, India – 380054

Herprit Gupta

19E, Tower 5, Rosedale Garden Complex, AA3/BLK-3, Opp Karigori Bhawan, Newtown, North 24 Parganas
West Bengal - 700156

E-mail: herprit@gmail.com Mobile No. +91 9831866148

Consent from Promoter

Date: 27.06.2024

To,

The Board of Directors
CapitalNumbers Infotech Limited
Mani Casadona IT Building,
8th Floor, 8E4, East Tower,
Plot 2 F/4, Action Area I, 2F,
New Town, North 24 Parganas,
West Bengal, India, 700156

Dear Sirs,

Sub: Proposed initial public offering (the "Issue") of equity shares of ₹ 10 (the "Equity Shares") by CapitalNumbers Infotech Limited (the "Company")

I, Herprit Gupta, hereby consent to be named as a Promoter of the Company and certify the following information with respect to me and consent to the inclusion of these disclosures made in the Draft Prospectus / Prospectus to be filed by the Company with stock exchange where the Equity Shares of the Company are proposed to be listed and for the purpose of registration with the Registrar of Companies (the "RoC") in respect of the Issue and any other document to be issued or filed in relation to the Issue (collectively, the "Offer Documents"), pursuant to the provisions of section 26 section 32 of the Companies Act 2013.

The Term "Promoter" used in this certificate shall have the meaning ascribed to such term in the SEBI ICDR Regulations 2(1)(oo) and the Companies Act, 2013.

I undertake to inform the LM promptly, in writing of any changes to the above information until the Equity Shares commence trading on the Stock exchange. In the absence of any such communication from me, the above mentioned information should be considered as updated information until the Equity Shares commence trading on the Stock exchange, pursuant to the Issue.

This letter may be relied upon by the Company, the legal counsel and the LM appointed in relation to the Issue. I hereby consent for submission of this letter to the Securities and Exchange Board of India, Stock exchange, RoC and any other authority as may be required by law. I further consent to the aforementioned details being included for the records to be maintained by the LM in connection with the Issue and in accordance with applicable laws.

Capitalized terms not defined herein would have the same meaning as attributed to it in the Offer Documents.

Yours faithfully,

H. Gupta

Herprit Gupta
Promoter

cc:

GYR Capital Advisors Private Limited
428, 4th Floor, Gala Empire, Near J B Tower,
Drive in Road, Thaltej, Ahmedabad,
Gujarat, India – 380054

Vipul Gupta

Uniworld City Downtown 4,1904, Newtown, North 24 PGS, West Bengal-700156

E-mail: vipulkr Gupta@gmail.com Mobile No. +91 9831953533

Consent from Promoter

Date: 27.06.2024

To,

The Board of Directors
CapitalNumbers Infotech Limited
Mani Casadona IT Building,
8th Floor, 8E4, East Tower,
Plot 2 F/4, Action Area I, 2F,
New Town, North 24 Parganas,
West Bengal, India, 700156

Dear Sirs,

Sub: Proposed initial public offering (the "Issue") of equity shares of ₹ 10 (the "Equity Shares") by CapitalNumbers Infotech Limited (the "Company")

I, Vipul Gupta, hereby consent to be named as a Promoter of the Company and certify the following information with respect to me and consent to the inclusion of these disclosures made in the Draft Prospectus / Prospectus to be filed by the Company with stock exchange where the Equity Shares of the Company are proposed to be listed and for the purpose of registration with the Registrar of Companies (the "RoC") in respect of the Issue and any other document to be issued or filed in relation to the Issue (collectively, the "Offer Documents"), pursuant to the provisions of section 26 section 32 of the Companies Act 2013.


The Term "Promoter" used in this certificate shall have the meaning ascribed to such term in the SEBI ICDR Regulations 2(1)(oo) and the Companies Act, 2013.

I undertake to inform the LM promptly, in writing of any changes to the above information until the Equity Shares commence trading on the Stock exchange. In the absence of any such communication from me, the above mentioned information should be considered as updated information until the Equity Shares commence trading on the Stock exchange, pursuant to the Issue.

This letter may be relied upon by the Company, the legal counsel and the LM appointed in relation to the Issue. I hereby consent for submission of this letter to the Securities and Exchange Board of India, Stock exchange, RoC and any other authority as may be required by law. I further consent to the aforementioned details being included for the records to be maintained by the LM in connection with the Issue and in accordance with applicable laws.

Capitalized terms not defined herein would have the same meaning as attributed to it in the Offer Documents.

Yours faithfully,



Vipul Gupta
Promoter

cc:

GYR Capital Advisors Private Limited
428, 4th Floor, Gala Empire, Near J B Tower,
Drive in Road, Thaltej, Ahmedabad,
Gujarat, India – 380054

Mukul Gupta

Address: Rosedale Garden Complex, Tower 5, 19E, AA3/BLK-3,
Opp Karigori Bhawan, Newtown, Kolkata-700156

CONSENT LETTER

Date: June 21, 2024

To:

CapitalNumbers Infotech Limited

Mani Casadona IT Building, 8th Floor, 8E4, East Tower, Plot 2 F/4, Action Area I, 2F,
Newtown, New Town, North 24 Parganas, New Town, West Bengal, India, 700156
(the "Company")

GYR CAPITAL ADVISORS PRIVATE LIMITED

428, Gala Empire, Near JB Tower Drive In Road Thaltej

Ahmedabad Gujarat – 380054 India

(Lead Managers named in DRHP, the "BRLM")

Proposed Initial Public Offering by CapitalNumbers Infotech Limited (the "Company") of its equity shares (the "Equity Shares" and such proposed Initial Public Offer as the "Offer"), comprising an offer of sale of the Equity Shares by certain eligible shareholders of the Company (the "Offer for Sale" and together with the Fresh Issue, the "Offer")

1. I **Mr. Mukul Gupta** (the "Selling Shareholder"), hereby consent to the inclusion of **upto 17,08,020** equity shares ("Equity Shares") held by me in the Company (the "OFS Shares"), as part of the Offer for Sale in the Offer (the "Offer for Sale"), to be offered for cash at such price per equity share as may be determined pursuant to the book building process in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**"), to such categories of persons as determined in accordance with the SEBI ICDR Regulations or other applicable law.
2. I acknowledge and also hereby give my consent to the lock-in of my entire pre-Offer Equity Shares (which are not being offered for sale in the Offer and which are not successfully allotted as part of the Offer for Sale), from the date of allotment in the Offer for a period of one year or for such other time as may be agreed or required under applicable law.
3. In this connection, I, as the Selling Shareholder, confirm as follows:
 - a) I am the legal and beneficial holder of, and hold clear and marketable title to the OFS Shares, which are free from any pre-emptive rights, options, warrant, put, call, right of first refusal, commitment of sale, right to acquire or subscribe or other right to acquire or purchase any such OFS Shares, lien, trust, charges, pledges and encumbrances of any kind whatsoever.
 - b) There is no agreement or commitment outstanding which calls for the transfer of, or accords to any person the right to call for the transfer of the OFS Shares, whether directly or indirectly, and the OFS Shares to be sold by me pursuant to the Offer are not subject to any restrictions on transfer, including, without limitation, any lock-up, standstill or other similar agreements or arrangements, and upon delivery of, and payment for, the OFS Shares, such OFS Shares will pass to the purchasers thereof, free and clear of all restrictions on transfer, liens or any other encumbrances, whatsoever.
 - c) I have not been debarred or prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities, under any order or directions passed by the Securities and Exchange Board of India ("**SEBI**") or any securities market regulator in any other jurisdiction or any other authority/court.

- d) There has been no violation of any securities law committed by me in the past and no such proceedings are currently pending against me.
- e) I confirm that no action or investigation has been initiated either against me, and I have not been identified as willful defaulters by the Reserve Bank of India ("RBI").
- f) I confirm that the OFS Shares are duly authorized, validly issued, fully paid up and non-assessable and are held by me in dematerialized form and are acquired and held in full compliance with applicable laws, without any breach of any agreement, consent law or regulation.
- g) The OFS Shares have been held by me for a period of more than one year preceding the scheduled date of filing of the draft red herring prospectus in relation to the Offer, with SEBI, including the Equity Shares received pursuant to conversion or exchange of any compulsorily convertible securities including depository receipts held by me in accordance with Regulation 8 of the SEBI ICDR Regulations. To the extent that the OFS Shares have resulted from a bonus issue under Regulation 8(c) of the SEBI ICDR Regulations, such bonus issue has been on Equity Shares held continuously for a period of at least one year prior to the filing of the DRHP with SEBI and were (i) issued out of free reserves and share premium existing in the books of account as at the end of the financial year preceding the financial year in which the DRHP of the Company is being filed with SEBI; and (ii) such bonus shares were not issued by utilization of revaluation reserves or unrealized profits of the Company and are eligible for being offered for sale in the Offer, in terms of Regulation 8 of the SEBI ICDR Regulations.
- h) I am not required to apply for any approvals or consents (which may be required under applicable law and/or contractual arrangements by which I am may be bound) pertaining to my participation in the Offer for Sale from any regulatory or other authority or third party.
- i) I have not entered, and shall not enter, into buyback and/or standby arrangements directly or indirectly for the purchase of the Equity Shares to be offered and sold in the Offer.
- j) I confirm and acknowledge that I shall not have recourse to the proceeds of the Offer for Sale until final approval for the listing and trading of the Equity Shares has been received from the Stock Exchanges.
- k) Neither I nor any person acting on my behalf has not taken or will take, directly or indirectly, any action designed to, or which might reasonably be expected to, cause or result in the stabilization or manipulation of the price of any security of the Company to facilitate the sale or resale of the Equity Shares pursuant to the Offer.
- l) I confirm that my participation in the Offer for Sale, including the execution of this letter and the other Offer related agreements, will not contravene, violate or result in a breach or default under (i) any provision of applicable law; (ii) any provision, obligation, condition or covenant contained in any contract, indenture, mortgage, deed of trust, loan or credit agreement, note, lease or any other agreement or instrument to which I am a party or may be bound, or to which any of my property or assets is subject, which could reasonably be expected to result in a material adverse effect on my ability to consummate the transactions contemplated by this letter or fulfill my related obligations, or (iii) any judgment, order or decree of any governmental or regulatory body, agency or court having jurisdiction over me.
- m) I am not aware of and do not anticipate any legal proceeding or action by any regulatory or governmental authority or any third party, that could hinder my ability to participate in the Offer for Sale or affect the rights of the purchasers of the Equity Shares in the Offer.
- n) I am in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018, if applicable.
- o) I am not a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018).
- p) I have not omitted any information requirement or made any changes to the format of this Letter.

4. Further, I, as the Selling Shareholder undertake as follows:

- a) Not to sell, transfer, dispose of, or deal in any manner or create any lien, charge or encumbrance on the OFS Shares;
- b) To provide reasonable assistance to the Company and the BRLM in the taking of all steps as may be required for completion of the necessary formalities for listing and commencement of trading at the stock exchanges where the Equity Shares are sought to be listed (the "**Stock Exchanges**"), in relation to the Offer for Sale, including in respect of the dispatch of refund orders or allotment advice or communications to bidders in relation to electronic refunds. I shall share with the Company, on a pro rata basis in proportion to the Equity Shares being offered by me in the Offer for Sale, for any expenses with regard to refunds to unsuccessful bidders or dispatch of allotment advice by registered post or speed post. I shall also share, in the proportion of Equity Shares being offered under Offer for Sale by me, such interest and any other expense with regard to interest for any delays which will be deducted from the proceeds of the sale of OFS Shares or reimbursed by me;
- c) I undertake to share with the Company all Offer related payments, expenses and taxes, including fees and expenses of the BRLM, legal counsel and other intermediaries, advertising and marketing expenses, printing, underwriting commission, procurement commission (if any), brokerage and selling commission and applicable securities transaction tax. I agree that such payments, expenses and taxes, will be deducted from the proceeds from the sale of the OFS Shares, in accordance with the applicable law and as disclosed in the Offer Documents, in proportion to the Equity Shares contributed by me in the Offer.
- d) I acknowledge that the payment of securities transaction tax in relation to the Offer for Sale is my obligation, and any deposit of such tax by the BRLM is only a procedural requirement as per applicable taxation laws and that the BRLM shall not derive any economic benefits from the transaction relating to the payment of securities transaction tax. Accordingly, I undertake that I shall furnish such certificates from a chartered accountant as may be required by the BRLM or the Company in connection with the quantum of securities transaction tax to be levied on me. Further, I undertake that in the event of any future proceeding or litigation by the Indian revenue authorities against the BRLM relating to payment of securities transaction tax in relation to the Offer for Sale, I shall furnish all necessary reports, documents, papers or information as may be required by the BRLM to provide independent submissions for itself or its affiliates, in any ongoing or future litigation or arbitration and/or investigation by any regulatory or supervisory authority. I also undertake that in the event of the inability of the BRLM to deposit the requisite securities transaction tax, I shall undertake such steps as may be required to discharge my obligation to pay the securities transaction tax.
- e) I agree that I shall refund the money raised in the Offer together with any interest to the bidders, if required to do so for any reason such as, failing to get listing permission or under any direction or order of SEBI or any other governmental or statutory authority, in the proportion of Equity Shares being offered under Offer for Sale by me. I agree that I shall pay requisite interest, in the proportion of Equity Shares being offered under Offer for Sale by me, if so required under the laws or direction or order of SEBI, Stock Exchanges or the Registrar of Companies, National Capital Territory of Delhi and Haryana, India.
- f) I undertake that any transaction in Equity Shares by me (other than pursuant to the Offer for Sale and the OFS Shares) during the period commencing on the date of filing the DRHP with SEBI and ending on the date of closure of the Offer will be reported to the BRLM immediately, along with a copy to the Company.
- g) To assist the Company and the BRLM in expeditiously and satisfactorily attending to any complaints received in respect of the Equity Shares offered by me in the Offer for Sale portion. For this purpose, I also hereby authorize the Compliance Officer of the Company and the Registrar to the Offer to redress complaints, if any, in relation to the Offer.

- h) I have complied with and undertake to comply with all applicable laws and regulations in relation to my participation in the Offer for Sale in India and in such other jurisdictions where the Equity Shares are to be offered, including without limitation, the Securities and Exchange Board of India Act, 1992, and the rules and regulations under it including the SEBI ICDR Regulations, the Securities Contracts (Regulations) Act, 1956, and the rules and regulations under it, the Companies Act.
 - i) I shall disclose and furnish to the BRLM promptly, all information and documents relating to: (i) all information relating to pending, threatened or potential litigation, arbitration, complaint or notice that may affect the Offer for Sale or the OFS Shares; (ii) any other material development, relating to me or the Equity Shares offered by me in the Offer for Sale, which may have an effect on the Offer or otherwise on the Company, until the listing and trading of Equity Shares on the Stock Exchanges.
 - j) I undertake that I shall not, resort to any legal proceedings in respect of any matter having a bearing on the Offer, except in consultation with and after receipt of a prior written approval from the BRLM.
 - k) I undertake not to offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any bidder for making a bid in the Offer, and shall not make any payment, direct or indirect, in the nature of discounts, commission allowance or otherwise to any person who makes a bid in the Offer.
 - l) I shall deliver the Equity Shares being offered by me in the Offer for Sale into the Share Escrow Account maintained by the Share Escrow Agent in accordance with the Share Escrow Agreement to be entered into with the Company and the Share Escrow Agent.
 - m) I shall furnish such relevant information and particulars regarding myself, and the Equity Shares being offered in the Offer for Sale to the BRLM and the Company, as may be required by the law or by any other regulatory authority, including any additional information that may be required by SEBI or the Stock Exchanges.
 - n) I shall extend all necessary facilities to the Company and BRLM to interact on any matter relevant to the Offer.
5. I consent to the inclusion of my name and certain other details as set out in but not limited to this Consent Letter, as a Selling Shareholder in the Draft Red Herring Prospectus to be filed with the SEBI, the Red Herring Prospectus to be filed with the RoC, the Prospectus which the Company intends to be issued in respect of the Offer and such other documents as may be required to be issues in relation to the Offer. I also hereby authorize the issue of these offer documents and the delivery of a copy of this letter to the RoC, if required, or any other regulatory authority, as may be required.
6. In relation to my participation in the Offer for Sale, I acknowledge that I have read the terms set out in the Letter, and in this regard, I confirm that:
- a) Other than for my participation in the Offer for Sale, I shall not offer, lend, pledge, encumber, sell, contract to sell or transfer any Equity Shares held by me during the period starting from the date of filing of the DRHP with the SEBI, until such time that the lock-in on pre-Offer Equity Shares remains effective in accordance with the SEBI ICDR Regulations.
 - b) If the Equity Shares being offered for sale by all selling shareholders exceeds the total number of Equity Shares, which the Company decides to offer through the Offer for Sale in accordance with the SEBI ICDR Regulations and other applicable laws, OFS Shares from each selling shareholder which may be actually included in the Offer for Sale will be in the following order:
 - o such number of OFS Shares as tendered by a participating selling shareholder will at first instance be included in the Offer for Sale which will be in proportion to their shareholding in the Company as on the date of filing of the draft red herring prospectus

(on a fully diluted basis) vis-a-vis the overall size of the Offer for Sale as finalized by the Board of Directors; and

- o secondly, due to (a) non-participation by any selling shareholders in the Offer for Sale and/ or (b) participation by a selling shareholder in the Offer for Sale by tendering any OFS Shares lesser to their respective proportion determined as per para (i) above, if there is a shortfall to meet the overall size of the Offer for Sale - in that event any OFS Shares tendered by a participating selling shareholder, which is in excess of their respective proportion determined as per para (i) above, may be included by the Company in the Offer for Sale, at its discretion.

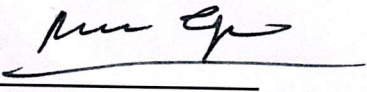
If for this or any other reason my portion of the OFS Shares are required to be credited back to my depository account by the Company in accordance with the SEBI ICDR Regulations, the Offer Documents and other applicable laws, the details of my depository account are as follows:

Name of depository participant	Zerodha Broking Limited
Depository participant identification number	12081601
Client identification number	33680149
Beneficiary's name (as appearing in the depository participant's records)	Mukul Gupta

- c) I shall not withdraw my consent to participate in the Offer for Sale or vary (either upwards or reduce) the number of Equity Shares proposed for sale in the Offer for Sale, except with the prior written consent of the Company, which will be upon consultation with the BRLM.
7. I acknowledge that at various stages of the Offer, the BRLM and the Company may require additional confirmations, documents or information from me, including in relation to any filings to be made under the Foreign Exchange Management Act, 1999, as amended. I undertake to promptly provide such confirmations, documents or information requested from me, including all documents or information in relation to myself, the Offer for Sale and the OFS Shares as may be required under the SEBI ICDR Regulations or any applicable law (inside or outside India), or as may be requested by the Company or BRLM, and to confirm the correctness and/or adequacy of the statements to be made in the Offer Documents.
 8. I agree and acknowledge that the Company, in consultation with the BRLM, shall be entitled to take all decisions in relation to the Offer, including the size of the Offer (including the size of the Offer for Sale), timing for the various steps in the Offer, the price band, the price and the allotment or withdrawal of the Offer, in accordance with the corporate authorizations, SEBI ICDR Regulations and other applicable laws.
 9. I declare that any information made available pursuant to this letter or to be made available to the BRLM and the Company or any statement made in the Offer Documents will be complete, accurate and updated in all material respects until the commencement of trading of the Equity Shares on the Stock Exchanges and will be true, fair, adequate and correct without omission and that under no circumstances shall I give any information or statement or omit to give any information or statement which is likely to mislead the BRLM, the Company, the concerned regulatory authorities and/or the investors. I further declare that no information, material or otherwise, shall be left undisclosed by me which will have an impact on the judgment of the concerned regulatory authorities and/or investment decision of investors.

10. I agree that the confirmations and the information provided by me pursuant to this letter, in the context of the Offer, give a fair, true and accurate description and information of ourselves, the Offer for Sale and the OFS Shares, and does not include, with regard to myself, the Offer for Sale and the OFS Shares, any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements therein, in light of the circumstances under which they were made, not misleading.
11. I acknowledge that I have decided to participate in this Offer as a Selling Shareholder through my own volition and the Company or the BRLM have not recommended such participation. I understand and accept that my participation in the Offer does not create any obligation on the Company or the BRLM to purchase or place any Equity Shares.
12. I shall co-operate with BRLM and Company to fulfil my obligation as disclosed in the draft offer document and the offer document and as required in terms of SEBI ICDR Regulations and other applicable laws.
13. The weighted average price at which equity shares was acquired by me in the last one year is Zero per equity share.
14. I acknowledge that in the event that: (i) any mandatory regulatory approval is not received in a timely manner or the conditions specified in any such approval are not satisfied, or (ii) there is any litigation leading to *inter alia*, stay on the Offer, or (iii) SEBI or any other regulator instructs the Company not to proceed with the Offer, or (iv) for any other reason beyond the control of the Company, the Offer may be delayed beyond the schedule of activities indicated in the **Red Herring Prospectus** or the Prospectus. Consequently, the payment of consideration to the Selling Shareholders for the OFS Shares may be delayed.
15. I undertake that the above information/certification/declaration is true and correct and also undertake to promptly inform the BRLMs and the Company of any change to the contents of this letter until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of such intimation from me, the above information shall be considered updated.
16. I authorize the Company and the BRLM to submit this letter to any regulatory, statutory, governmental or legal authority, including but not limited to SEBI, the Stock Exchanges and the Registrar of Companies, Mumbai, India, as may be required.
17. This Consent Letter may be relied upon by the BRLM and the legal advisors to each of the Company and the BRLM in respect of the Offer.

Sincerely,

Signature: 

Name: Mukul Gupta

Date: 21/06/2024

Herprit Gupta

Address: Rosedale Garden Complex, Tower 5, 19E, AA3/BLK-3,
Opp Karigori Bhawan, Newtown, Kolkata-700156

CONSENT LETTER

Date: June 21, 2024

To:

CapitalNumbers Infotech Limited

Mani Casadona IT Building, 8th Floor, 8E4, East Tower, Plot 2 F/4, Action Area I, 2F,
Newtown, New Town, North 24 Parganas, New Town, West Bengal, India, 700156
(the "Company")

GYR CAPITAL ADVISORS PRIVATE LIMITED

428, Gala Empire, Near JB Tower Drive In Road Thaltej
Ahmedabad Gujarat – 380054 India
(Lead Managers named in DRHP, the "BRLM")

Proposed Initial Public Offering by CapitalNumbers Infotech Limited (the "Company") of its equity shares (the "Equity Shares" and such proposed Initial Public Offer as the "Offer"), comprising an offer of sale of the Equity Shares by certain eligible shareholders of the Company (the "Offer for Sale" and together with the Fresh Issue, the "Offer")

1. I, Mrs. Herprit Gupta (the "Selling Shareholder"), hereby consent to the inclusion of upto 11,88,190 equity shares ("Equity Shares") held by me in the Company (the "OFS Shares"), as part of the Offer for Sale in the Offer (the "Offer for Sale"), to be offered for cash at such price per equity share as may be determined pursuant to the book building process in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"), to such categories of persons as determined in accordance with the SEBI ICDR Regulations or other applicable law.
2. I acknowledge and also hereby give my consent to the lock-in of my entire pre-Offer Equity Shares (which are not being offered for sale in the Offer and which are not successfully allotted as part of the Offer for Sale), from the date of allotment in the Offer for a period of one year or for such other time as may be agreed or required under applicable law.
3. In this connection, I, as the Selling Shareholder, confirm as follows:
 - a) I am the legal and beneficial holder of, and hold clear and marketable title to the OFS Shares, which are free from any pre-emptive rights, options, warrant, put, call, right of first refusal, commitment of sale, right to acquire or subscribe or other right to acquire or purchase any such OFS Shares, lien, trust, charges, pledges and encumbrances of any kind whatsoever.
 - b) There is no agreement or commitment outstanding which calls for the transfer of, or accords to any person the right to call for the transfer of the OFS Shares, whether directly or indirectly, and the OFS Shares to be sold by me pursuant to the Offer are not subject to any restrictions on transfer, including, without limitation, any lock-up, standstill or other similar agreements or arrangements, and upon delivery of, and payment for, the OFS Shares, such OFS Shares will pass to the purchasers thereof, free and clear of all restrictions on transfer, liens or any other encumbrances, whatsoever.
 - c) I have not been debarred or prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities, under any order or directions passed by the Securities and Exchange Board of India ("SEBI") or any securities market regulator in any other jurisdiction or any other authority/court.

- d) There has been no violation of any securities law committed by me in the past and no such proceedings are currently pending against me.
- e) I confirm that no action or investigation has been initiated either against me, and I have not been identified as willful defaulters by the Reserve Bank of India ("RBI").
- f) I confirm that the OFS Shares are duly authorized, validly issued, fully paid up and non-assessable and are held by me in dematerialized form and are acquired and held in full compliance with applicable laws, without any breach of any agreement, consent law or regulation.
- g) The OFS Shares have been held by me for a period of more than one year preceding the scheduled date of filing of the draft red herring prospectus in relation to the Offer, with SEBI, including the Equity Shares received pursuant to conversion or exchange of any compulsorily convertible securities including depository receipts held by me in accordance with Regulation 8 of the SEBI ICDR Regulations. To the extent that the OFS Shares have resulted from a bonus issue under Regulation 8(c) of the SEBI ICDR Regulations, such bonus issue has been on Equity Shares held continuously for a period of at least one year prior to the filing of the DRHP with SEBI and were (i) issued out of free reserves and share premium existing in the books of account as at the end of the financial year preceding the financial year in which the DRHP of the Company is being filed with SEBI; and (ii) such bonus shares were not issued by utilization of revaluation reserves or unrealized profits of the Company and are eligible for being offered for sale in the Offer, in terms of Regulation 8 of the SEBI ICDR Regulations.
- h) I am not required to apply for any approvals or consents (which may be required under applicable law and/or contractual arrangements by which I am may be bound) pertaining to my participation in the Offer for Sale from any regulatory or other authority or third party.
- i) I have not entered, and shall not enter, into buyback and/or standby arrangements directly or indirectly for the purchase of the Equity Shares to be offered and sold in the Offer.
- j) I confirm and acknowledge that I shall not have recourse to the proceeds of the Offer for Sale until final approval for the listing and trading of the Equity Shares has been received from the Stock Exchanges.
- k) Neither I nor any person acting on my behalf has not taken or will take, directly or indirectly, any action designed to, or which might reasonably be expected to, cause or result in the stabilization or manipulation of the price of any security of the Company to facilitate the sale or resale of the Equity Shares pursuant to the Offer.
- l) I confirm that my participation in the Offer for Sale, including the execution of this letter and the other Offer related agreements, will not contravene, violate or result in a breach or default under (i) any provision of applicable law; (ii) any provision, obligation, condition or covenant contained in any contract, indenture, mortgage, deed of trust, loan or credit agreement, note, lease or any other agreement or instrument to which I am a party or may be bound, or to which any of my property or assets is subject, which could reasonably be expected to result in a material adverse effect on my ability to consummate the transactions contemplated by this letter or fulfill my related obligations, or (iii) any judgment, order or decree of any governmental or regulatory body, agency or court having jurisdiction over me.
- m) I am not aware of and do not anticipate any legal proceeding or action by any regulatory or governmental authority or any third party, that could hinder my ability to participate in the Offer for Sale or affect the rights of the purchasers of the Equity Shares in the Offer.
- n) I am in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018, if applicable.
- o) I am not a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018).
- p) I have not omitted any information requirement or made any changes to the format of this Letter.

4. Further, I, as the Selling Shareholder undertake as follows:

- a) Not to sell, transfer, dispose of, or deal in any manner or create any lien, charge or encumbrance on the OFS Shares;
- b) To provide reasonable assistance to the Company and the BRLM in the taking of all steps as may be required for completion of the necessary formalities for listing and commencement of trading at the stock exchanges where the Equity Shares are sought to be listed (the "**Stock Exchanges**"), in relation to the Offer for Sale, including in respect of the dispatch of refund orders or allotment advice or communications to bidders in relation to electronic refunds. I shall share with the Company, on a pro rata basis in proportion to the Equity Shares being offered by me in the Offer for Sale, for any expenses with regard to refunds to unsuccessful bidders or dispatch of allotment advice by registered post or speed post. I shall also share, in the proportion of Equity Shares being offered under Offer for Sale by me, such interest and any other expense with regard to interest for any delays which will be deducted from the proceeds of the sale of OFS Shares or reimbursed by me;
- c) I undertake to share with the Company all Offer related payments, expenses and taxes, including fees and expenses of the BRLM, legal counsel and other intermediaries, advertising and marketing expenses, printing, underwriting commission, procurement commission (if any), brokerage and selling commission and applicable securities transaction tax. I agree that such payments, expenses and taxes, will be deducted from the proceeds from the sale of the OFS Shares, in accordance with the applicable law and as disclosed in the Offer Documents, in proportion to the Equity Shares contributed by me in the Offer.
- d) I acknowledge that the payment of securities transaction tax in relation to the Offer for Sale is my obligation, and any deposit of such tax by the BRLM is only a procedural requirement as per applicable taxation laws and that the BRLM shall not derive any economic benefits from the transaction relating to the payment of securities transaction tax. Accordingly, I undertake that I shall furnish such certificates from a chartered accountant as may be required by the BRLM or the Company in connection with the quantum of securities transaction tax to be levied on me. Further, I undertake that in the event of any future proceeding or litigation by the Indian revenue authorities against the BRLM relating to payment of securities transaction tax in relation to the Offer for Sale, I shall furnish all necessary reports, documents, papers or information as may be required by the BRLM to provide independent submissions for itself or its affiliates, in any ongoing or future litigation or arbitration and/or investigation by any regulatory or supervisory authority. I also undertake that in the event of the inability of the BRLM to deposit the requisite securities transaction tax, I shall undertake such steps as may be required to discharge my obligation to pay the securities transaction tax.
- e) I agree that I shall refund the money raised in the Offer together with any interest to the bidders, if required to do so for any reason such as, failing to get listing permission or under any direction or order of SEBI or any other governmental or statutory authority, in the proportion of Equity Shares being offered under Offer for Sale by me. I agree that I shall pay requisite interest, in the proportion of Equity Shares being offered under Offer for Sale by me, if so required under the laws or direction or order of SEBI, Stock Exchanges or the Registrar of Companies, National Capital Territory of Delhi and Haryana, India.
- f) I undertake that any transaction in Equity Shares by me (other than pursuant to the Offer for Sale and the OFS Shares) during the period commencing on the date of filing the DRHP with SEBI and ending on the date of closure of the Offer will be reported to the BRLM immediately, along with a copy to the Company.
- g) To assist the Company and the BRLM in expeditiously and satisfactorily attending to any complaints received in respect of the Equity Shares offered by me in the Offer for Sale portion. For this purpose, I also hereby authorize the Compliance Officer of the Company and the Registrar to the Offer to redress complaints, if any, in relation to the Offer.

- h) I have complied with and undertake to comply with all applicable laws and regulations in relation to my participation in the Offer for Sale in India and in such other jurisdictions where the Equity Shares are to be offered, including without limitation, the Securities and Exchange Board of India Act, 1992, and the rules and regulations under it including the SEBI ICDR Regulations, the Securities Contracts (Regulations) Act, 1956, and the rules and regulations under it, the Companies Act.
 - i) I shall disclose and furnish to the BRLM promptly, all information and documents relating to: (i) all information relating to pending, threatened or potential litigation, arbitration, complaint or notice that may affect the Offer for Sale or the OFS Shares; (ii) any other material development, relating to me or the Equity Shares offered by me in the Offer for Sale, which may have an effect on the Offer or otherwise on the Company, until the listing and trading of Equity Shares on the Stock Exchanges.
 - j) I undertake that I shall not, resort to any legal proceedings in respect of any matter having a bearing on the Offer, except in consultation with and after receipt of a prior written approval from the BRLM.
 - k) I undertake not to offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any bidder for making a bid in the Offer, and shall not make any payment, direct or indirect, in the nature of discounts, commission allowance or otherwise to any person who makes a bid in the Offer.
 - l) I shall deliver the Equity Shares being offered by me in the Offer for Sale into the Share Escrow Account maintained by the Share Escrow Agent in accordance with the Share Escrow Agreement to be entered into with the Company and the Share Escrow Agent.
 - m) I shall furnish such relevant information and particulars regarding myself, and the Equity Shares being offered in the Offer for Sale to the BRLM and the Company, as may be required by the law or by any other regulatory authority, including any additional information that may be required by SEBI or the Stock Exchanges.
 - n) I shall extend all necessary facilities to the Company and BRLM to interact on any matter relevant to the Offer.
5. I consent to the inclusion of my name and certain other details as set out in but not limited to this Consent Letter, as a Selling Shareholder in the Draft Red Herring Prospectus to be filed with the SEBI, the Red Herring Prospectus to be filed with the RoC, the Prospectus which the Company intends to be issued in respect of the Offer and such other documents as may be required to be issues in relation to the Offer. I also hereby authorize the issue of these offer documents and the delivery of a copy of this letter to the RoC, if required, or any other regulatory authority, as may be required.
6. In relation to my participation in the Offer for Sale, I acknowledge that I have read the terms set out in the Letter, and in this regard, I confirm that:
- a) Other than for my participation in the Offer for Sale, I shall not offer, lend, pledge, encumber, sell, contract to sell or transfer any Equity Shares held by me during the period starting from the date of filing of the DRHP with the SEBI, until such time that the lock-in on pre-Offer Equity Shares remains effective in accordance with the SEBI ICDR Regulations.
 - b) If the Equity Shares being offered for sale by all selling shareholders exceeds the total number of Equity Shares, which the Company decides to offer through the Offer for Sale in accordance with the SEBI ICDR Regulations and other applicable laws, OFS Shares from each selling shareholder which may be actually included in the Offer for Sale will be in the following order:
 - o such number of OFS Shares as tendered by a participating selling shareholder will at first instance be included in the Offer for Sale which will be in proportion to their shareholding in the Company as on the date of filing of the draft red herring prospectus

(on a fully diluted basis) vis-a-vis the overall size of the Offer for Sale as finalized by the Board of Directors; and

- o secondly, due to (a) non-participation by any selling shareholders in the Offer for Sale and/ or (b) participation by a selling shareholder in the Offer for Sale by tendering any OFS Shares lesser to their respective proportion determined as per para (i) above, if there is a shortfall to meet the overall size of the Offer for Sale - in that event any OFS Shares tendered by a participating selling shareholder, which is in excess of their respective proportion determined as per para (i) above, may be included by the Company in the Offer for Sale, at its discretion.

If for this or any other reason my portion of the OFS Shares are required to be credited back to my depository account by the Company in accordance with the SEBI ICDR Regulations, the Offer Documents and other applicable laws, the details of my depository account are as follows:

Name of depository participant	Zerodha Broking Limited
Depository participant identification number	12081601
Client identification number	41696729
Beneficiary's name (as appearing in the depository participant's records)	Herprit Gupta

- c) I shall not withdraw my consent to participate in the Offer for Sale or vary (either upwards or reduce) the number of Equity Shares proposed for sale in the Offer for Sale, except with the prior written consent of the Company, which will be upon consultation with the BRLM.
7. I acknowledge that at various stages of the Offer, the BRLM and the Company may require additional confirmations, documents or information from me, including in relation to any filings to be made under the Foreign Exchange Management Act, 1999, as amended. I undertake to promptly provide such confirmations, documents or information requested from me, including all documents or information in relation to myself, the Offer for Sale and the OFS Shares as may be required under the SEBI ICDR Regulations or any applicable law (inside or outside India), or as may be requested by the Company or BRLM, and to confirm the correctness and/or adequacy of the statements to be made in the Offer Documents.
 8. I agree and acknowledge that the Company, in consultation with the BRLM, shall be entitled to take all decisions in relation to the Offer, including the size of the Offer (including the size of the Offer for Sale), timing for the various steps in the Offer, the price band, the price and the allotment or withdrawal of the Offer, in accordance with the corporate authorizations, SEBI ICDR Regulations and other applicable laws.
 9. I declare that any information made available pursuant to this letter or to be made available to the BRLM and the Company or any statement made in the Offer Documents will be complete, accurate and updated in all material respects until the commencement of trading of the Equity Shares on the Stock Exchanges and will be true, fair, adequate and correct without omission and that under no circumstances shall I give any information or statement or omit to give any information or statement which is likely to mislead the BRLM, the Company, the concerned regulatory authorities and/or the investors. I further declare that no information, material or otherwise, shall be left undisclosed by me which will have an impact on the judgment of the concerned regulatory authorities and/or investment decision of investors.

10. I agree that the confirmations and the information provided by me pursuant to this letter, in the context of the Offer, give a fair, true and accurate description and information of ourselves, the Offer for Sale and the OFS Shares, and does not include, with regard to myself, the Offer for Sale and the OFS Shares, any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements therein, in light of the circumstances under which they were made, not misleading.
11. I acknowledge that I have decided to participate in this Offer as a Selling Shareholder through my own volition and the Company or the BRLM have not recommended such participation. I understand and accept that my participation in the Offer does not create any obligation on the Company or the BRLM to purchase or place any Equity Shares.
12. I shall co-operate with BRLM and Company to fulfil my obligation as disclosed in the draft offer document and the offer document and as required in terms of SEBI ICDR Regulations and other applicable laws.
13. The weighted average price at which equity shares was acquired by me in the last one year is Zero per equity share.
14. I acknowledge that in the event that: (i) any mandatory regulatory approval is not received in a timely manner or the conditions specified in any such approval are not satisfied, or (ii) there is any litigation leading to *inter alia*, stay on the Offer, or (iii) SEBI or any other regulator instructs the Company not to proceed with the Offer, or (iv) for any other reason beyond the control of the Company, the Offer may be delayed beyond the schedule of activities indicated in the **Red Herring Prospectus** or the Prospectus. Consequently, the payment of consideration to the Selling Shareholders for the OFS Shares may be delayed.
15. I undertake that the above information/certification/declaration is true and correct and also undertake to promptly inform the BRLMs and the Company of any change to the contents of this letter until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of such intimation from me, the above information shall be considered updated.
16. I authorize the Company and the BRLM to submit this letter to any regulatory, statutory, governmental or legal authority, including but not limited to SEBI, the Stock Exchanges and the Registrar of Companies, Mumbai, India, as may be required.
17. This Consent Letter may be relied upon by the BRLM and the legal advisors to each of the Company and the BRLM in respect of the Offer.

Sincerely,

Signature: H. Gupta

Name: Herprit Gupta

Date: 21/06/2024

Vipul Gupta

Address: Uniworld City Downtown 4,1904, Newtown,
North 24 PGS, West Bengal-700156

CONSENT LETTER

Date: June 21, 2024

To:

CapitalNumbers Infotech Limited

Mani Casadona IT Building, 8th Floor, 8E4, East Tower, Plot 2 F/4, Action Area I, 2F,
Newtown, New Town, North 24 Parganas, New Town, West Bengal, India, 700156
(the "Company")

GYR CAPITAL ADVISORS PRIVATE LIMITED

428, Gala Empire, Near JB Tower Drive In Road Thaltej
Ahmedabad Gujarat – 380054 India
(Lead Managers named in DRHP, the "BRLM")

Proposed Initial Public Offering by CapitalNumbers Infotech Limited (the "Company") of its equity shares (the "Equity Shares" and such proposed Initial Public Offer as the "Offer"), comprising an offer of sale of the Equity Shares by certain eligible shareholders of the Company (the "Offer for Sale" and together with the Fresh Issue, the "Offer")

1. I, **Mr. Vipul Gupta** (the "Selling Shareholder"), hereby consent to the inclusion of upto 3,23,790 equity shares ("Equity Shares") held by me in the Company (the "OFS Shares"), as part of the Offer for Sale in the Offer (the "Offer for Sale"), to be offered for cash at such price per equity share as may be determined pursuant to the book building process in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"), to such categories of persons as determined in accordance with the SEBI ICDR Regulations or other applicable law.
2. I acknowledge and also hereby give my consent to the lock-in of my entire pre-Offer Equity Shares (which are not being offered for sale in the Offer and which are not successfully allotted as part of the Offer for Sale), from the date of allotment in the Offer for a period of one year or for such other time as may be agreed or required under applicable law.
3. In this connection, I, as the Selling Shareholder, confirm as follows:
 - a) I am the legal and beneficial holder of, and hold clear and marketable title to the OFS Shares, which are free from any pre-emptive rights, options, warrant, put, call, right of first refusal, commitment of sale, right to acquire or subscribe or other right to acquire or purchase any such OFS Shares, lien, trust, charges, pledges and encumbrances of any kind whatsoever.
 - b) There is no agreement or commitment outstanding which calls for the transfer of, or accords to any person the right to call for the transfer of the OFS Shares, whether directly or indirectly, and the OFS Shares to be sold by me pursuant to the Offer are not subject to any restrictions on transfer, including, without limitation, any lock-up, standstill or other similar agreements or arrangements, and upon delivery of, and payment for, the OFS Shares, such OFS Shares will pass to the purchasers thereof, free and clear of all restrictions on transfer, liens or any other encumbrances, whatsoever.
 - c) I have not been debarred or prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities, under any order or directions passed by the Securities and Exchange Board of India ("SEBI") or any securities market regulator in any other jurisdiction or any other authority/court.
 - d) There has been no violation of any securities law committed by me in the past and no such

proceedings are currently pending against me.

- e) I confirm that no action or investigation has been initiated either against me, and I have not been identified as willful defaulters by the Reserve Bank of India (“RBI”).
- f) I confirm that the OFS Shares are duly authorized, validly issued, fully paid up and non-assessable and are held by me in dematerialized form and are acquired and held in full compliance with applicable laws, without any breach of any agreement, consent law or regulation.
- g) The OFS Shares have been held by me for a period of more than one year preceding the scheduled date of filing of the draft red herring prospectus in relation to the Offer, with SEBI, including the Equity Shares received pursuant to conversion or exchange of any compulsorily convertible securities including depository receipts held by me in accordance with Regulation 8 of the SEBI ICDR Regulations. To the extent that the OFS Shares have resulted from a bonus issue under Regulation 8(c) of the SEBI ICDR Regulations, such bonus issue has been on Equity Shares held continuously for a period of at least one year prior to the filing of the DRHP with SEBI and were (i) issued out of free reserves and share premium existing in the books of account as at the end of the financial year preceding the financial year in which the DRHP of the Company is being filed with SEBI; and (ii) such bonus shares were not issued by utilization of revaluation reserves or unrealized profits of the Company and are eligible for being offered for sale in the Offer, in terms of Regulation 8 of the SEBI ICDR Regulations.
- h) I am not required to apply for any approvals or consents (which may be required under applicable law and/or contractual arrangements by which I am may be bound) pertaining to my participation in the Offer for Sale from any regulatory or other authority or third party.
- i) I have not entered, and shall not enter, into buyback and/or standby arrangements directly or indirectly for the purchase of the Equity Shares to be offered and sold in the Offer.
- j) I confirm and acknowledge that I shall not have recourse to the proceeds of the Offer for Sale until final approval for the listing and trading of the Equity Shares has been received from the Stock Exchanges.
- k) Neither I nor any person acting on my behalf has not taken or will take, directly or indirectly, any action designed to, or which might reasonably be expected to, cause or result in the stabilization or manipulation of the price of any security of the Company to facilitate the sale or resale of the Equity Shares pursuant to the Offer.
- l) I confirm that my participation in the Offer for Sale, including the execution of this letter and the other Offer related agreements, will not contravene, violate or result in a breach or default under (i) any provision of applicable law; (ii) any provision, obligation, condition or covenant contained in any contract, indenture, mortgage, deed of trust, loan or credit agreement, note, lease or any other agreement or instrument to which I am a party or may be bound, or to which any of my property or assets is subject, which could reasonably be expected to result in a material adverse effect on my ability to consummate the transactions contemplated by this letter or fulfill my related obligations, or (iii) any judgment, order or decree of any governmental or regulatory body, agency or court having jurisdiction over me.
- m) I am not aware of and do not anticipate any legal proceeding or action by any regulatory or governmental authority or any third party, that could hinder my ability to participate in the Offer for Sale or affect the rights of the purchasers of the Equity Shares in the Offer.
- n) I am in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018, if applicable.
- o) I am not a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018).
- p) I have not omitted any information requirement or made any changes to the format of this Letter.

4. Further, I, as the Selling Shareholder undertake as follows:

- a) Not to sell, transfer, dispose of, or deal in any manner or create any lien, charge or encumbrance on the OFS Shares;
- b) To provide reasonable assistance to the Company and the BRLM in the taking of all steps as may be required for completion of the necessary formalities for listing and commencement of trading at the stock exchanges where the Equity Shares are sought to be listed (the "**Stock Exchanges**"), in relation to the Offer for Sale, including in respect of the dispatch of refund orders or allotment advice or communications to bidders in relation to electronic refunds. I shall share with the Company, on a pro rata basis in proportion to the Equity Shares being offered by me in the Offer for Sale, for any expenses with regard to refunds to unsuccessful bidders or dispatch of allotment advice by registered post or speed post. I shall also share, in the proportion of Equity Shares being offered under Offer for Sale by me, such interest and any other expense with regard to interest for any delays which will be deducted from the proceeds of the sale of OFS Shares or reimbursed by me;
- c) I undertake to share with the Company all Offer related payments, expenses and taxes, including fees and expenses of the BRLM, legal counsel and other intermediaries, advertising and marketing expenses, printing, underwriting commission, procurement commission (if any), brokerage and selling commission and applicable securities transaction tax. I agree that such payments, expenses and taxes, will be deducted from the proceeds from the sale of the OFS Shares, in accordance with the applicable law and as disclosed in the Offer Documents, in proportion to the Equity Shares contributed by me in the Offer.
- d) I acknowledge that the payment of securities transaction tax in relation to the Offer for Sale is my obligation, and any deposit of such tax by the BRLM is only a procedural requirement as per applicable taxation laws and that the BRLM shall not derive any economic benefits from the transaction relating to the payment of securities transaction tax. Accordingly, I undertake that I shall furnish such certificates from a chartered accountant as may be required by the BRLM or the Company in connection with the quantum of securities transaction tax to be levied on me. Further, I undertake that in the event of any future proceeding or litigation by the Indian revenue authorities against the BRLM relating to payment of securities transaction tax in relation to the Offer for Sale, I shall furnish all necessary reports, documents, papers or information as may be required by the BRLM to provide independent submissions for itself or its affiliates, in any ongoing or future litigation or arbitration and/or investigation by any regulatory or supervisory authority. I also undertake that in the event of the inability of the BRLM to deposit the requisite securities transaction tax, I shall undertake such steps as may be required to discharge my obligation to pay the securities transaction tax.
- e) I agree that I shall refund the money raised in the Offer together with any interest to the bidders, if required to do so for any reason such as, failing to get listing permission or under any direction or order of SEBI or any other governmental or statutory authority, in the proportion of Equity Shares being offered under Offer for Sale by me. I agree that I shall pay requisite interest, in the proportion of Equity Shares being offered under Offer for Sale by me, if so required under the laws or direction or order of SEBI, Stock Exchanges or the Registrar of Companies, National Capital Territory of Delhi and Haryana, India.
- f) I undertake that any transaction in Equity Shares by me (other than pursuant to the Offer for Sale and the OFS Shares) during the period commencing on the date of filing the DRHP with SEBI and ending on the date of closure of the Offer will be reported to the BRLM immediately, along with a copy to the Company.
- g) To assist the Company and the BRLM in expeditiously and satisfactorily attending to any complaints received in respect of the Equity Shares offered by me in the Offer for Sale portion. For this purpose, I also hereby authorize the Compliance Officer of the Company and the Registrar to the Offer to redress complaints, if any, in relation to the Offer.

- h) I have complied with and undertake to comply with all applicable laws and regulations in relation to my participation in the Offer for Sale in India and in such other jurisdictions where the Equity Shares are to be offered, including without limitation, the Securities and Exchange Board of India Act, 1992, and the rules and regulations under it including the SEBI ICDR Regulations, the Securities Contracts (Regulations) Act, 1956, and the rules and regulations under it, the Companies Act.
 - i) I shall disclose and furnish to the BRLM promptly, all information and documents relating to: (i) all information relating to pending, threatened or potential litigation, arbitration, complaint or notice that may affect the Offer for Sale or the OFS Shares; (ii) any other material development, relating to me or the Equity Shares offered by me in the Offer for Sale, which may have an effect on the Offer or otherwise on the Company, until the listing and trading of Equity Shares on the Stock Exchanges.
 - j) I undertake that I shall not, resort to any legal proceedings in respect of any matter having a bearing on the Offer, except in consultation with and after receipt of a prior written approval from the BRLM.
 - k) I undertake not to offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any bidder for making a bid in the Offer, and shall not make any payment, direct or indirect, in the nature of discounts, commission allowance or otherwise to any person who makes a bid in the Offer.
 - l) I shall deliver the Equity Shares being offered by me in the Offer for Sale into the Share Escrow Account maintained by the Share Escrow Agent in accordance with the Share Escrow Agreement to be entered into with the Company and the Share Escrow Agent.
 - m) I shall furnish such relevant information and particulars regarding myself, and the Equity Shares being offered in the Offer for Sale to the BRLM and the Company, as may be required by the law or by any other regulatory authority, including any additional information that may be required by SEBI or the Stock Exchanges.
 - n) I shall extend all necessary facilities to the Company and BRLM to interact on any matter relevant to the Offer.
5. I consent to the inclusion of my name and certain other details as set out in but not limited to this Consent Letter, as a Selling Shareholder in the Draft Red Herring Prospectus to be filed with the SEBI, the Red Herring Prospectus to be filed with the RoC, the Prospectus which the Company intends to be issued in respect of the Offer and such other documents as may be required to be issues in relation to the Offer. I also hereby authorize the issue of these offer documents and the delivery of a copy of this letter to the RoC, if required, or any other regulatory authority, as may be required.
6. In relation to my participation in the Offer for Sale, I acknowledge that I have read the terms set out in the Letter, and in this regard, I confirm that:
- a) Other than for my participation in the Offer for Sale, I shall not offer, lend, pledge, encumber, sell, contract to sell or transfer any Equity Shares held by me during the period starting from the date of filing of the DRHP with the SEBI, until such time that the lock-in on pre-Offer Equity Shares remains effective in accordance with the SEBI ICDR Regulations.
 - b) If the Equity Shares being offered for sale by all selling shareholders exceeds the total number of Equity Shares, which the Company decides to offer through the Offer for Sale in accordance with the SEBI ICDR Regulations and other applicable laws, OFS Shares from each selling shareholder which may be actually included in the Offer for Sale will be in the following order:
 - o such number of OFS Shares as tendered by a participating selling shareholder will at first instance be included in the Offer for Sale which will be in proportion to their shareholding in the Company as on the date of filing of the draft red herring prospectus

(on a fully diluted basis) vis-a-vis the overall size of the Offer for Sale as finalized by the Board of Directors; and

- o secondly, due to (a) non-participation by any selling shareholders in the Offer for Sale and/ or (b) participation by a selling shareholder in the Offer for Sale by tendering any OFS Shares lesser to their respective proportion determined as per para (i) above, if there is a shortfall to meet the overall size of the Offer for Sale - in that event any OFS Shares tendered by a participating selling shareholder, which is in excess of their respective proportion determined as per para (i) above, may be included by the Company in the Offer for Sale, at its discretion.

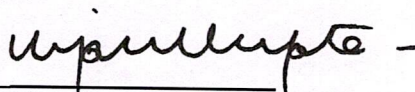
If for this or any other reason my portion of the OFS Shares are required to be credited back to my depository account by the Company in accordance with the SEBI ICDR Regulations, the Offer Documents and other applicable laws, the details of my depository account are as follows:

Name of depository participant	Zerodha Broking Limited
Depository participant identification number	12081600
Client identification number	24539380
Beneficiary's name (as appearing in the depository participant's records)	Vipul Gupta

- c) I shall not withdraw my consent to participate in the Offer for Sale or vary (either upwards or reduce) the number of Equity Shares proposed for sale in the Offer for Sale, except with the prior written consent of the Company, which will be upon consultation with the BRLM.
7. I acknowledge that at various stages of the Offer, the BRLM and the Company may require additional confirmations, documents or information from me, including in relation to any filings to be made under the Foreign Exchange Management Act, 1999, as amended. I undertake to promptly provide such confirmations, documents or information requested from me, including all documents or information in relation to myself, the Offer for Sale and the OFS Shares as may be required under the SEBI ICDR Regulations or any applicable law (inside or outside India), or as may be requested by the Company or BRLM, and to confirm the correctness and/or adequacy of the statements to be made in the Offer Documents.
 8. I agree and acknowledge that the Company, in consultation with the BRLM, shall be entitled to take all decisions in relation to the Offer, including the size of the Offer (including the size of the Offer for Sale), timing for the various steps in the Offer, the price band, the price and the allotment or withdrawal of the Offer, in accordance with the corporate authorizations, SEBI ICDR Regulations and other applicable laws.
 9. I declare that any information made available pursuant to this letter or to be made available to the BRLM and the Company or any statement made in the Offer Documents will be complete, accurate and updated in all material respects until the commencement of trading of the Equity Shares on the Stock Exchanges and will be true, fair, adequate and correct without omission and that under no circumstances shall I give any information or statement or omit to give any information or statement which is likely to mislead the BRLM, the Company, the concerned regulatory authorities and/or the investors. I further declare that no information, material or otherwise, shall be left undisclosed by me which will have an impact on the judgment of the concerned regulatory authorities and/or investment decision of investors.

10. I agree that the confirmations and the information provided by me pursuant to this letter, in the context of the Offer, give a fair, true and accurate description and information of ourselves, the Offer for Sale and the OFS Shares, and does not include, with regard to myself, the Offer for Sale and the OFS Shares, any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements therein, in light of the circumstances under which they were made, not misleading.
11. I acknowledge that I have decided to participate in this Offer as a Selling Shareholder through my own volition and the Company or the BRLM have not recommended such participation. I understand and accept that my participation in the Offer does not create any obligation on the Company or the BRLM to purchase or place any Equity Shares.
12. I shall co-operate with BRLM and Company to fulfil my obligation as disclosed in the draft offer document and the offer document and as required in terms of SEBI ICDR Regulations and other applicable laws.
13. The weighted average price at which equity shares was acquired by me in the last one year is Zero per equity share.
14. I acknowledge that in the event that: (i) any mandatory regulatory approval is not received in a timely manner or the conditions specified in any such approval are not satisfied, or (ii) there is any litigation leading to *inter alia*, stay on the Offer, or (iii) SEBI or any other regulator instructs the Company not to proceed with the Offer, or (iv) for any other reason beyond the control of the Company, the Offer may be delayed beyond the schedule of activities indicated in the **Red Herring Prospectus** or the Prospectus. Consequently, the payment of consideration to the Selling Shareholders for the OFS Shares may be delayed.
15. I undertake that the above information/certification/declaration is true and correct and also undertake to promptly inform the BRLMs and the Company of any change to the contents of this letter until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of such intimation from me, the above information shall be considered updated.
16. I authorize the Company and the BRLM to submit this letter to any regulatory, statutory, governmental or legal authority, including but not limited to SEBI, the Stock Exchanges and the Registrar of Companies, Mumbai, India, as may be required.
17. This Consent Letter may be relied upon by the BRLM and the legal advisors to each of the Company and the BRLM in respect of the Offer.

Sincerely,

Signature: 

Name: Vipul Gupta

Date: 21/06/2024

Mukul Gupta

Tower 5, 19E, Rosedale Garden Complex, AA3/BLK-3, Opp Karigori Bhawan, Newtown, North 24 Parganas
West Bengal - 700156

E-mail: mukulrgupta@gmail.com Mobile No. +91 9831946501

Consent from Chairman , Managing Director and CEO

Date: 27.06.2024

To,

The Board of Directors
CapitalNumbers Infotech Limited
Mani Casadona IT Building,
8th Floor, 8E4, East Tower,
Plot 2 F/4, Action Area I, 2F,
New Town, North 24 Parganas
West Bengal, India, 700156

Dear Sirs,

Sub: Proposed initial public offering (the "Issue") of equity shares of ₹ 10 (the "Equity Shares") by CapitalNumbers Infotech Limited (the "Company")

I, Mukul Gupta, hereby consent to be named as a Chairman, Managing Director and CEO of the Company and certify the following information with respect to me and consent to the inclusion of these disclosures made in the Draft Prospectus / Prospectus to be filed by the Company with stock exchange where the Equity Shares of the Company are proposed to be listed and for the purpose of registration with the Registrar of Companies (the "RoC") in respect of the Issue and any other document to be issued or filed in relation to the Issue (collectively, the "Offer Documents"), pursuant to the provisions of Section 26 and 32 of the Companies Act 2013.

I further confirm that the information in relation to me is true and correct, not misleading and without omission of any matter that is likely to mislead and adequate to enable investors to make a well informed decision.

I hereby authorise you to deliver this letter of consent to the RoC pursuant to Sections 26 and 32 and other applicable provisions of the Companies Act, 2013 and the rules and regulations thereunder, each as amended, the Stock exchange and any other regulatory authority, as may be required and/or retain this letter for your records in connection with the Issue and in accordance with applicable law.

I undertake to inform the LM promptly, in writing of any changes to the above information until the Equity Shares commence trading on the Stock exchange. In the absence of any such communication from me, the above mentioned information should be considered as updated information until the Equity Shares commence trading on the Stock exchange, pursuant to the Issue.

This letter may be relied upon by the Company, the legal counsel and the LM appointed in relation to the Issue. I hereby consent for submission of this letter to the Securities and Exchange Board of India, Stock exchange, RoC and any other authority as may be required by law. I further consent to the aforementioned details being included for the records to be maintained by the LM in connection with the Issue and in accordance with applicable laws.

Capitalized terms not defined herein would have the same meaning as attributed to it in the Offer Documents.

Yours faithfully,



Mukul Gupta

DIN: 05298689

Designation: Chairman, Managing Director and CEO

cc:

GYR Capital Advisors Private Limited
428, 4th Floor, Gala Empire, Near J B Tower,
Drive in Road, Thaltej, Ahmedabad,
Gujarat, India – 380054

Vipul Gupta

Uniworld City Downtown 4,1904, Newtown, North 24 PGS, West Bengal-700156

E-mail: vipulkr Gupta@gmail.com Mobile No. +91 9831953533

Consent from Director

Date: 27.06.2024

To,

**The Board of Directors
CapitalNumbers Infotech Limited**
Mani Casadona IT Building,
8th Floor, 8E4, East Tower,
Plot 2 F/4, Action Area I, 2F,
North 24 Parganas, New Town,
West Bengal, India, 700156

Dear Sirs,

Sub: Proposed initial public offering (the "Issue") of equity shares of ₹ 10 (the "Equity Shares") by CapitalNumbers Infotech Limited (the "Company")

I, Vipul Gupta, hereby consent to be named as a Director of the Company and certify the following information with respect to me and consent to the inclusion of these disclosures made in the Draft Prospectus / Prospectus to be filed by the Company with stock exchange where the Equity Shares of the Company are proposed to be listed and for the purpose of registration with the Registrar of Companies (the "RoC") in respect of the Issue and any other document to be issued or filed in relation to the Issue (collectively, the "Offer Documents"), pursuant to the provisions of section 26 section 32 of the Companies Act 2013.

I further confirm that the information in relation to me is true and correct, not misleading and without omission of any matter that is likely to mislead and adequate to enable investors to make a well informed decision.

I hereby authorise you to deliver this letter of consent to the RoC pursuant to Sections 26 and 32 and other applicable provisions of the Companies Act, 2013 and the rules and regulations thereunder, each as amended, the Stock exchange and any other regulatory authority, as may be required and/or retain this letter for your records in connection with the Issue and in accordance with applicable law.

I undertake to inform the LM promptly, in writing of any changes to the above information until the Equity Shares commence trading on the Stock exchange. In the absence of any such communication from me, the above mentioned information should be considered as updated information until the Equity Shares commence trading on the Stock exchange, pursuant to the Issue.

This letter may be relied upon by the Company, the legal counsel and the LM appointed in relation to the Issue. I hereby consent for submission of this letter to the Securities and Exchange Board of India, Stock exchange, RoC and any other authority as may be required by law. I further consent to the aforementioned details being included for the records to be maintained by the LM in connection with the Issue and in accordance with applicable laws.

Capitalized terms not defined herein would have the same meaning as attributed to it in the Offer Documents.

Yours faithfully,



Vipul Gupta
DIN: 05298174
Designation: Director

cc:

GYR Capital Advisors Private Limited
428, 4th Floor, Gala Empire, Near J B Tower,
Drive in Road, Thaltej, Ahmedabad,
Gujarat, India – 380054

Herprit Gupta

19E, Tower 5, Rosedale Garden Complex, AA3/BLK-3, Opp Karigori Bhawan, Newtown, North 24 Parganas
West Bengal - 700156

E-mail: herprit@gmail.com Mobile No. +91 9831866148

Consent from Director

Date: 27.06.2024

To,

The Board of Directors
CapitalNumbers Infotech Limited
Mani Casadona IT Building,
8th Floor, 8E4, East Tower,
Plot 2 F/4, Action Area I, 2F,
North 24 Parganas, New Town,
West Bengal, India, 700156

Dear Sirs,

Sub: Proposed initial public offering (the "Issue") of equity shares of ₹ 10 (the "Equity Shares") by CapitalNumbers Infotech Limited (the "Company")

I, Herprit Gupta, hereby consent to be named as a Director of the Company and certify the following information with respect to me and consent to the inclusion of these disclosures made in the Draft Prospectus / Prospectus to be filed by the Company with stock exchange where the Equity Shares of the Company are proposed to be listed and for the purpose of registration with the Registrar of Companies (the "RoC") in respect of the Issue and any other document to be issued or filed in relation to the Issue (collectively, the "Offer Documents"), pursuant to the provisions of section 26 section 32 of the Companies Act 2013.

I further confirm that the information in relation to me is true and correct, not misleading and without omission of any matter that is likely to mislead and adequate to enable investors to make a well informed decision.

I hereby authorise you to deliver this letter of consent to the RoC pursuant to Sections 26 and 32 and other applicable provisions of the Companies Act, 2013 and the rules and regulations thereunder, each as amended, the Stock exchange and any other regulatory authority, as may be required and/or retain this letter for your records in connection with the Issue and in accordance with applicable law.

I undertake to inform the LM promptly, in writing of any changes to the above information until the Equity Shares commence trading on the Stock exchange. In the absence of any such communication from me, the above mentioned information should be considered as updated information until the Equity Shares commence trading on the Stock exchange, pursuant to the Issue.

This letter may be relied upon by the Company, the legal counsel and the LM appointed in relation to the Issue. I hereby consent for submission of this letter to the Securities and Exchange Board of India, Stock exchange, RoC and any other authority as may be required by law. I further consent to the aforementioned details being included for the records to be maintained by the LM in connection with the Issue and in accordance with applicable laws.

Capitalized terms not defined herein would have the same meaning as attributed to it in the Offer Documents.

Yours faithfully,

H. Gupta

Herprit Gupta

DIN: 07034437

Designation: Director

cc:

GYR Capital Advisors Private Limited

428, 4th Floor, Gala Empire, Near J B Tower,
Drive in Road, Thaltej, Ahmedabad,
Gujarat, India – 380054

Consent from Independent Director

Date : 27 June 2024

To,

The Board of Directors
CapitalNumbers Infotech Limited
Mani Casadona IT Building, 8th Floor,
8E4, East Tower, Plot 2 F/4,
Action Area I, 2F North 24 Parganas,
New Town, West Bengal, India, 700156

Dear Sirs,

Sub: Proposed initial public offering (the "Issue") of equity shares of ₹ 10 (the "Equity Shares") by CapitalNumbers Infotech Limited (the "Company")

I, Shounak Mitra, hereby consent to be named as a Non- Executive Independent Director of the Company and certify the following information with respect to me and consent to the inclusion of these disclosures made in the Draft Prospectus / Prospectus to be filed by the Company with stock exchange where the Equity Shares of the Company are proposed to be listed and for the purpose of registration with the Registrar of Companies (the "RoC") in respect of the Issue and any other document to be issued or filed in relation to the Issue (collectively, the "Offer Documents"), pursuant to the provisions of Section 26 and 32 of the Companies Act 2013.

I further confirm that the information in relation to me is true and correct, not misleading and without omission of any matter that is likely to mislead and adequate to enable investors to make a well informed decision.

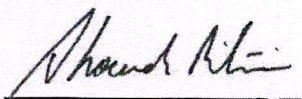
I hereby authorise you to deliver this letter of consent to the RoC pursuant to Sections 26 and 32 and other applicable provisions of the Companies Act, 2013 and the rules and regulations thereunder, each as amended, the Stock exchange and any other regulatory authority, as may be required and/or retain this letter for your records in connection with the Issue and in accordance with applicable law.

I undertake to inform the LM promptly, in writing of any changes to the above information until the Equity Shares commence trading on the Stock exchange. In the absence of any such communication from me, the above mentioned information should be considered as updated information until the Equity Shares commence trading on the Stock exchange, pursuant to the Issue.

This letter may be relied upon by the Company, the legal counsel and the LM appointed in relation to the Issue. I hereby consent for submission of this letter to the Securities and Exchange Board of India, Stock exchange, RoC and any other authority as may be required by law. I further consent to the aforementioned details being included for the records to be maintained by the LM in connection with the Issue and in accordance with applicable laws.

Capitalized terms not defined herein would have the same meaning as attributed to it in the Offer Documents.

Yours faithfully,



Shounak Mitra

DIN: 07762047

Designation: Independent Director

cc:

GYR Capital Advisors Private Limited
428, 4th Floor, Gala Empire, Near J B Tower,
Drive in Road, Thaltej, Ahmedabad, Gujarat, India – 380054

Neha Nimesh Shah

House No 1, Arihant Society, 60 Ft Road, Malegaon Nashik-422010
Email ID: shah.nneha@gmail.com Mobile No. +91 9727752207

Date: 27.06.2024

To,

The Board of Directors

CapitalNumbers Infotech Limited

Mani Casadona IT Building,

8th Floor, 8E4, East Tower, Plot 2 F/4, Action Area I,

2F, New Town, North 24 Parganas,

West Bengal, India, 700156

Dear Sirs,

Sub: Proposed initial public offering (the "Issue") of equity shares of ₹ 10 (the "Equity Shares") by CapitalNumbers Infotech Limited (the "Company")

I, Neha Nimesh Shah, hereby consent to be named as a Non- Executive Independent Director of the Company and certify the following information with respect to me and consent to the inclusion of these disclosures made in the Draft Prospectus / Prospectus to be filed by the Company with stock exchange where the Equity Shares of the Company are proposed to be listed and for the purpose of registration with the Registrar of Companies (the "RoC") in respect of the Issue and any other document to be issued or filed in relation to the Issue (collectively, the "Offer Documents"), pursuant to the provisions of Section 26 and 32 of the Companies Act 2013.

We further confirm that the information in relation to me is true and correct, not misleading and without omission of any matter that is likely to mislead and adequate to enable investors to make a well-informed decision.

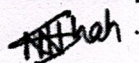
I hereby authorise you to deliver this letter of consent to the RoC pursuant to Sections 26 and 32 and other applicable provisions of the Companies Act, 2013 and the rules and regulations thereunder, each as amended, the Stock exchange and any other regulatory authority, as may be required and/or retain this letter for your records in connection with the Issue and in accordance with applicable law.

I undertake to inform the LM promptly, in writing of any changes to the above information until the Equity Shares commence trading on the Stock exchange. In the absence of any such communication from me, the above-mentioned information should be considered as updated information until the Equity Shares commence trading on the Stock exchange, pursuant to the Issue.

This letter may be relied upon by the Company, the legal counsel and the LM appointed in relation to the Issue. I hereby consent for submission of this letter to the Securities and Exchange Board of India, Stock exchange, RoC and any other authority as may be required by law. I further consent to the aforementioned details being included for the records to be maintained by the LM in connection with the Issue and in accordance with applicable laws.

Capitalized terms not defined herein would have the same meaning as attributed to it in the Offer Documents.

Yours faithfully,



Neha Nimesh Shah

DIN: [08014722]

Designation: Non- Executive Independent Director

cc:

GYR Capital Advisors Private Limited
428, 4th Floor, Gala Empire, Near J B Tower,
Drive in Road, Thaltej, Ahmedabad,
Gujarat, India – 380054

Vikas Sethia

B-18, F-1, Vashishth Marg, Shyam Nagar, Jaipur, Rajasthan-302019
E-mail: viikaspsethia@gmail.com Mobile No. +91 9000309533

Consent from Independent Director

Date: 27.06.2024

To,

The Board of Directors
CapitalNumbers Infotech Limited
Mani Casadona IT Building,
8th Floor, 8E4, East Tower, Plot 2 F/4,
Action Area I, 2F New Town,
North 24 Parganas,
West Bengal, India, 700156

Dear Sirs,

Sub: Proposed initial public offering (the "Issue") of equity shares of ₹ 10 (the "Equity Shares") by CapitalNumbers Infotech Limited (the "Company")

I, Vikas Sethia, hereby consent to be named as a Non- Executive Independent Director of the Company and certify the following information with respect to me and consent to the inclusion of these disclosures made in the Draft Prospectus / Prospectus to be filed by the Company with stock exchange where the Equity Shares of the Company are proposed to be listed and for the purpose of registration with the Registrar of Companies (the "RoC") in respect of the Issue and any other document to be issued or filed in relation to the Issue (collectively, the "Offer Documents"), pursuant to the provisions of Section 26 and 32 of the Companies Act 2013.

I further confirm that the information in relation to me is true and correct, not misleading and without omission of any matter that is likely to mislead and adequate to enable investors to make a well informed decision.

I hereby authorise you to deliver this letter of consent to the RoC pursuant to Sections 26 and 32 and other applicable provisions of the Companies Act, 2013 and the rules and regulations thereunder, each as amended, the Stock exchange and any other regulatory authority, as may be required and/or retain this letter for your records in connection with the Issue and in accordance with applicable law.

I undertake to inform the LM promptly, in writing of any changes to the above information until the Equity Shares commence trading on the Stock exchange. In the absence of any such communication from me, the above mentioned information should be considered as updated information until the Equity Shares commence trading on the Stock exchange, pursuant to the Issue.

This letter may be relied upon by the Company, the legal counsel and the LM appointed in relation to the Issue. I hereby consent for submission of this letter to the Securities and Exchange Board of India, Stock exchange, RoC and any other authority as may be required by law. I further consent to the aforementioned details being included for the records to be maintained by the LM in connection with the Issue and in accordance with applicable laws.

Capitalized terms not defined herein would have the same meaning as attributed to it in the Offer Documents.

Yours faithfully,



Vikas Sethia
DIN: 06665484
Designation: Independent Director

cc:

GYR Capital Advisors Private Limited
428, 4th Floor, Gala Empire, Near J B Tower,
Drive in Road, Thaltej, Ahmedabad,
Gujarat, India – 380054

Sanket Harlalka

Natural City, Block J, Flat 3A,43, Shyam Nagar Road, Bangur Avenue, Kolkata 700055
E-mail: sankethar@yahoo.com Mobile No. +91 9748787035

Consent letter from Chief Financial Officer of the Company

Date: 27.06.2024

To,

The Board of Directors
CapitalNumbers Infotech Limited
Mani Casadona IT Building,
8th Floor, 8E4 East Tower,
Plot 2 F/4, Action Area I, 2F,
North 24 Parganas, New Town,
West Bengal, India, 700156

Dear Sirs,

Sub: Proposed initial public offering (the "Issue") of equity shares of ₹ 10 (the "Equity Shares") by CapitalNumbers Infotech Limited (the "Company")

I, Sanket Harlalka, hereby confirm that, as on date, I am the Chief Financial Officer of the Company. I hereby give my consent to my name being included as the Chief Financial Officer of the Company in the Draft Prospectus / Prospectus to be filed by the Company with stock exchange where the Equity Shares of the Company are proposed to be listed and for the purpose of registration with the Registrar of Companies (the "RoC") in respect of the Issue and any other document to be issued or filed in relation to the Issue (collectively, the "Offer Documents"), pursuant to the provisions of section 26 and section 32 of the Companies Act 2013. Further, the following details with respect to me may be disclosed in the Offer Documents:

Name: Sanket Harlalka

Address: Natural City, Block J, Flat 3A,43, Shyam Nagar Road, Bangur Avenue, Kolkata 700055

Tel: +91 9748787035

Fax: N.A.

Email: sankethar@yahoo.com

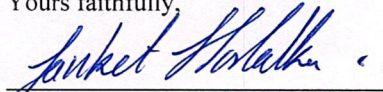
I confirm that the above information in relation to me is true and correct.

I undertake to inform the Company and the LM promptly, in writing of any changes to the above information until the Equity Shares commence trading on the Stock exchange. In the absence of any such communication from me, the above mentioned information should be considered as updated information until the Equity Shares commence trading on the Stock exchange, pursuant to the Issue.

This letter may be relied upon by the Company, legal counsel and LM appointed in relation to the Issue. I hereby consent for submission of this letter to the Securities and Exchange Board of India, Stock exchange, RoC and any other authority as may be required by law. I further consent to the aforementioned details being included for the records to be maintained by the LM in connection with the Issue and in accordance with applicable laws.

Capitalized terms not defined herein would have the same meaning as attributed to it in the Offer Documents.

Yours faithfully,


Sanket Harlalka

Chief Financial Officer
CapitalNumbers Infotech Limited

cc:

GYR Capital Advisors Private Limited
428, 4th Floor, Gala Empire, Near J B Tower,
Drive in Road, Thaltej, Ahmedabad,
Gujarat, India – 380054

Priya Jhunjunwala

155 Sukanta Sarani, Uttarpara Kotrung M, Hooghly, Bhadrakali, West Bengal – 712232

E-mail: priyajhunjunwala1995@gmail.com Mobile No. +91 9674309635

Consent Letter from Compliance Officer

Date: 27.06.2024

To,

The Board of Directors

CapitalNumbers Infotech Limited

Mani Casadona IT Building,

8th Floor, 8E4, East Tower,

Plot 2 F/4, Action Area I, 2F,

North 24 Parganas, New Town,

West Bengal, India, 700156

Dear Sirs,

Sub: Proposed initial public offering (the "Issue") of equity shares of ₹ 10 (the "Equity Shares") by CapitalNumbers Infotech Limited (the "Company")

I, Priya Jhunjunwala, a member of the Institute of Company Secretaries of India, (constituted under the Company Secretaries Act, 1980), bearing membership No. A65393, hereby confirm that, as on date, I am the Company Secretary and Compliance Officer of the Company and have been appointed in compliance with the applicable provisions of the Companies Act, 2013. I hereby give my consent to act as the Company Secretary and Compliance Officer of the Company and to my name being included as Company Secretary and Compliance Officer of the Company in the Draft Prospectus / Prospectus to be filed by the Company with stock exchange where the Equity Shares of the Company are proposed to be listed and for the purpose of registration with the Registrar of Companies (the "RoC") in respect of the Issue and any other document to be issued or filed in relation to the Issue (collectively, the "Offer Documents"), pursuant to the provisions of section 26 and section 32 of the Companies Act 2013. I understand that my responsibilities will include ensuring compliance with securities laws and other applicable laws, handling and redressal of investor grievances or complaints, if any, in connection with the Issue, listing of Equity Shares issued pursuant to the Issue and subsequent to listing of the Company's Equity Shares on the Stock Exchange(s).

The following details with respect to me may be disclosed in the Offer Documents:

Name: Priya Jhunjunwala

Address: 155 Sukanta Sarani, Uttarpara Kotrung M, Hooghly, Bhadrakali, West Bengal - 712232.

Tel: +91- 9674309635

Fax: N.A.

Email: priyajhunjunwala1995@gmail.com

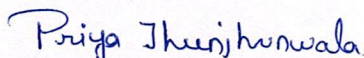
I confirm that the above information in relation to me is true and correct, not misleading and without omission of any matter that is likely to mislead and adequate to enable investors to make a well informed decision.

I undertake to inform the Company and the LM promptly, in writing of any changes to the above information until the Equity Shares commence trading on the Stock exchange. In the absence of any such communication from us, the above mentioned information should be considered as updated information until the Equity Shares commence trading on the Stock exchange, pursuant to the Issue.

This letter may be relied upon by the legal counsel and LM appointed in relation to the Issue. I hereby consent for submission of this letter to the Securities and Exchange Board of India, Stock exchange, RoC and any other authority as may be required by law. We further consent to the aforementioned details being included for the records to be maintained by the LM in connection with the Issue and in accordance with applicable laws.

Capitalized terms not defined herein would have the same meaning as attributed to it in the Offer Documents.

Yours faithfully,



Ms. Priya Jhunjunwala

(Company Secretary and Compliance Officer)

CapitalNumbers Infotech Limited

cc:

GYR Capital Advisors Private Limited

428, 4th Floor, Gala Empire, Near J B Tower,

Drive in Road, Thaltej, Ahmedabad,

Gujarat, India – 380054



CONSENT FROM STATUTORY AUDITOR

13th January, 2025

To,
The Board of Directors
CapitalNumbers Infotech Limited
(Formerly known as "CapitalNumbers Infotech Private Limited")
Unit No. 8E4, 8th Floor, Mani Casadona IT Building,
Plot 2 F/4, Action Area 2 F, New Town, Rajarhat,
Kolkata, West Bengal - 700156

GYR Capital Advisors Private Limited
428, Gala Empire, Near JB Tower,
Drive in Road, Thaltej,
Ahemdabad-380 054,
Gujarat, India.
(GYR Capital Advisors Private Limited referred to as the "Lead Manager")

Dear Sir(s),

Sub: Proposed initial public offering of equity shares of ₹10 each (the "Equity Shares") of CapitalNumbers Infotech Limited (Formerly known as "CapitalNumbers Infotech Private Limited") (the "Company" and such offering, the "Issue")

We, **Satyanarayan Goyal & Co. LLP., Chartered Accountants**, the statutory auditor of the Company, hereby consent to use in the draft red herring prospectus, Red herring prospectus and the prospectus (the "**Offer Documents**"), to be filed/registered by the Company in respect of the Issue with the SME Platform of National Stock Exchange of India Limited where the Equity Shares are proposed to be listed ("**Stock Exchange**") and the Registrar of Companies, Kolkata, West Bengal ("**RoC**"), as applicable, of (i) examination report dated 13th January, 2025 on the restated audited financial statements for the 6 months period ended 30th September, 2024 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022; furnished by M/s Satyanarayan Goyal & Co LLP. Chartered Accountants (Peer Review Auditor) in terms of the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), Part I of Chapter III of the Companies Act, 2013 ("**Companies Act, 2013**"), the Companies (Accounts) Rules, 2014 and the applicable Accounting Standards and any other law as may be applicable; and (ii) the '**Statement of Tax Benefits**' dated 13th January, 2025 applicable to the Company and its shareholders, which may appear in the Offer Documents, and any other document in relation to the Issue.

We also consent to references to us as "**Statutory Auditors**" in the Offer Documents, and any other documents to be issued in relation to the Issue, as may be required. We further consent to be named as an "expert" as defined under Section 2(38) of the Companies Act, 2013, read with Section 26(5) of the Companies Act, 2013.

We further consent to the inclusion of the following details in relation to us in the Offer Documents, and any other documents to be issued in relation to the Issue:

M/s Satyanarayan Goyal & Co LLP
Sai Sharnam, 70 Jaora Compound, Behind Pooja Dairy,
Opp. M.Y. Hospital, Indore – 452001
CA Shubham Jain
M. No. - 441604
Tel. no. - +91 9424022223
FRN – 006636C/C400333
E-mail ID- cashubhamdjain@gmail.com



We, hereby confirm that, we are not and have not been engaged or interested in the formation or promotion or management of the Company.

The above consents are subject to the condition that we do not accept any responsibility for any reports or matters (including information sent to Merchant Bankers) or letters included in the Offer Documents. Neither our affiliates nor we shall be liable to any investor or merchant bankers or any other third party in respect of the proposed offering. Further, the Company agrees to indemnify our affiliates and us and hold harmless from all third party (including investors and merchant bankers) claims, damages, liabilities and costs arising consequent to our giving consent.

Nothing in the preceding paragraph shall be construed to (i) limit our responsibility for or liability in respect of, the reports we have issued, covered by our consent above and are included in the Offer Documents or (ii) limit our liability to any person which cannot be lawfully limited or excluded under applicable laws or regulations or guidelines issued by applicable regulatory authorities.

We have subjected ourselves to the peer review process of the Institute of Chartered Accountants of India (the "ICAI") and hold a valid certificate issued by the Peer Review Board of the ICAI, which will remain valid until the completion of the Issue.

We hereby confirm that we have conducted our examination of the information given in this certificate (including the annexures thereto) in accordance with the 'Guidance Note on the Reports or Certificates for Special Purposes (Revised 2016)' issued by the Institute of Chartered Accountants of India ("ICAI"), as revised from time to time, to obtain a reasonable assurance that such details are in agreement with the books of accounts and other relevant records provided to us, in all material respects; the aforesaid Guidance Notes requires that we comply with the ethical requirements of the 'Code of Ethics' issued by the ICAI, as revised from time to time. We also confirm that we have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, 'Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements,' issued by the ICAI.

This letter may be relied on by the Company, the Lead Manager and the legal counsel appointed in respect of the Issue for disclosures in the Offer Documents and for clarifications/submissions issued to any regulatory authority in relation to the Issue, including (but not limited to) RoC, the Stock Exchange and SEBI. We also authorize you to deliver this letter of consent to the Stock Exchange, RoC and SEBI pursuant to the provisions of Section 26 and 32 of the Companies Act, 2013 and the rules and regulations made thereunder, or any other governmental or regulatory authority as may be required.

We confirm that we will immediately inform the Company and the Lead Manager appointed as such for the purpose of the Issue, of any changes to the information stated in this letter till the date the Equity Shares of the Company commence trading on the Stock Exchange. In the absence of any such communication, the information stated in this letter should be taken as updated information until the date of commencement of listing and trading of the Equity Shares of the Company on the Stock Exchange, pursuant to the Issue.

We represent that our execution, delivery and performance of this consent have been duly authorised by all necessary actions (corporate or otherwise).

We agree to keep the information regarding the Issue strictly confidential.



Terms capitalised and not defined herein shall have the same meaning as ascribed to them in the Draft Prospectus.

Yours sincerely,

For M/s. Satyanarayan Goyal & Co LLP
Chartered Accountants
FRN - 006636C/C400333

Shubham



CA. Shubham Jain
Partner
M.No./FRN: 441604
Place: Kolkata
Date: 13th January, 2025
UDIN: 25441604BMJPQN1572