AGREEMENT

This Agreement (Agreement) is entered into this on 15ᵗʰ January 2020 (Effective Date)

BETWEEN

(1) WIN Information Technology Pvt. Ltd., a company registered under the provisions of Companies Act, 1956, having its registered office at 6th Floor, B Block, Laxmi Cyber City, Whitefields, Kondapur, Hyderabad - 500084, Telangana (hereinafter called "WINIT", which expression shall, unless repugnant to the context or meaning thereof, be deemed and include its successors, affiliates and permitted assigns) herein after refereed as a WINIT.

AND

(2) Zad Holding Company Q.P.S.C., a company incorporated under the laws of Qatar and having its registered office at P.O. Box 1444, Doha - Qatar (hereinafter referred to as the Customer, which expression shall, unless repugnant to the context thereof be deemed to mean and include its permitted assigns and successors), herein after referred as a Customer / Zad Holding

WINIT and Customer shall be individually referred to as Party and collectively referred to as the Parties.

WHEREAS:

(A) WINIT is engaged in the business of mobile software development and creates applications for native platforms on mobile phones and mobile sites.

(B) WINIT has developed a mobile component application with prime objectives to provide easy access to Sales Force Automation as well as enhance the execution excellence by creating means for regular usage of the mobile solution.

(C) Upon WINIT demonstrating the Product to the Customer and the Customer fully satisfying itself of the utility of the Product, the Customer has approached WINIT for obtaining the license along with list of customization to use the Product and availing the Support Services in relation to the Product, WINIT has agreed to provide to the Customer the license to use the Product and Support Services in accordance with the terms and conditions stated herein.

(D) The Parties are thus desirous of entering into this Agreement to record the terms upon which the Product and Support Services shall be provided by WINIT to Customer.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the Parties hereby agree as follows:

1. DEFINITIONS & INTERPRETATIONS

1.1. DEFINITIONS

(a) Fees shall have the meaning assigned to the term in Clause 4;

(b) Force Majeure Event shall mean the occurrence of an event or circumstance beyond the reasonable control of a Party, including (i) explosions, fires, flood, earthquakes, volcanic eruptions, tornadoes, catastrophic weather conditions, or other elements of nature or acts of God, (ii) acts of war (declared or undeclared), acts of terrorism, insurrection, riots, civil disorders, rebellion or sabotage (iii) acts of federal, state, local or foreign governmental

3. DELIVERY SCHEDULE OF PRODUCT

(a) WINIT undertakes to deliver the Product for UAT to the Customer within a period of 4 (four) months from the effective date on which the project kick off is scheduled.

4. FEES

The fees (Fees) payable by Customer to WINIT under this Agreement shall comprise of the following payment Components:

I. One Time Enterprise Fees (USD)

Sl. No.	Solution & Components	One Time Fee
01.	WINIT Van Sales Solution along with Customization captured during Blueprint • Multi Country & Multi Company [Sales Org] • One Standard Van Sales Solution meeting all Zad Holding Company Needs a> Planning Engine (Web Based Solution for Backend / Planning Engine) b> Bilingual Android App (English & Arabic) to work on Honeywell Device c> Dashboard & Reporting Engine (Web Based Solution)	USD $ 54,000.00
02.	Customization as per RFP and Blueprint document [during implementation]	---FOC---
03.	Integration with ERP	USD $ 18,000.00
)4.	Blueprint & Consulting	USD $ 4,500.00
05.	Training & GO LIVE Support	---FOC---
	Onsite travel tickets & stay in Qatar to be provided by Zad Holding	Zad Holding
	Total One Time Enterprise Fee	USD $ 76,500.00
	Less Discount (10%)	USD $ 7,650.00
	Total One Time Enterprise Fee after Discount	USD $ 68,850.00
	Less Discount basis December 9th 2019 Discussion (10%)	USD $ 6,885.00
	FINAL One Time Enterprise Fee after Discount	USD $ 61,965.00

II. Yearly Subscription Fee

Sl. No.	Yearly Subscription Fee [License Fee, & Support]	Minimum Yearly Guarantee Fee (USD)	Less Discount (15%)	Minimum Yearly guarantee Fee (USD)
1	1 to 100 Users [Minimum Guarantee]	USD $ 32,400.00	USD $ 4,860.00	USD $ 27,540.00
2	Between 101 to 200 Users	USD $ 54,000.00	USD $ 8,100.00	USD $ 45,900.00
3	Between 201 to 300 Users	USD $ 64,800.00	USD $ 9,720.00	USD $ 55,080.00
4	Between 301 to 400 Users	USD $ 72,000.00	USD $ 10,800.00	USD $ 61,200.00
5	Above 401 Users	USD $ 15.00 per user per month	USD $ 4.25 per user per month	USD $ 10.75 per user per month

= 537 x 10.75 x 3 = USD 17,318.25

b. DS14v2 16vCPUs, 112 GB or Above

c. Premium SSD 2 TB Disk Space or as Per Requirement

d. Windows Server 2012 STD or Above

e. Microsoft SQL Standard 2014 or Above

5. Backup

    a. Backup will be taken to Blob 30 Days backup can be stored. Copy of backup on monthly basis will be shared with Zad IT.

    b. Daily 1 Full Backup

    c. Daily 1 Incremental Backup up to 7 days.

    d. Transaction Log Backup

    e. Weekly Backups up to 4 per database or extended as per client requirement.

6. VPN Gateway:

    a. Site-to-Site VPN can be available as per client requirement for integration or cross application platform implementations.

Terms:

1. Application and Database servers access is restricted, and it can be provided only after preapproval from Zad IT.

2. Limited ports will be open for Application only.

3. WINIT IT Team will monitor the servers and applications. Log files and monitoring reports along with checklist will be shared with Zad IT on periodical basis as well as request basis.

4. WINIT Team will be taking downtime for VM maintenance and troubleshooting of application upon pre-approval from Zad IT team.

5. Scheduled maintenance will be done every week or on demand at non business hours, will be informed formally.

6. If any backup requested will be restored at temporary location for technical analysis or development
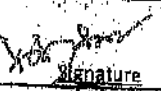
Yearly Hosting Fee

Sl. No.	Yearly Hosting Fee	Minimum Yearly guarantee Fee (USD)
1	Up to 400 Users [Minimum Guarantee]	USD $ 19,800.00 per annum
2	Above 400 Users	USD $ 3.75 per user per month

Payment terms

* The Yearly Hosting fee to be paid in advance at the beginning of project implementation to set up infrastructure

* The Hosting fee to be paid based on the actual count of users.

* Reduction and deletion will be incorporated in the next quarter payment. Minimum amount to be paid is US$ 19,800 per annum.

Agreement – SFA – WINIT – Zad Holding Company

Estimated Cost: (What & How Much... Identify)

	WINIT (QAR)	BIZOM (QAR)	SAP DSD (QAR)	SYNCWISE (QAR)
Fixed Cost (One Time)	430,272	367,255	2,569,502	876,166
Software License				
Implementation Service	346,772		1,208,502	678,516
Sub Total	346,772	283,755	1,277,500	219,150
Contingencies & other maintenance cost	83,500	83,500	2,486,002	892,666
			83,500	83,500
Recurring Cost (for 5 years)	5,112,494	6,415,056	6,022,164	5,298,066
Maintenance & Support (App)	1,075,942	3,602,988	1,329,352	506,165
Hosting Charges	1,224,484		1,890,734	1,880,734
Sub Total	2,300,426	3,602,988	3,210,086	2,488,898
Contingencies & other maintenance cost	539,760	539,760	539,760	539,760
Manpower (HHT Administration)	2,272,308	2,272,308	2,272,308	2,272,308
Total Cost (Fixed & Recurring) for 5 years	5,542,766	6,782,311	8,591,656	6,275,132
Payment terms:				
Fixed Cost	20% Advance, 30% Blueprint sign off, 20% UAT & training, 20% Go Live, 10% after 03 months go live	100 % Advance (Installation, Setup and customization charges)	Advance	50% Advance, 40% Beta Rel, 10% Go Live
Recurring Cost (Yearly Subscription / Maintenance & Support Fee)	Advance Quarterly	Advance Yearly	Advance Yearly	Advance Yearly
Recurring Cost (Hosting Cost)	Advance Quarterly	NA	Advance Yearly	Advance Yearly

Recommended Service Provider:

Detailed comparison has been done for the above four vendors. On overall basis, WINIT has been found to be the most promising and suitable to meet our requirement on technical (Usability, Features, Industry Experience & overall meeting our expectation), financial (the lowest cost considering project life of 5 years) and after sales support parameters. The detailed comparison is attached as "Annexure-1".

Note: Minimum guarantee users are 400. If the user count goes less than 400, pricing will vary.

Charter Authors / Approved By:

		Signature	Date
Proposed by:	Arif Hashmi (Head – IT)		29/1/2020
Reviewed by:	Husain Mannan (Sr. Manager – Finance)		30/1/2020
Recommended by:	Abdul Salam (VP – Finance)		30/01/2020
Approved by:	Tarique Mohammad (CEO)		30/01/2020
Approved by:	Sh. Talal M J AL Thani (Vice Chairman)		

M/s. Zad Holding Company
Service Memorandum (SM)

Date:	29-Jan-2020		Reference No.					SM/ ZAD/HHT/2020/001
Nature of Service	HHT Implementation & AMC		Department					IT
Objective of The Service	HHT implementation & 5 years Annual Maintenance for USB, QFI, DANDY & QDC (As per management discussion, we are moving out of existing HHT solution (Ramco) due to non-delivery of complete solution for a prolonged period of time)							

COMPETITIVE QUOTES FROM SERVICE PROVIDERS

S. No.	Service Provider	Currency	Exchange Rate	Cost Type	Quoted Price		Negotiated Price		Payment Terms
					US$	QAR	US$	QAR	
1	WINIT (HHT Implementation & 5 years AMC)	US$	3.65	Software License	-	-	-	-	20% Advance, 30% Blueprint sign off, 20% UAT & training, 20% Go Live, 10% after 03 months go live
				Implementation Service	76,500	279,225	61,965	226,172	
				Subscription / AMC (App)	411,300	1,501,245	294,779	1,075,942	Advance Quarterly
				Hosting Charges	335,475	1,224,484	335,475	1,224,484	Advance Yearly
				TOTAL	823,275	3,004,954	692,219	2,526,598	
2	BIZOM (HHT Implementation & 5 years AMC)	US$	3.65	Software License	-	-	-	-	100 % Advance (Installation, Setup and customization charges)
				Implementation Service	59,200	216,080	44,700	163,155	
				Subscription / AMC (App)	1,850,850	6,755,603	987,120	3,602,988	Advance Yearly
				Hosting Charges	-	-	-	-	Hosting charges already included in subscription
				TOTAL	1,910,050	6,971,683	1,031,820	3,766,143	
3	SAP (HHT Implementation & 5 years AMC)	US$	3.65	Software License	1,182,488	4,316,079	331,097	1,208,502	
				Implementation Service	350,000	1,277,500	350,000	1,277,500	Advance
				Subscription / AMC (App)	1,300,736	4,747,687	364,206	1,329,352	
				Hosting Charges	515,270	1,880,734	515,270	1,880,734	Advance Yearly
				TOTAL	3,348,494	12,222,000	1,560,573	5,696,088	
3	SYNCWISE (HHT Implementation & 5 years AMC)	US$	3.65	Software License	184,525	673,516	184,525	673,516	
				Implementation Service	27,000	98,550	27,000	98,550	50% Advance, 40% Beta Rel, 10% Go Live
				Subscription / AMC (App)	166,073	606,165	166,073	606,165	
				Hosting Charges	515,270	1,880,734	515,270	1,880,734	Advance Yearly
				TOTAL	892,868	3,258,965	892,868	3,258,965	

All the supported Quotation should be attached

RECOMMENDED SERVICE PROVIDER

S. No.	Service Provider	Currency	Exchange Rate		Total in US$	Total in QAR	Payment Terms
1	WINIT (HHT Implementation & 5 years AMC)	US$	3.65	Software License	-	-	As mentioned above
				Implementation Service	61,965	226,172	
				Subscription / AMC (App)	294,779	1,075,942	
				Hosting Charges	335,475	1,224,484	
		TOTAL			692,219	2,526,598	

Service Provider Selection Criteria.
1. Lowest Total Cost of Ownership (TCO) for 5 years
2. WINIT is providing customized solution based on agreed & signed RFP & Blueprint Document. Detailed comparison analysis to select WINIT is attached (Annexure 1).

Remarks: -
1. Other cost (Visa, lodging & boarding etc.) for consultants @ US$ 33,041 (i.e. QAR 120,600) is applicable for WINIT, BIZOM & SYNCWISE.

BUDGET vs ACTUAL

	Total	Remark
Budgeted value for the requested service	QAR 5,542,766	As per approved Project Charter PC/ZAD/IT/2020/001
Utilized till date	-	
Balance Available	QAR 5,542,766	
Proposed as per service memorandum	QAR 2,526,598	
Variance	QAR 3,016,168	

AUTHORIZATION/APPROVAL

Head – IT Department	Senior Manager – Finance	Vice President – Finance	Chief Executive Officer	Vice Chairman