



Rawal & Co.

(Company Secretaries)

Office: 631/101, Surendra Nagar, Lucknow-226016.

Email Id: vivekrawal89@gmail.com, Tel: +91-7827794619

Registration No. S2020UP717200, Peer Review No. 5722/2024

To,
The Manager
Listing Compliance,
National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block G, Bandra Kurla Complex,
Bandra (E) Mumbai – 400 051.

Dear Sir,

Sub: Application for “In-principle approval” prior to issue and allotment upto 20,00,000 (Twenty Lakhs) Equity Shares and 20,00,000 (Twenty Lakh) Convertible Warrants into Equity Shares on preferential basis under Regulation 28(1) of the SEBI (LODR) Regulations, 2015.

We Rawal & Co., Company Secretaries, have verified the relevant records and documents of **Z-Tech (India) Limited** with respect to the proposed preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

- a) None of the proposed allottee(s) has/ have sold any equity shares of the company during the 90 trading days preceding the relevant date. Further, where the proposed allottee(s) is/ are promoter/ promoter group entity, then none of entities in the promoter and promoter group entities has/ have sold any equity share of the company during the 90 trading days preceding the relevant date.
- b) Following Allottees does not hold any equity shares of the issuer for a period starting from the relevant date till the date of preferential allotment.

Preferential Issue: Equity Shares

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1. Ashish Rameshchandra Kacholia
2. Nikhil Ramesh Jaisinghani
3. RBA Finance and Investment Company
4. RG Family Trust
5. Resonance Opportunities Fund
6. Nexta Enterprises LLP
7. Intellectual Partners
8. Pitam Goel HUF
9. Krijuna Wealth LLP
10. Samedh Trinity Partners
11. Mayvenn Partners
12. Bhavin Y Mehta
13. Vivek Jain
14. Deepak Kumar Agarwal
15. Kapil Ahuja



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16. Vineet Gupta
17. Biren P Gandhi
18. Vinod Sethi
19. Abhinav Arora
20. Rakesh Mittal
21. Anand Kumar Agarwal
22. Hemant Kumar Gupta
23. Mitul Prafulbhai Mehta
24. Koushik M
25. Amit Jindal
26. Amar Amarbahadur Maurya
27. Manjulaben Muktilal Parikh

Preferential issue: Convertible warrant

1. Sandalwood Holding Trust
2. Growing Tree Family Trust
3. Expertpro Realty Private Limited
4. Nexta Enterprises LLP
5. Shinohub Growth Ventures LLP
6. Renu Devi Saraogi
7. Shyam Sunder Saraogi
8. Hemant Gupta
9. Sagar P Brahmhatt
10. Yogesh Mittal
11. Vineeta Agarwal
12. Tarun Tiwari
13. Nidhi Goel
14. Ajay C Sareen
15. Vineet Parekh
16. Sanjay Dubey

- c) The pre-preferential shareholding of each of proposed allottee(s) has been locked in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018. Further, there is no sale/ pledge of pre-preferential holding from (Relevant Date) till (date of lock-in). The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

Name of Proposed Allottee	DP ID *	Pre-preferential holding	Lock-in details		Pledged with	Pledge end date
			From	To		
Niveshaay Hedgehogs Fund	12019101 04549438	1,11,300	26.12.2024	31.07.2025	-	-



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Anjali Gupta	12081800 00343571	48,800	24.05.2024	31.07.2025	-	-
Rajat Goyal	IN303719 11235555	3,29,600	24.05.2024	31.07.2025	-	-

- d) None of the proposed allottees belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018.
- e) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the company has complied with all legal and statutory formalities and no statutory authority has restrained the company from issuing these proposed securities.
- f) The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of the company. ~~It is further confirmed that for the proposed preferential issue, the price of the equity shares of the company has been determined in compliance with the valuation requirement as mentioned in the AoA of the company."~~
- g) The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year 2024-25 is more than 5% of the post issue fully diluted share capital of the issuer.

For Rawal & Co.
(Company Secretaries)

Vivek Rawal
Membership No. 43231
CP No. 22687
Peer Review Number: 5722/2024
UDIN: A043231F003499981
Date: 26.12.2024