# Z-TECH (INDIA) LIMITED

**CIN:** L74899DL1994PLC062582
**Regd. Office:** Plot 140, Khasra No 249, Mangla Puri, Gadaipur, Delhi-110030
**E-mail:** cs@ztech-india.com, **Contact No:** 011-47047231
**Website:** www.z-techindia.com

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE** is hereby given that an Extraordinary General Meeting **("EGM")** of the Members of **Z-TECH (INDIA) LIMITED ["ZTIL/the Company"]** will be held on Friday, December 11, 2026 at **03:00 P.M. Indian Standard Time ("IST"), through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), to transact the following businesses:**

**SPECIAL BUSINESS:**

**ITEM NO. 1: TO CONSIDER AND APPROVE THE REALLOCATION IN THE UTILISATION OF PROCEEDS RAISED THROUGH PREFERENTIAL ISSUE OF SECURITIES**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), as amended from time to time, and other applicable laws, rules, regulations, circulars and guidelines issued thereunder by the statutory and regulatory authorities, including NSE Limited ("NSE"), and in partial modification of the resolutions passed by the shareholders of the Company at the Extraordinary General Meeting held on 25th January, 2025 and the 31st Annual General Meeting held on 29th September, 2025, together with the terms and conditions contained in the respective Explanatory Statements annexed thereto, the consent of the shareholders of the Company be and is hereby accorded to vary and revise the category-wise allocation of the proceeds raised through the preferential issue of securities made by the Company on 14th March, 2025, by reallocating the entire amount of ₹7,66,50,000/- (Rupees Seven Crore Sixty-Six Lakh Fifty Thousand Only), earmarked under the object "Unidentified Acquisition", towards the following objects:

a. ₹3,83,25,000/- (Rupees Three Crore Eighty-Three Lakh Twenty-Five Thousand Only) towards the object "Capital Expenditure in Theme Parks"; and

b. ₹3,83,25,000/- (Rupees Three Crore Eighty-Three Lakh Twenty-Five Thousand Only) towards the object "Working Capital Requirements".

**RESOLVED FURTHER THAT** the aforesaid reallocation of funds is necessitated by the Company's increased requirements towards capital expenditure for the development and expansion of its business, arising on account of receipt of new work orders and emerging business opportunities, as well as the corresponding requirement for additional working capital to execute such projects and meet the Company's operational and business requirements. Further, considering that there is no foreseeable requirement for deployment of funds towards the object "Unidentified Acquisition", the Company has considered it appropriate to reallocate the amount earmarked under the said object. The proposed

reallocation will facilitate optimal utilisation of the funds raised and enable the Company to efficiently execute its existing and forthcoming projects in alignment with its business plans and growth objectives.

**RESOLVED FURTHER THAT** the consent of the shareholders of the Company be and is hereby accorded that, pending utilisation of the proceeds raised through the preferential issue, the Company may invest the unutilised proceeds in Government Securities and deposits with Scheduled Commercial Banks, in accordance with applicable laws. The Company may also utilise such investments, including Fixed Deposit Receipts, as security or margin for availing credit facilities, including but not limited to Bank Guarantees, Overdraft Facilities, Earnest Money Deposits and Letters of Credit, from any bank(s), on such terms and conditions as may be considered appropriate by the Board of Directors in the best interests of the Company and in compliance with applicable laws.

**RESOLVED FURTHER THAT** any Director of the Company or the Company Secretary be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including making requisite applications, filings, disclosures, returns and intimations with NSE Limited, the Registrar of Companies and any other statutory or regulatory authorities, and to settle any questions, difficulties or doubts that may arise in connection therewith.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or to any Director(s) or the Company Secretary of the Company, as may be considered necessary or expedient, to give effect to the aforesaid resolution."

**ITEM NO. 2: TO CONSIDER AND APPROVE THE REALLOCATION IN THE UTILISATION OF PROCEEDS RAISED THROUGH PREFERENTIAL ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES**

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, including the applicable provisions thereof, as amended from time to time, and other applicable laws, rules, regulations, circulars and guidelines issued by the statutory and regulatory authorities, including NSE Limited ("NSE"), and subject to such approvals, permissions, consents and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the reallocation in the utilisation of proceeds raised through the preferential issue of warrants convertible into equity shares made by the Company on 14th March, 2025, pursuant to the approvals granted by the shareholders at the Extraordinary General Meeting held on 25th January, 2025 and the 31st Annual General Meeting held on 29th September, 2025, by reallocating the revised amount of ₹9,23,00,000/- (Rupees Nine Crore Twenty-Three Lakh Only), earmarked under the object "Unidentified Acquisition", after adjustment of ₹9,00,000/- (Rupees Nine Lakh Only) on account of the lapsed/forfeited warrants, towards the following objects:

a. ₹4,61,50,000/- (Rupees Four Crore Sixty-One Lakh Fifty Thousand Only) towards the object "Capital Expenditure in Theme Parks"; and

b. ₹4,61,50,000/- (Rupees Four Crore Sixty-One Lakh Fifty Thousand Only) towards the object "Working Capital Requirements".

**RESOLVED FURTHER THAT** the aforesaid reallocation of funds is necessitated by the Company's increased requirements towards capital expenditure for the development and expansion of its business, arising on account of receipt of new work orders and emerging business opportunities, as well as the

corresponding requirement for additional working capital to execute such projects and meet the Company's operational and business requirements. Further, considering that there is no foreseeable requirement for deployment of funds towards the object "Unidentified Acquisition", the Company has considered it appropriate to reallocate the amount earmarked under the said object. The proposed reallocation will facilitate optimal utilisation of the funds raised and enable the Company to efficiently execute its existing and forthcoming projects in alignment with its business plans and growth objectives.

**RESOLVED FURTHER THAT** the consent of the shareholders of the Company be and is hereby accorded that, pending utilisation of the proceeds raised through the preferential issue, the Company may invest the unutilised proceeds in Government Securities and deposits with Scheduled Commercial Banks, in accordance with applicable laws. The Company may also utilise such investments, including Fixed Deposit Receipts, as security or margin for availing credit facilities, including but not limited to Bank Guarantees, Overdraft Facilities, Earnest Money Deposits and Letters of Credit, from any bank(s), on such terms and conditions as may be considered appropriate by the Board of Directors in the best interests of the Company and in compliance with applicable laws.

**RESOLVED FURTHER THAT** any Director of the Company or the Company Secretary be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including making requisite applications, filings, disclosures, returns and intimations with NSE Limited, the Registrar of Companies and any other statutory or regulatory authorities, and to settle any questions, difficulties or doubts that may arise in connection therewith.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or to any Director(s) or the Company Secretary of the Company, as may be considered necessary or expedient, to give effect to the aforesaid resolution."

**For Z-Tech (India) Limited**

**Sd**
**Ashish Goel**
**Company Secretary & Compliance Officer**
**Date: 13.11.2026**
**Place: Delhi**

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect of the special business to be transacted at the meeting set out in the Notice is annexed herewith.

2. Details pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standards - 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this EGM is also annexed.

3. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 14/2020 dated April 08, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 3/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 9/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 ("MCA Circulars") and SEBI Circular No. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022 SEBI Circular No. SEBI/ HO/CFD/ PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/ HO/CFD/CFD/-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 03, 2024 ("SEBI Circulars") and all other relevant circulars issued from time to time has permitted the holding of the EGM through VC/OAVM and has dispensed with the physical presence of the Members at a common venue. Hence, Members are requested to attend and participate at the ensuing EGM through VC/ OAVM facility being provided by the Company through Central Depository Services (India) Limited (CDSL).

4. Central Depository Services (India) Limited (CDSL), will be providing facility for voting through remote e-voting, for participation in EGM through VC/ OAVM facility and e-voting during the EGM.

5. As per SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 which came into effect from 13th December, 2024, the requirement to send proxy forms is not applicable to general meetings held only through electronic mode. As this EGM would be conducted through VC / OAVM, the requirement to provide facility for appointment of Proxy by the Members is not applicable. Hence, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

6. Institutional/Corporate Members intending to send their authorized representative(s) to attend the EXTRA-ORDINARY GENERAL MEETING through VC/OAVM and cast their votes through e-voting are requested to forward a scanned copy of Board Resolution authorizing their representative to attend and vote at the EXTRA-ORDINARY GENERAL MEETING either to the Company at cs@ztech-india.com or Scrutinizer at csjailegalconsult@gmail.com.

7. Book Closure:
Pursuant to provision of Section 91 of the Companies Act, 2013 and Listing Agreement, the Register of Members and Share Transfer Book will remain closed from 05th December 2026 to 11th December 2026 (Both days inclusive) and accordingly, shareholders as on cutoff date 04th December, 2026 will be eligible for e-voting and remote voting on the date of EGM.

a. As Beneficial Owners, as on 04th December, 2026 as per the list to be furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) in respect of shares held in Dematerialized form, and

b. As Members in the Register of Members of the Company as on 04th December, 2026 in respect of shares held in Physical Form, if any after giving effect to all valid share transfers in physical form lodged with the Company or its Registrar & Transfer Agents (R&TA) on or before 05th December, 2026.

8. Nomination:

Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, Members/Beneficial Owners are entitled to make nomination in respect of Shares held by them in Form No. SH-13. Holders of shares in single name and physical form are advised to make nomination in respect of their holding in the Company by submitting duly completed form No SH-13 with the Company and to their respective depository in case of shares held in electronic form. Joint Holders can also use nomination facility for shares held by them.

The Nomination form can be downloaded from the Company's website www.z-techindia.com under Section "Investors".

Non-Resident Members:

Non-Resident Indian Members are requested to inform Registrar and Transfer Agents, immediately of Change in their residential status on return to India for permanent settlement. Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC Code, MICR No. and address of the bank, if not furnished earlier, to enable Corporation to remit dividend to the said Bank Account directly.

9. In-terms of Section 101 of the Companies Act, read together with Rules made there under electronic copy of the Annual Report and the notice of the EXTRA-ORDINARY GENERAL MEETING of the Company are being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes, unless any member has requested for a hard copy of the same on our e-mail ID i.e. cs@ztech-india.com.

Members desiring any information relating to the Accounts are requested to write to the Company well in advance so as to enable management to keep the information ready.

10. Members are requested to notify any change in their addresses to the Company immediately. Members holding shares in electronic form are requested to advise change of addresses to their Depository Participants.

11. Members may also note that the notice of the EXTRA-ORDINARY GENERAL MEETING and the Annual Report will also be available on the Company's website at (www.z-techindia.com) and on the website of Stock Exchange where the shares of the Company are listed i.e. National Stock Exchange of India Ltd at www.nseindia.com. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office of the Company on working days except Saturday and Sunday during normal business hours between 9.00 a.m. to 5.00 p.m. for inspection.

12. This Notice is being sent by electronic mode (via e-mail) to those members, whose name appears in the register of members/list of beneficial owners maintained by National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on 06th November, 2026 provided by Maashitla Securities Private Limited (RTA). A person who is not a member on the cut-off date should accordingly treat the Notice as for information purposes only.

This Notice is being sent electronically (via e-mail) to all Members whose e-mail addresses are registered with Company's Registrar and Share Transfer Agents ('RTA') or the Depositories.

Members whose e-mail addresses are not registered with RTA and the Depositories, are required to provide their email IDs and other necessary details to the Company at cs@ztech-india.com or RTA i.e. Maashitla Securities Private Limited at contact@maashitla.com pursuant to which, the Member may receive on the e-mail ID provided by the Member, a copy of Notice, Annual Report and the procedure for remote e-voting. It is clarified that for registration of e-mail address, the Members are however requested to follow due procedure for registering their e-mail address with the Company/Registrar & Share Transfer Agent ("RTA") in respect of physical holdings and with the Depository Participants in respect of electronic holdings. Those Members who have already registered their e-mail addresses are requested to keep their e-mail address validated with their Depository Participants/RTA/ Company to enable servicing of notices/documents electronically to their e-mail address.

Note: Kindly provide aforesaid details through email at cs@ztech-india.com/ contact@maashitla.com.

13. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Secretarial Standard - 2, and as per MCA circulars, the Company is pleased to provide voting by electronic means ("E-Voting") only to its Members, to enable them to cast their votes electronically. The Voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the company as on the cut-off date.

The cut-off date for determining the Members eligible to vote on resolution proposed to be considered at the Meeting is Friday, December 04, 2026. The remote e-voting period will commence on Tuesday, December 08, 2026 at 09:00 AM IST and ends on Thursday, December 10, 2026 at 05:00 PM IST. The remote e-voting will not be allowed beyond the aforesaid date and time. The remote e-voting module shall be disabled thereafter. The Resolution will be deemed to have been passed on the date of the Meeting, if approved by the requisite majority. Only those Members whose names are appearing on the Register of Members/List of Beneficial Owners as on the cut-off date, shall be entitled to cast their vote through remote e-voting or voting through VC/OAVM at the EGM, as the case may be. A person who is not a member on the cut-off date should treat this notice for information purpose only. The Members who have cast their vote by remote e-voting prior to the EGM may also attend and participate in the proceedings of the EGM through VC/OAVM but shall not be entitled to cast their votes again. The Members can opt for Only one mode of voting i.e. remote e-voting or e-voting at the EGM.

14. Documents referred to in the accompanying Notice and the Explanatory Statement shall be available at the Registered Office of the Company for inspection without any fee on all working days except Saturday and Sunday, during normal business hours 09:00 A.M. to 05:00 P.M. (IST).

15. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available electronically for inspection by the members at the EGM.

16. The Members can join the EGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the EGM. The Company may close the window for joining the VC/OAVM facility 15 minutes after the scheduled time to start the EGM. The facility of participation at the EGM through VC/OAVM will be made available for 1,000 Members on first come first serve basis. This will not include large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee, Stakeholders' Relationship Committee and Auditors, who are allowed to attend the EGM without restriction on account of first come first serve basis.

The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

17. The Board of Directors have appointed **Mr. Jai Kishan & Associates,** Practicing Company Secretaries (Membership No. FCS 12388 and CP No. 19407, as the Scrutinizer to scrutinize the remote e-voting and e-voting at the EGM in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman/Company Secretary of the Company after completion of the scrutiny of the remote e-voting and e-voting at the EGM. The results will be announced by the Chairman/Company Secretary of the Company within two working days from the conclusion of the EGM and will be posted on the Company's website at www.z-techindia.com and will also be posted on the website of Maashitla Securities at https://maashitla.com/ . The results shall also be intimated to the Stock Exchange where the shares of the Company are listed i.e. National Stock Exchange of India Ltd at www.nseindia.com.

**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

1. The voting period begins on <December 08, 2026 at 9.00 a.m.> and ends on <December 10, 2026 at 5.00 p.m.>. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <December 04, 2026> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

3. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

4. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

1. **Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:**

| Type of shareholders | Login Method |
|---|---|

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|---|---|
| **Individual Shareholders holding securities in Demat mode with CDSL** | 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.<br><br>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.<br><br>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration<br><br>4) 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress, and also able to directly access the system of all e-Voting Service Providers. |

| **Type of shareholders** | **Login Method** |
|---|---|
| **Individual Shareholders holding securities in demat mode with NSDL** | 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br><br>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br><br>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider and you will be redirected to i-Vote website |

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|---|---|
| | for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting<br><br>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on company name or e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| **Individual Shareholders (holding securities in demat mode) login through their Depository Participants** | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

| Login Type | Helpdesk details |
|---|---|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 21 09911. |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022- 4886 7000 and 022-2499 7000. |

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

**2. Login method for e-Voting and joining virtual meeting for physical shareholder and shareholders holding other than individual holding in Demat form:**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

| | **For Physical shareholders and other than individual shareholders holding shares in Demat.** |
|---|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details **OR** Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.<br>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. |

(ii) After entering these details appropriately, click on "SUBMIT" tab.

(iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(v) Click on the EVSN for the relevant **Z-Tech (India) Limited** on which you choose to vote.

(vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(viii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@ztech-india.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the EGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM/EGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@ztech-india.com/info@ztech-india.com. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@ztech-india.com . These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the EGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/EGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@ztech-india.com.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Ass. Vice President, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

As required by Section 102 of the Companies Act, 2013 (the "Act"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 and 2 of the accompanying Notice dated **November 13, 2026:**

**In respect of Item No. 1:**

The Members of the Company, at the Extraordinary General Meeting held on 25th January, 2025 and the 31st Annual General Meeting held on 29th September, 2025, had approved the preferential issue of securities by the Company, including the objects and utilisation of proceeds raised thereunder.
Pursuant to the aforesaid approvals, the Company had undertaken a preferential issue of securities on 14th March, 2025, and had earmarked a portion of the proceeds towards various objects, including an amount of ₹7,66,50,000/- (Rupees Seven Crore Sixty-Six Lakh Fifty Thousand Only) towards the object of "Unidentified Acquisition".

However, subsequent to the aforesaid issue, the Company has received new work orders and identified emerging business opportunities, resulting in an increased requirement for capital expenditure towards the development, expansion and strengthening of its theme park business. Further, the execution of such projects and the expansion of business operations have also resulted in an increased requirement for working capital to meet the Company's day-to-day operational expenses and other business requirements.

The Company has accordingly reassessed its fund deployment requirements and business priorities. Considering the increased requirements towards capital expenditure and working capital, and since there is presently no foreseeable requirement for deployment of funds towards the object of "Unidentified Acquisition", the Board of Directors of the Company considers it appropriate and commercially prudent to reallocate the entire amount of ₹7,66,50,000/- earmarked towards the said object, as follows:

| **Particulars** | **Amount** |
|---|---|
| Capital Expenditure in Theme Parks | ₹3,83,25,000/- |
| Working Capital Requirements | ₹3,83,25,000/- |
| **Total** | **₹7,66,50,000/-** |

The proposed reallocation aims to ensure optimum utilisation of the proceeds in line with the Company's business requirements and growth objectives, including capital expenditure for its theme park business and working capital requirements. Pending utilisation, the unutilised proceeds may be invested in Government Securities and deposits with Scheduled Commercial Banks and may also be used as security or margin for availing credit facilities, including Bank Guarantees, Overdrafts, Earnest Money Deposits and Letters of Credit, as considered appropriate by the Board.

The Board of Directors believes that the proposed reallocation is in the best interests of the Company and its Members and will facilitate better deployment of the funds in line with the Company's current and anticipated business requirements. Accordingly, the approval of the Members by way of a Special Resolution is sought for the proposed reallocation in the utilisation of proceeds raised through the preferential issue of securities, as set out in Item No. 1 of the accompanying Notice.

**None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholding, if any, in the Company.**

The Board of Directors recommends the Special Resolution set out at Item No. 1 of the accompanying Notice for approval of the Members.

**In respect of Item No. 2:**

The Members of the Company, at the Extraordinary General Meeting held on 25th January, 2025 and the 31st Annual General Meeting held on 29th September, 2025, had approved the preferential issue of warrants convertible into equity shares of the Company, including the objects and utilisation of proceeds to be raised thereunder. Pursuant to the aforesaid approvals, the Company had undertaken a preferential issue of warrants convertible into equity shares on 14th March, 2025, and had earmarked a portion of the proceeds towards various objects, including the object of "Unidentified Acquisition".

Subsequently, two warrant holders, holding an aggregate of 24,000 warrants, have failed to pay the balance 75% of the warrant subscription amount within the stipulated period of 18 months from the date of allotment of the warrants. Consequently, in accordance with the terms and conditions of the issue, the said warrants have lapsed/been forfeited and the Company is not entitled to receive the balance amount of ₹90,00,000/- (Rupees Ninety Lakh Only) against such warrants.

Accordingly, after taking into consideration the adjustment of ₹9,00,000/- (Rupees Nine Lakh Only) attributable to the aforesaid lapsed/forfeited warrants, the amount available for reallocation against the object “Unidentified Acquisition” stands revised from ₹9,32,00,000/- to ₹9,23,00,000/- (Rupees Nine Crore Twenty-Three Lakh Only).

In the meantime, the Company has received new work orders and identified emerging business opportunities, resulting in an increased requirement for capital expenditure towards the development, expansion and strengthening of its theme park business. Further, the execution of such projects and the expansion of business operations have also resulted in an increased requirement for working capital to meet the Company's operational expenses and other business requirements.

The Company has accordingly reassessed its fund deployment requirements and business priorities. Considering the increased requirements towards capital expenditure and working capital, and since there is presently no foreseeable requirement for deployment of funds towards the object of "Unidentified Acquisition", the Board of Directors of the Company considers it appropriate and commercially prudent to reallocate the entire revised amount of ₹9,23,00,000/- earmarked towards the said object, as follows:

| **Particulars** | **Amount** |
|---|---|
| Capital Expenditure in Theme Parks | ₹4,61,50,000/- |
| Working Capital Requirements | ₹4,61,50,000/- |
| **Total** | **₹9,23,00,000/-** |

The proposed reallocation of proceeds raised through the preferential issue of warrants aims to ensure optimum utilisation in line with the Company's business requirements and growth objectives, including capital expenditure for its theme park business and working capital requirements. Pending utilisation, the unutilised proceeds may be invested in Government Securities and deposits with Scheduled Commercial Banks and may also be used as security or margin for availing credit facilities, including

Bank Guarantees, Overdraft Facilities, Earnest Money Deposits and Letters of Credit, as considered appropriate by the Board of Directors.

The Board of Directors believes that the proposed reallocation is in the best interests of the Company and its Members and will facilitate better deployment of the funds in line with the Company's current and anticipated business requirements. Accordingly, the approval of the Members by way of a Special Resolution is sought for the proposed reallocation in the utilisation of proceeds raised through the preferential issue of warrants convertible into equity shares, as set out in Item No. 2 of the accompanying Notice.

**None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholding, if any, in the Company.**

The Board of Directors recommends the Special Resolution set out at Item No. 2 of the accompanying Notice for approval of the Members.

**For Z-Tech (India) Limited**

**Sd**
**Ashish Goel**
**Company Secretary & Compliance Officer**
**Date: 13.11.2026**
**Place: Delhi**