

**Z-TECH (INDIA) LIMITED****(Formerly known as "Z-TECH (INDIA) PRIVATE LIMITED")****CIN: U74899DL1994PLC062582****Regd. Office: Plot 140, Khasra No 249, Mangla Puri, Gadaipur, Delhi-110030****E-mail: cs@ztech-india.com, Contact No: 011-35017243****Website: www.z-techindia.com****CORRIGENDUM TO THE NOTICE OF EXTRA ORDINARY GENERAL MEETING TO BE HELD ON JANUARY 25, 2025.**

Z-Tech (India) Limited (formerly known as "Z-tech (India) Private Limited") (the "Company") had issued a notice dated 26<sup>th</sup> December, 2024 for convening Extra Ordinary General Meeting of the members of the company on Saturday, 25<sup>th</sup> January, 2025 at 11:30 A.M. (IST), through Video Conferencing/Other Audio-Visual Means (VC/OAVM") seeking approval of Members by way of a Special Resolution for "Issuance of up to 20,00,000 Equity Shares & 20,00,000 Fully Convertible Warrants on a preferential basis to the persons belonging to "Promoter" "Promoter Group" and "Non-Promoter, Public Category". The EGM Notice has been sent to Members of the Company on January 03, 2025. The Board of Directors of the Company at its meeting held on January 16, 2025, exercising its powers to settle any question, difficulty or doubt that may arise in respect to the preferential issue, approved certain modifications / alterations in the Special Resolution pertaining to Item No.03 and Explanatory Statement of Item No.2 & 3 forming part of the EGM Notice dated December 26, 2024. These modifications / alterations followed a review of the Proposed Allottees' documents, identification of disqualifications and consideration of additional requests. Now, through this corrigendum, Members of the Company are being informed about the following modifications / alterations to the Special Resolution and its Explanatory Statement forming part of the EGM Notice dated December 26, 2024:

**Modifications / alterations in Special Resoitment:****ITEM NO. 3: ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES TO PROMOTERS AND/OR PROMOTER GROUPS AND CERTAIN IDENTIFIED NON-PROMOTER PERSONS ON A PREFERENTIAL BASIS:**

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 Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as unended (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactraent(s) thereof), for the time being in force, and in accordance with the Foreign Exchange Management Act, 1999, as unended or restated ("FEMA"), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Searities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereander from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India ("SEBI") and/or any other statutory or regulatory authorities, including the NSE Limited (the "NSE"), on which the equity shares of the Company having face value of Rs. 10/- (Indian Rupees Ten) each ("Equity Shares") are listed (hereinafter collectively referred to as "Applicable Regulatory Authorities") from time to time to the extent applicahle, and the enabling provisions of the Memorandum of Association and Articles of Association of the Cempany, and

For Z-TECH (INDIA) LIMITED

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subject to such approval(s), consent(s) and permission(s) as may be necessary or required, from Applicable Regulatory Authorities (including the NSE) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, from time to time, in one or more tranches, up to 20,00,000 (Twenty Lakhs Only) convertible warrants (“Warrants”), each convertible into, or exchangeable for, 1 (one) fully paid up equity share of the Company of face value of Rs. 10/- each to Promoters and/or Promoters Group and certain identified non-promoter persons as mentioned below (“Warrant Holders”/“Proposed Allottees”) at a price of Rs. 500/- (Rupees Five Hundred Only) (Including premium of Rs. 490/- (Rupees Four Hundred and Ninety Only) each payable in cash (including the warrant subscription price and the warrant exercise price”), aggregating up to Rs. 100,00,00,000/- (Rupees One Hundred Crore Only), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, to the following persons/entities:

S. No.	Name of Investors	Category	No. of Warrant Proposed to be issued	Amount
1	Sandalwood Holding Trust	Promoter Group	8,00,000	40,00,00,000
2	Growing Tree Family Trust	Public	2,00,000	10,00,00,000
3	Expertpro Realty Private Limited	Public	1,50,000	7,50,00,000
4	Nexta Enterprises LLP	Public	1,00,000	5,00,00,000
5	Shinohub Growth Ventures LLP	Public	20,000	1,00,00,000
6	Rajat Goyal	Public	4,50,000	22,50,00,000
7	Renu Devi Saraogi	Public	50,000	2,50,00,000
8	Shyum Sunder Saraogi	Public	50,000	2,50,00,000
9	Hemant Gupta	Public	25,000	1,25,00,000
10	Arpita Sagar Brahmhatt	Public	22,000	1,10,00,000
11	Yogesh Mittal	Public	10,000	50,00,000
12	Vineeta Agarwal	Public	5,000	25,00,000
13	Tarun Tiwari	Public	5,000	25,00,000
14	Nidhi Goel	Public	5,000	25,00,000
15	Ajay Sareen	Public	4,000	20,00,000
16	Vineet Parekh	Public	2,000	10,00,000
17	Bhavpreet Singh	Public	2,000	10,00,000
18	Razdan Consulting LLP	Public	60,000	3,00,00,000
19	Pankaj Jawaharlal Razdan	Public	40,000	2,00,00,000
<b>Total</b>			<b>20,00,000</b>	<b>1,00,00,00,000</b>

(hereinafter referred to as “Proposed Allottees”), by way of a preferential issue in accordance with the terms of the Warrants as set out herein, and in the explanatory statement to this Notice calling EGM, and on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, as the Board may determine (the

For Z-TECH (INDIA) LIMITED

  
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**“Preferential Issue”).**

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the **“Relevant Date”** for the purpose of determination of the floor price for the issue and allotment of Warrants is **Thursday, December 26, 2024**, being the date 30 (thirty) days prior to the date of this Extraordinary Ordinary General Meeting.

**RESOLVED FURTHER THAT** the Preferential Issue of Warrants and allotment of equity shares on the exercise of the Warrants, shall be subject to the following terms and conditions, apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

- a) the Warrant holder shall, subject to the SEBI ICDR Regulations and other applicable rules and regulations, be entitled to apply for and be allotted I (one) equity share against each Warrant.
- b) the minimum amount of **Rs 25,00,00,000**, which is equivalent to 25% (twenty five percent) of the Warrants Issue Price in aggregate shall be paid at the time of subscription and allotment of each Warrant. The Warrant holders will be required to make further payments of **Rs 75,00,00,000**, which is equivalent to 75% (seventy five percent) of the Warrants Issue Price in aggregate at the time of exercise of the right attached to the Warrant(s), to convert the Warrant(s) into equity share(s) of the Company (**“Warrant Exercise Amount”**).
- c) the Warrants shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the shareholders of the Company for their issuance, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval, or permission;
- d) the equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights;
- e) the equity shares allotted upon conversion of the Warrants shall be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be;
- f) the Warrants shall not carry any voting rights until they are converted into equity shares and the Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company;
- g) the right attached to the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice (**“Conversion Notice”**) to the Company specifying the number of Warrants proposed to be converted and the date designated as the specified conversion date (**“Conversion Date”**). The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant Exercise Amount by the Warrant holder to the designated bank account of the Company;
- h) the tenure of the Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company;
- i) the Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI

**For Z-TECH (INDIA) LIMITED**

  
**Company Secretary**

ICDR Regulations;

- j) the pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in Form No.PAS-4 ("Offer cum Application Form") together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Warrants.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board is, and the Key Managerial Personnel, are hereby jointly and severally authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company, including but not limited to the following:

- a) to issue and allot the Warrants and such number of equity shares may be required to be issued and allotted upon exercise/ conversion/ exchange of the Warrants, without requiring any further approval of the Members;
- b) to negotiate, finalise and execute all necessary agreements/ documents/ form filings/ applications to effect the above resolutions, including to make applications to Applicable Regulatory Authorities, like applications to the Stock Exchanges for obtaining in-principle approval for the Warrants to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the equity shares to be allotted upon conversion of the Warrants;
- c) to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottees, and to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants;
- d) to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Warrants and the equity shares to be allotted pursuant to the conversion of the Warrants, without requiring any further approval of the Members, and to authorise all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;
- e) to issue clarifications on the offer, issue and allotment of the equity shares to be allotted pursuant to the conversion of the Warrants and listing of the equity shares to be allotted pursuant to the conversion of the Warrants on the Stock Exchanges, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;
- f) to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, monitoring agency and advisors, as may be required, for the Preferential Issue of the Warrants and the equity shares to be allotted pursuant to the conversion of Warrants on a preferential and private placement basis);
- g) to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any director(s),

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committee(s), executive(s), officer(s), company secretary or authorised signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

**RESOLVED FURTHER THAT** all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

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

Sd/-

**Ashish Goel**

**Company Secretary & Compliance Officer**

**Date: 16.01.2025**

**Place: Delhi.**

(All other particulars such as issue size, issue price, total number of Warrants proposed to be issued and allotted to “Promoter” “Promoter Group” and “Non-Promoter, Public Category” remain unchanged.)

**Modifications / alterations in Explanatory Statement are as follows:**

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

**Changes to Point 3: Purpose/Objects of the Issue:**

The Identified strategic investors shall be investing in the Company to increase the faith of the investors in the Company. The proceeds raised through the Preferential Issue (“Issue Proceeds”) shall be used as follows:

S. No.	Particulars	Amount (Rs. In Crore)	Tentative timelines for utilisation of issue proceeds from date of receipt of funds
1	General Corporate Purpose	25.00	24 months from the receipt of funds.
2	Capital Expenditure in theme parks	30.00	
3	Unidentified Acquisition of landscaping & water treatment company*	35.00	
4	Working Capital Requirement	10.00	
<b>Total</b>		<b>100.00</b>	

\*We are in the process of identifying target acquisitions of landscaping company & water treatment company in same line of business in India, such acquisition in same line of business helps company to scale its operation and develop business synergy.

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 2022I2I3-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate

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+/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Pending utilisation of the proceeds from the Preferential Issue, the Company shall invest such proceeds in government securities, money market instruments including money market mutual funds, deposits with scheduled commercial banks and other instruments or any other investments as permitted under applicable laws.

**Changes to Point 5: Relevant Date:**

The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations, for the determination of the floor price for shares to be issued is **Thursday, December 26, 2024 i.e. 30 (thirty) days** prior to the date of this Extra Ordinary General Meeting which is **25<sup>th</sup> January, 2025** to approve the proposed preferential issue.

**Changes to Point 6: Basis on which the price has been arrived at along with report of the registered valuer:**

Articles of Association (AOA) specified method for determination of issue price, the minimum price of Rs. 486.12/- (Rupees Four Hundred Eighty-Six and Twelve Paise Only) has been determined taking into account the valuation report dated 26<sup>th</sup> December, 2024 issued by **IBBI Registered Valuer Mr. Hitesh Jhamb, Independent Registered Valuer (IBBI Regd. No. IBBI/RV/11/2019/12355)** having office at A-259, Portion II, Defense Colony, New Delhi-110024, no valuation is required in terms of Regulation 166A(I), since no proposed allottee along with person acting in concert is being allotted shares/warrants more than 5% of the fully diluted capital of the company.

Accordingly, the floor price in terms of SEBI (ICDR) Regulations is Rs. 486.12/- (Rupees Four Hundred Eighty-Six and Twelve Paise Only) per equity Share. The issue price is **Rs. 500/- (Rupees Five Hundred Only)** per equity share which is not lower than the minimum price determined in compliance with applicable provisions of SEBI (ICDR) Regulations.

The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at the link:

[https://www.z-techindia.com/files/ugd/871a4b\\_3df7d30a33494ebdaacf88bf99cb01b5.pdf](https://www.z-techindia.com/files/ugd/871a4b_3df7d30a33494ebdaacf88bf99cb01b5.pdf)

**Changes to Point No 13: Shareholding pattern of the Company before and after the Preferential Issue:**

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SI No	Category of Shareholder(s)	Pre – Issue		Post – Issue*	
		(as on September 30, 2024)		No. of shares held	% of share holding
		No. of shares held	% of share holding		
<b>A</b>	<b>Promoters &amp; Promoter Group Holding</b>				
I	Indian	-	-		
a)	Individual	1,62,416	1.27	1,62,416	0.97
b)	Bodies Corporate	76,11,408	59.48	76,11,408	45.31
c)	Any other	-	-	8,00,000	4.76
	<b>Suh-Total (A)(1)</b>	<b>77,73,824</b>	<b>60.75</b>	<b>85,73,824</b>	<b>51.04</b>
2	Foreign	-	-	-	-
a)	Bodies Corporate	-	-	-	-
	<b>Suh- Total (A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total Promoters &amp; Promoter Group Holding (A)</b>				
<b>B</b>	<b>Non-Promoters Holding</b>	-	-	-	-
1	<b>Institutional Investors</b>	-	-	-	-
a)	Mutual Funds	-	-	-	-
b)	FPI	-	-	-	-

c)	Alternate Investment Funds	-	-	-	-
d)	Foreign Companies	-	-	-	-
e)	Insurance Companies	7,200	0.06	7,200	0.04
f)	NBFCs registered with RBI	-	-	-	-
	<b>Suh-Total (B)(1)</b>	<b>7,200</b>	<b>0.06</b>	<b>7,200</b>	<b>0.04</b>
<b>2</b>	<b>Institutions (foreign)</b>	-	-	-	-
	Foreign Direct Investment	-	-	-	-
	Foreign Ventures Capital Investors	-	-	-	-
	Foreign Portfolio Investors category-I	2,14,800	1.68	2,64,800	1.58
	Foreign Portfolio Investors category-II	7,200	0.06	7,200	0.04
	<b>Sub-Total (B)(2)</b>	<b>2,22,000</b>	<b>1.73</b>	<b>2,72,000</b>	<b>1.62</b>
<b>3</b>	<b>Central Government/ State Government</b>	-	-	-	-
	<b>Sub-Total (B)(3)</b>	-	-	-	-
<b>4</b>	<b>Non-Institutions</b>	-	-	-	-
a)	Resident Individuals	42,25,824	33.02	59,58,824	35.48
b)	NBFCs registered with RBI	-	-	-	-
c)	Any other, specify	-	-	-	-
d)	Directors and Their Relatives	-	-	-	-
e)	Key Managerial Personnel	-	-	-	-

For Z-TECH (INDIA) LIMITED

  
Company Secretary

f)	IEPF	-	-	-	-
g)	Trusts	-	-	3,00,000	1.79
h)	Foreign National	-	-	-	-
i)	Non-Nationahsed Banks	-	-	-	-
j)	Non-Resident Indians	78,000	0.61	78,000	0.46
k)	Clearing Member	-	-		
l)	Bodies Corporate	2,71,200	2.12	6,36,200	3.79
m)	Any other	2,19,200	1.71	9,71,200	5.78
	<b>Sub-Total (B)(4)</b>	<b>47,94,224</b>	<b>37.46</b>	<b>79,44,224</b>	<b>47.30</b>
	<b>Total Public Shareholding (B)</b>	<b>50,23,424</b>	<b>39.25</b>	<b>82,23,424</b>	<b>48.96</b>
	<b>Total (A)+(B)</b>	<b>1,27,97,248</b>	<b>100</b>	<b>1,67,97,248</b>	<b>100</b>

**Note:**

- *Pre issue shareholding is as on 30<sup>th</sup> September 2024.*
- *# The above mentioned Fully Diluted Capital shareholding and percentage of the Company has been calculated on basis of assuming full subscription of 20,00,000 equity shares and full conversion of 20,00,000 warrants to be allotted under the present issue to the promoters and non-promoters through previous preferential allotment.*
- *There shall not be any change in control consequent to the present preferential issue of equity shares and convertible warrants.*

**Changes to Point No. 17: The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter:**

Name of the Proposed Allottee	Current Status of proposed allottee	Proposed Status of allottees post Preferential Issue
Ashish Rameshchandra Kacholia	Not holding share of company	Non-Promoter
Nikhil Ramesh Jaisinghani	Not holding share of company	Non-Promoter
RBA Finance and Investment Company	Not holding share of company	Non-Promoter

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Niveshaay Hedgehogs Fund	Non-Promoter	Non-Promoter
RG Family Trust	Not holding share of company	Non-Promoter
Resonance Opportunities Fund	Not holding share of company	Non-Promoter
Nexta Enterprises LLP	Not holding share of company	Non-Promoter
Intellectual Partners	Not holding share of company	Non-Promoter
Pitam Goel HUF	Not holding share of company	Non-Promoter
Krijuna Wealth LLP	Not holding share of company	Non-Promoter
Samedh Trinity Partners	Not holding share of company	Non-Promoter
Mayveun Partners	Not holding share of company	Non-Promoter
Bhavin Y Mehta	Not holding share of company	Non-Promoter
Vivek Jain	Not holding share of company	Non-Promoter
Deepak Kumar Agarwal	Non-Promoter	Non-Promoter
Kapil Ahuja	Non-Promoter	Non-Promoter
Vineet Gupta	Not holding share of company	Non-Promoter
Biren Pravin Gandhi	Not holding share of company	Non-Promoter
Vinod Sethi	Not holding share of company	Non-Promoter
Abhinav Arora	Not holding share of company	Non-Promoter
Rakesh Mittal	Not holding share of company	Non-Promoter
Anjali Gupta	Non-Promoter	Non-Promoter
Anand Kamar Agarwal	Not holding share of company	Non-Promoter

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Hemant Kumar Gupta	Not holding share of company	Non-Promoter
Mitul Prafulbhai Mehta	Not holding share of company	Non-Promoter
Koushik M	Non-Promoter	Non-Promoter
Amit Jindal	Not holding share of company	Non-Promoter
Amar Amarbahadur Maurya	Not holding share of company	Non-Promoter
Manjulaben Muktilal Parikh	Not holding share of company	Non-Promoter

**Changes to Point No 18: Proposed allottees. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control, if any, in the issuer consequent to the preferential issues:**

Name of the Proposed Allottee	Category	Ultimate Beneficial Owner	Pre- Issue Shareholding		Number of Shares proposed to be allotted	Post- Issue Shareholding	
			No. of Shares	% of holding		No. of Shares	% of Holding*
Ashish Rameshchandra Kacholia	Public	NA	-	-	5,00,000	5,00,000	2.98
Nikhil Ramesh Jaisinghani	Public	NA	-	-	50,000	50,000	0.30
RBA Finance and Investment Company	Public	Suresh Kumar Agarwal	-	-	5,00,000	5,00,000	2.98
Niveshaay Hedgehogs Fund	Public	Arvind AshokKumar Kothari	111300	0.87	2,00,000	3,11,300	1.85

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RG Family Trust	Public	Ravi Goyal	-	-	1,00,000	1,00,000	0.60
Resonance Opportunities Fund	Public	Yajjadeo Lotun	-	-	50,000	50,000	0.30
Nexta Enterprises LLP	Public	Hardik M Shah	-	-	25,000	25,000	0.15
Intellectual Partners	Public	Nisha Jain	-	-	25,000	25,000	0.15
Pitam Goel HUF	Public	Pitam Goel	-	-	15,000	15,000	0.09
Krijuna Wealth LLP	Public	Hemant Vasudev Bajaj	-	-	10,000	10,000	0.06
Samedh Trinity Partners	Public	Devansh Vajani	-	-	8,000	8,000	0.05
Mayvenn Partners	Public	Bhavini Hemung Shah	-	-	4,000	4,000	0.02
Bhavin Y Mehta	Public	NA	-	-	1,00,000	1,00,000	0.60
Vivek Jain	Public	NA	-	-	1,00,000	1,00,000	0.60
Deepak Kumar Agarwal	Public	NA	17,700	0.14	65,000	82,700	0.49
Kapil Ahuja	Public	NA	6,900	0.05	60,000	66,900	0.40
Vineet Gupta	Public	NA	-	-	40,000	40,000	0.24
Biren Pravin Gandhi	Public	NA	-	-	25,000	25,000	0.15
Vinod Sethi	Public	NA	-	-	20,000	20,000	0.12

For Z-TECH (INDIA) LIMITED

  
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Abhinav Arora	Public	NA	-	-	20,000	20,000	0.12
Rakesh Mittal	Public	NA	-	-	20,000	20,000	0.12
Anjali Gupta	Public	NA	48800	0.38	18,000	66,800	0.40
Anand Kumar Agarwal	Public	NA	-	-	10,000	10,000	0.06
Hemant Kumar Gupta	Public	NA	-	-	10,000	10,000	0.06
Mitul Prafulbhai Mehta	Public	NA	-	-	10,000	10,000	0.06
Koushik M	Public	NA	300	0.002	5,000	5,300	0.03
Amit Jindal	Public	NA	-	-	5,000	5,000	0.03
Amar Amarbahadur Maurya	Public	NA	-	-	3,000	3,000	0.02
Manjulaben Muktilai Parikh	Public	NA	-	-	2,000	2,000	0.01

(\*Post issue percentage of the Company has been calculated on basis of assuming full subscription of 20,00,000 equity shares and full conversion of 20,00,000 warrants to be allotted under the present issue to the promoters and non-promoters through previous preferential allotment).

**Changes to Point No 23: Practising Company Secretary's Certificate:**

The certificate from M/s Rawai & Co. (Company Secretaries), certifying that the Preferential Issue is being made in accordance with the requirements contained In the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website und will be accessible at link:

[https://www.z-techindia.com/files/ugd/871a4b\\_8bfd4e49559146e9897841ad2a1f6cce.pdf](https://www.z-techindia.com/files/ugd/871a4b_8bfd4e49559146e9897841ad2a1f6cce.pdf)

**In respect of Item No. 3:**

The Board of Directors of the Company ("Board") at their meeting held on January 16 2025, has rectified and approved decision taken in earlier board meeting on December 26, 2024 for raising of funds aggregating

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up to Rs. 100,00,00,000/- (Rupees One Hundred Crore Only) by way of issuance of up to 20,00,000 (Twenty Lakhs) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- each ("Warrants") to Promoters and/or Promoter Group and certain identified non-promoter persons as mentioned below ("Warrant Holders"/" Proposed Allottees") at a price of Rs. 500/- (Rupees Five Hundred Only) each payable in cash (including the warrant subscription price and the warrant exercise price"), aggregating up to Rs. Rs. 100,00,00,000/- (Rupees One Hundred Crore Only), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, to the proposed allottee(s).

The information required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, and other relevant details in respect of the proposed Preferential Issue of Convertible Warrants into Equity Shares are as under:

**Changes to Point no.1: Particulars of the Preferential Issue including date of passing of Board resolution:**

The Board, at its meeting held on December 26, 2024 & January 16, 2025 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 20,00,000 Convertible Warrants to the Proposed Allottee(s), each at a price of Rs 500/- (Rupees Five Hundred Only) per Warrant (including a premium of Rs. 490/- (Rupees Four Hundred and Ninety Only) per Warrant, aggregating up to Rs. 100,00,00,000/- (Rupees One Hundred Crore Only), within a period of 18 (Eighteen) months from the date of allotment of Warrants, to persons / entity enlisted below ("Warrant Holder"/ "Proposed Allottees") belonging to Promoters and/or Promoters Group and certain identified non-promoter persons on a preferential basis ("Preferential Issue"), for consideration payable through electronic means/ banking channels and in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this Preferential Issue, provisions of SEBI ICDR Regulations, or other applicable laws in this respect:

S. No.	Name of Investors	Category	No. of Warrant Proposed to be issued	Amount
1	Sandalwood Holding Trust	Promoter Group	8,00,000	40,00,00,000
2	Growing Tree Family Trust	Public	2,00,000	10,00,00,000
3	Expertpro Realty Private Limited	Public	1,50,000	7,50,00,000
4	Nexta Enterprises LLP	Public	1,00,000	5,00,00,000
5	Shinohub Growth Ventures LLP	Public	20,000	1,00,00,000
6	Rajat Goyal	Public	4,50,000	22,50,00,000
7	Renu Devi Saraogi	Public	50,000	2,50,00,000
8	Shyam Sunder Saraogi	Public	50,000	2,50,00,000
9	Hemant Gupta	Public	25,000	1,25,00,000
10	Arpita Sagar Brahmhatt	Public	22,000	1,10,00,000
11	Yogesh Mittal	Public	10,000	50,00,000
12	Vineeta Agarwal	Public	5,000	25,00,000
13	Tarun Tiwari	Public	5,000	25,00,000
14	Nidhi Goel	Public	5,000	25,00,000

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15	Ajay Sareen	Public	4,000	20,00,000
16	Vineet Parekh	Public	2,000	10,00,000
17	Bhavpreet Singh	Public	2,000	10,00,000
18	Razdan Consulting LLP	Public	60,000	3,00,00,000
19	Pankaj Jawaharlal Razdan	Public	40,000	2,00,00,000
<b>Total</b>			<b>20,00,000</b>	<b>1,00,00,00,000</b>

**Changes to Point 3: Purpose/Objects of the Issue:**

The Identified strategic investors shall be investing in the Company to increase the faith of the investors in the Company. The proceeds raised through the Preferential Issue ("Issue Proceeds") shall be used as follows:

S. No.	Particulars	Amount (Rs. In Crore)	Tentative timelines for utilisation of issue proceeds from date of receipt of funds
1	General Corporate Purpose	25.00	24 months from the receipt of funds.
2	Capital Expenditure in theme parks	30.00	
3	Unidentified Acquisition of landscaping & water treatment company*	35.00	
4	Working Capital Requirement	10.00	
<b>Total</b>		<b>100.00</b>	

\*We are in the process of identifying target acquisitions of landscaping company & water treatment company in same line of business in India, such acquisition in same line of business helps company to scale its operation and develop business synergy.

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Pending utilisation of the proceeds from the Preferential Issue, the Company shall invest such proceeds in government securities, money market instruments including money market mutual funds, deposits with scheduled commercial banks and other instruments or any other investments as permitted under applicable laws.

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**Changes to Point 6: Basis on which the price has been arrived at along with report of the registered valuer:**

Articles of Association (AOA) specified method for determination of issue price, the minimum price of Rs. 486.12/- (Rupees Four Hundred Eighty-Six and Twelve Paise Only) has been determined taking into account the valuation report dated 26<sup>th</sup> December, 2024 issued by **IBBI Registered Valuer Mr. Hitesh Jhamb, Independent Registered Valuer (IBBI Regd. No. IBBI/RV/11/2019/12355)** having office at A-259, Portion II, Defense Colony, New Delhi-110024, no valuation is required in terms of Regulation 166A(1), since no proposed allottee along with person acting in concert is being allotted shares/warrants more than 5% of the fully diluted capital of the company.

Accordingly, the floor price in terms of SEBI (ICDR) Regulations is Rs. 486.12/- (Rupees Four Hundred Eighty-Six and Twelve Paise Only) per equity Share. The issue price is **Rs. 500/- (Rupees Five Hundred Only)** per equity share which is not lower than the minimum price determined in compliance with applicable provisions of SEBI (ICDR) Regulations.

The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at the link:

[https://www.z-techindia.com/files/ugd/871a4b\\_3df7d30a33494ebdaacf88bf99cb01b5.pdf](https://www.z-techindia.com/files/ugd/871a4b_3df7d30a33494ebdaacf88bf99cb01b5.pdf)

**Changes to Point No 13: Shareholding pattern of the Company before and after the Preferential Issue:**

Sl No	Category of Shareholder(s)	Pre – Issue		Post – Issue*	
		(as on September 30, 2024)		No. of shares held	% of share holding
		No. of shares held	% of share holding		
A	Promoters & Promoter Group Holding				
1	Indian	-	-		
a)	Individual	1,62,416	1.27	1,62,416	0.97
b)	Bodies Corporate	76,11,408	59.48	76,11,408	45.31
c)	Any other	-	-	8,00,000	4.76
	<b>Sub-Total (A)(1)</b>	<b>77,73,824</b>	<b>60.75</b>	<b>85,73,824</b>	<b>51.04</b>

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2	Foreign	-	-	-	-
a)	Bodies Corporate	-	-	-	-
	<b>Sub- Total (A)(2)</b>	-	-	-	-
	<b>Total Promoters &amp; Promoter Group Holding (A)</b>				
<b>B</b>	<b>Non-Promoters Holding</b>	-	-	-	-
1	<b>Institutional Investors</b>	-	-	-	-
a)	Mutual Funds	-	-	-	-
b)	FPI	-	-	-	-
c)	Alternate Investment Funds	-	-	-	-
d)	Foreign Companies	-	-	-	-
e)	Insurance Companies	7,200	0.06	7,200	0.04
f)	NBFCs registered with RBI	-	-	-	-
	<b>Sub- Total (B)(1)</b>	<b>7,200</b>	<b>0.06</b>	<b>7,200</b>	<b>0.04</b>
2	<b>Institutions (foreign)</b>	-	-	-	-
	Foreign Direct Investment	-	-	-	-
	Foreign Ventures Capital Investors	-	-	-	-
	Foreign Portfolio Investors category-I	2,14,800	1.68	2,64,800	1.58

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	Foreign Portfolio Investors category-II	7,200	0.06	7,200	0.04
	<b>Sub-Total (B)(2)</b>	<b>2,22,000</b>	<b>1.73</b>	<b>2,72,000</b>	<b>1.62</b>
<b>3</b>	<b>Central Government/ State Government</b>	-	-	-	-
	<b>Sub-Total (B)(3)</b>	-	-	-	-
<b>4</b>	<b>Non-Institutions</b>	-	-	-	-
a)	Resident Individuals	42,25,824	33.02	59,58,824	35.48
b)	NBFCs registered with RBI	-	-	-	-
c)	Any other, specify	-	-	-	-
d)	Directors and Their Relatives	-	-	-	-
e)	Key Managerial Personnel	-	-	-	-
f)	IEPF	-	-	-	-
g)	Trusts	-	-	3,00,000	1.79
h)	Foreign National	-	-	-	-
i)	Non-Nationalised Banks	-	-	-	-
j)	Non-Resident Indians	78,000	0.61	78,000	0.46
k)	Clearing Member	-	-		
l)	Bodies Corporate	2,71,200	2.12	6,36,200	3.79
m)	Any other	2,19,200	1.71	9,71,200	5.78
	<b>Sub-Total (B)(4)</b>	<b>47,94,224</b>	<b>37.46</b>	<b>79,44,224</b>	<b>47.30</b>

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	<b>Total Public Shareholding (B)</b>	<b>50,23,424</b>	<b>39.25</b>	<b>82,23,424</b>	<b>48.96</b>
	<b>Total (A)+(B)</b>	<b>1,27,97,248</b>	<b>100</b>	<b>1,67,97,248</b>	<b>100</b>

**Note:**

- *Pre issue shareholding is as on 30<sup>th</sup> September 2024.*
- *# The above mentioned Fully Diluted Capital shareholding and percentage of the Company has been calculated on basis of assuming full subscription of 20,00,000 equity shares and full conversion of 20,00,000 warrants to be allotted under the present issue to the promoters and non-promoters through previous preferential allotment.*
- *There shall not be any change in control consequent to the present preferential issue of equity shares and convertible warrants.*

**Changes to Point No. 17: The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter:**

<b>Name of the Proposed Allottee</b>	<b>Current Status of proposed allottee</b>	<b>Proposed Status of allottees</b>
Sandalwood Holding Trust	Not holding share of company	Promoter Group
Growing Tree Family Trust	Not holding share of company	Non-Promoter
Expertpro Realty Private Limited	Not holding share of company	Non-Promoter
Ncxta Enterprises LLP	Not holding share of company	Non-Promoter
Shinohub Growth Ventures LLP	Not holding share of company	Non-Promoter
Rajat Goyai	Non-Promoter	Non-Promoter
Renu Devi Saraogi	Not holding share of company	Non-Promoter
Shyam Snder Saraogi	Not holding share of company	Non-Promoter
Hemant Kumar Gupta	Not holding share of company	Non-Promoter
Arpita Sagar Brahmhatt	Not holding share of company	Non-Promoter
Yogesh Mittal	Not holding share of company	Non-Promoter

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Vineeta Agarwal	Not holding share of company	Non-Promoter
Tarun Tiwari	Not holding share of company	Non-Promoter
Nidhi Goel	Not holding share of company	Non-Promoter
Ajay C Sareen	Not holding share of company	Non-Promoter
Vineet Parekh	Not holding share of company	Non-Promoter
Bhavpreet Singh	Not holding share of company	Non-Promoter
Razdan Consulting LLP	Not holding share of company	Non-Promoter
Pankaj Jawaharlal Razdan	Not holding share of company	Non-Promoter

**Changes to Point No. 18: Proposed allottees, Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control, if any, in the issuer consequent to the preferential issues;**

Name of the Proposed Allottee	Category	Ultimate Beneficial Owner	Pre- Issue Shareholding		Number of Warrants proposed to be allotted	Post- Issue Shareholding*	
			No. of Shares	% of holding		No. of Shares	% of Holding*
Sundalwood Holding Trust	Promoter Group	Shashank Gupta	-	-	8,00,000	8,00,000	4.76
Growing Tree Family Trust	Public	Puneet Singh	-	-	2,00,000	2,00,000	1.19
Expertpro Realty Private Limited	Public	Praveen Gupta	-	-	1,50,000	1,50,000	0.89

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Nexta Enterprises LLP	Public	Hardik M Shah	-	-	1,00,000	1,00,000 <sup>^</sup>	0.74
Shinohub Growth Ventures LLP	Public	Sandipan Das	-	-	20,000	20,000	0.12
Rajat Goyal	Public	NA	329600	2.58	4,50,000	7,79,600	4.64
Renu Devi Saraogi	Public	NA	-	-	50,000	50,000	0.30
Shyam Sunder Saraogi	Public	NA	-	-	50,000	50,000	0.30
Hemant Kumar Gupta	Public	NA	-	-	25,000	25,000 <sup>^^</sup>	0.15
Arpita Sagar Brahmhatt	Public	NA	-	-	22,000	22,000	0.14
Yogesh Mittal	Public	NA	-	-	10,000	10,000	0.06
Vineeta Agarwal	Public	NA	-	-	5,000	5,000	0.03
Tarun Tiwari	Public	NA	-	-	5,000	5,000	0.03
Nidhi Goel	Public	NA	-	-	5,000	5,000	0.03
Ajay C Sareen	Public	NA	-	-	4,000	4,000	0.02

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Vineet Parekh	Public	NA	-	-	2,000	2,000	0.01
Bhavpreet Singh	Public	NA	-	-	2,000	2,000	0.01
Razdan Consulting LLP	Public	Pankaj Jawaharlal Razdan	-	-	60,000	60,000	0.36
Pankaj Jawaharlal Razdan	Public	NA	-	-	40,000	40,000	0.24

(\*Post issue percentage of the Company has been calculated on basis of assuming full subscription of 20,00,000 equity shares and full conversion of 20,00,000 warrants to be allotted under the present issue to the promoters and non-promoters through previous preferential allotment).

^ Nexta Enterprises LLP post holding only considering 1,00,000 Warrants.

^^ Hemant Kumar Gupta post holding only considering 25,000 Warrants.

**Changes to Point No 19: Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects:**

NIL

**Changes to Point No 23: Practising Company Secretary's Certificate:**

The certificate from M/s Rawal & Co. (Company Secretaries), certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link:

[https://www.z-techindia.com/files/ugd/871a4b\\_8bfd4e49559146e9897841ad2a1f6cce.pdf](https://www.z-techindia.com/files/ugd/871a4b_8bfd4e49559146e9897841ad2a1f6cce.pdf)

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

Sd/-

**Ashish Goel**

**Company Secretary & Compliance Officer**

**Date: 16.01.2025**

**Place: Delhi.**

**For Z-TECH (INDIA) LIMITED**

  
**Company Secretary**