



## **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

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### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE** is hereby given that an Extraordinary General Meeting ("EGM") of the Members of **Z-Tech (India) Limited ("the Company")** will be held on Saturday, the 25<sup>th</sup> day of January 2025 at **11:30 A.M.** (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), to transact the following business as special business:

#### **SPECIAL BUSINESS:**

#### **ITEM NO. 1: TO CONSIDER AND APPROVE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company the consent of members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company **from Rs. 14,00,00,000/- (Rupees Fourteen Crore Only) divided into 1,40,00,000 (One Crore Forty Lakhs) equity shares of Rs. 10/- (Ten only) each to Rs. 17,00,00,000 /- (Rupees Seventeen Crore only) divided into 1,70,00,000 (One Crore Seventy Lakh) equity shares of Rs. 10/- (Ten only) each** by the creation of additional 3,00,00,000 (Rupees Three Crore Only) additional share capital. ranking pari passu in all respect with the existing Equity shares of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following Clause V.

**"The Authorised Share Capital of the Company is Rs. 17,00,00,000 (Rupees Seventeen Crores Only) divided into 1,70,00,000 (One crore Seventy Lakhs only) Equity Shares of Rs. 10/- (Ten only) each."**

**RESOLVED FURTHER THAT** Any Director and/or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution."

**ITEM NO.2: ISSUANCE OF EQUITY SHARES ON A PREFERENTIAL BASIS TO THE PERSONS BELONGING TO THE NON-PROMOTER CATEGORY:**

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 amended (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-enactment(s) thereof), for the time being in force, and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“**FEMA**”), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities 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 thereunder 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 applicable, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and 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, upto **20,00,000 (Twenty Lakhs)** Equity Shares (“**Shares**”), at a price of **Rs. 500/-** (Rupees Five Hundred Only) (Including premium of **Rs. 490/- (Rupees Four Hundred and Ninety Only) each per share, aggregating upto Rs. 100,00,00,000/- (Rupees One Hundred Crore Only) (“Total Issue Size”)**, of face value Rs. 10.00/- (Rupees Ten only), each, to persons / entity enlisted below (“**Proposed Allottees**”) belonging to non-promoter Category of the Company on a preferential basis 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 Equity Shares Proposed to be issued	Amount
1	Ashish Rameshchandra Kacholia	Public	5,00,000	25,00,00,000
2	Nikhil Ramesh Jaisinghani	Public	50,000	2,50,00,000
3	RBA Finance and Investment Company	Public	5,00,000	25,00,00,000
4	Niveshaay Hedgehogs Fund	Public	2,00,000	10,00,00,000
5	RG Family Trust	Public	1,00,000	5,00,00,000

6	Resonance Opportunities Fund	Public	50,000	2,50,00,000
7	Nexta Enterprises LLP	Public	25,000	1,25,00,000
8	Intellectual Partners	Public	25,000	1,25,00,000
9	Pitam Goel HUF	Public	15,000	75,00,000
10	Krijuna Wealth LLP	Public	10,000	50,00,000
11	Samedh Trinity Partners	Public	8,000	40,00,000
12	Mayvenn Partners	Public	4,000	20,00,000
13	Bhavin Y Mehta	Public	1,00,000	5,00,00,000
14	Vivek Jain	Public	1,00,000	5,00,00,000
15	Deepak Kumar Agarwal	Public	65,000	3,25,00,000
16	Kapil Ahuja	Public	60,000	3,00,00,000
17	Vineet Gupta	Public	40,000	2,00,00,000
18	Biren Pravin Gandhi	Public	25,000	1,25,00,000
19	Vinod Sethi	Public	20,000	1,00,00,000
20	Abhinav Arora	Public	20,000	1,00,00,000
21	Rakesh Mittal	Public	20,000	1,00,00,000
22	Anjali Gupta	Public	18,000	90,00,000
23	Anand Kumar Agarwal	Public	10,000	50,00,000
24	Hemant Kumar Gupta	Public	10,000	50,00,000
25	Mitul Prafulbhai Mehta	Public	10,000	50,00,000
26	Koushik M	Public	5,000	25,00,000
27	Amit Jindal	Public	5,000	25,00,000
28	Amar Amarbahadur Maurya	Public	3,000	15,00,000
29	Manjulaben Muktilal Parikh	Public	2,000	10,00,000
<b>Total</b>			<b>20,00,000</b>	<b>1,00,00,00,000</b>

**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 Shares 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 aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

(a) The Proposed Allottees of Equity Shares shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted to such Proposed Equity Allottees, on or prior to the date of allotment thereof.

(b) The consideration for allotment of Equity Shares shall be paid to the Company from the bank account of the Proposed Equity Allottees.

(c) The pre-preferential shareholding of the Proposed Allottees (if any) and Equity Shares to be allotted to the Proposed Equity Allottees shall be under lock- in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.

(d) The Equity Shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.

(e) The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing this resolution, provided where the allotment of the Equity Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval.

(f) Allotment of Equity Shares shall only be made in dematerialized form.

**RESOLVED FURTHER THAT** the Equity Shares proposed to be so allotted shall rank pari- passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of INR 10/- (Indian Rupees Ten only) each of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to accept any modification(s) or modify the terms of issue of Equity shares, subject to the provisions of the Act and SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the **Form No.PAS-4 (“Offer cum Application Form”)** to the allottees inviting to subscribe to the Equity Shares in accordance with the provisions of the Act.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, any director(s) and/or Company secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential offer (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), making applications to Stock Exchange for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, (“ROC”), National Securities Depository Limited (“NSDL”), Central Depository Services (India) Limited (“CDSL”) and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Equity Shares with the depositories, viz. NSDL and CDSL and for the credit of such Shares to the respective dematerialized securities account of the Equity Share Holders and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Equity Shares, 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 authorized to delegate all or any of the powers herein conferred to Committee of Directors/ any Director(s)/Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.

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

**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 amended (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-enactment(s) thereof), for the time being in force, and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“**FEMA**”), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities 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 thereunder 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 applicable, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and 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	5,50,000	27,50,00,000
7	Renu Devi Saraogi	Public	50,000	2,50,00,000
8	Shyam Sunder Saraogi	Public	50,000	2,50,00,000
9	Hemant Kumar Gupta	Public	25,000	1,25,00,000
10	Sagar P 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 C Sareen	Public	4,000	20,00,000
16	Vineet Parekh	Public	2,000	10,00,000
17	Sanjay Dubey	Public	2,000	10,00,000
<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 “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:

- the Warrant holder shall, subject to the SEBI ICDR Regulations and other applicable rules and regulations, be entitled to apply for and be allotted 1 (one) equity share against each Warrant.
- 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 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), 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: 26.12.2024**

**Place: Delhi**



## NOTES:

1. In view of COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 3/2022 dated May 5, 2022 and Circular No. 9/2024 dated September 19, 2024, (collectively the 'MCA Circulars') and Securities Exchange Board of India vide SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and 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, and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated October 7, 2023 (collectively referred as 'SEBI Circular') (MCA Circulars and SEBI Circular collectively referred as 'Circulars') permitted holding of General Meetings through VC/OAVM and have dispensed the physical presence of the members at the meeting. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and MCA Circulars, the present meeting is proposed to be convened through VC/OAVM. The facility of remote e-voting will be available during the prescribed time period before the meeting and through e-voting platform available during the meeting. In compliance with the General Circular No. 20/2020 issued by the MCA, item mentioned in special business in this EGM Notice are considered unavoidable and forms part of this Notice.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with **Central Depository Services (India) Limited (CDSL)** for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by **CDSL**.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.ztech-india.com](http://www.ztech-india.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. NSE Limited at [www.nseindia.com](http://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](http://www.evotingindia.com).

7. In view of the 'Green Initiatives in Corporate Governance' introduced by MCA and in terms of the provisions of the Companies Act, 2013, members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Depository Participant(s) dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register /update their email addresses with their Depository Participant(s).
8. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
9. The Company is sending the Notice of the EGM, e-Voting instructions only in electronic form to the registered email addresses of the Members. Members who have not registered their email address are requested to get their email addresses.
10. The Company has appointed **M/s Rawal & Co.**, Company Secretaries, to act as the Scrutiniser to scrutinise the remote e-Voting process in a fair and transparent manner and they have communicated their willingness to be appointed and be available for the purpose.
11. Members holding shares in physical mode are requested to register their e-mail addresses with **Maashitla Securities Private Limited ("RTA")**, and Members holding shares in demat mode are requested to register their e-mail addresses with their respective Depository Participants (DPs) in case the same is still not registered. If there is any change in the e-mail address already registered with the Company, members are requested to immediately notify such change to **Maashitla Securities Private Limited ("RTA")** in respect of shares held in physical form and to their respective DPs in respect of shares held in electronic form.
12. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on **Saturday, 18<sup>th</sup> January, 2025 i.e. being the cut-off date**, are entitled to vote on the Resolutions set forth in this Notice. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice of EGM for information purpose only.
13. Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period will **commence at 09:00 A.M. (IST) on Wednesday, 22<sup>nd</sup> January 2025 and will end at 05:00 P.M. (IST) on Friday 24<sup>th</sup> January 2025**. In addition, the facility for voting through e-voting system shall also be made available during the EGM. Members attending the EGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the EGM. Members who have voted through remote e-voting shall be eligible to attend the EGM, however, they shall not be eligible to vote at the meeting.

**THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

- (i) The voting period begins on **09:00 A.M. (IST) on Wednesday, 22<sup>nd</sup> January 2025** and ends on **05:00 P.M. (IST) on Friday 24<sup>th</sup> January 2025**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Saturday, 18<sup>th</sup> January, 2025** may cast their vote electronically. The e-voting module shall be disabled by RTA for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) 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.

- (iv) 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.

**STEP-1: ACCESS THROUGH DEPOSITORIES CDSL/NSDL E-VOTING SYSTEM IN CASE OF INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE.**

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<p>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 are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>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 for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME/PURVA, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<p>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 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 &amp; voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 held 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 name and you will be redirected to e-Voting service provider website for</p>

	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 <b>Depository Participants</b>	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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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.**

- (i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
  - 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  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 <b>OR</b> 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. 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 **Z-Tech (India) Limited** 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](http://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](mailto: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 at email address viz. [vivekrawal89@gmail.com](mailto:vivekrawal89@gmail.com) and to the Company at the email address viz; [cs@ztech-india.com](mailto: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 AGM/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 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.
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 (Two) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **2 (Two) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). 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 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.
10. If any Votes are cast by the shareholders through the e-voting available during the 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 **Company/RTA email id**.
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 AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto: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, Sr. Manager, (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](mailto: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, 2 and 3 of the accompanying Notice dated **December 26, 2024**:

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

The present Authorised Share Capital of the Company is Rs. 14,00,00,000/- (Rupees Fourteen Crore Only) comprising of 1,40,00,000 (One Crore Forty Lakhs) Equity Shares of Rs.10/- each. The Board, has accorded its approval for increasing the Authorised Share Capital **from Rs. 14,00,00,000/- (Rupees Fourteen Crore Only) comprising of 1,40,00,000 (One Crore Forty Lakhs) to Rs. 17,00,00,000 (Rupees Seventeen Crore Only) divided into 1,70,00,000 (One Crore Seventy Lakh) equity shares of Rs.10/- each** ranking pari-passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company, subject to shareholders approval. Pursuant to the provisions of Section 13 & 61 of the Companies Act, 2013, approval of the Members is required for increasing the Authorised Share Capital of the Company and alteration in the Memorandum of Association of the Company.

Accordingly, the Board recommends the Ordinary resolutions set out at **Item No. 1** seeking approval of the Members for increasing the Authorised Share Capital of the Company and consequential amendment to the Memorandum of Association of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolutions.

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

The Board of Directors of the Company (“Board”) at their meeting held on **December 26, 2024** has approved raising of funds aggregating up to Rs. 100,00,00,000/- (Rupees One Hundred Crore Only) by way of issuance of **up to 20,00,000 (Twenty Lakhs)** fully paid-up equity share of the Company of face value of Rs. 10/- each (“Equity Share”) to certain identified non-promoter persons as mentioned below (“Share Holders”/” Proposed Allottees”) at a **price of Rs. 500/- (Rupees Five Hundred Only)** each payable in cash.

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 Equity Shares are as under:

#### **1) Particulars of the Preferential Issue including date of passing of Board resolution:**

The Board, at its meeting held on **December 26, 2024** 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 Equity Shares** to the Proposed Allottees, each **at a price of Rs 500/- (Rupees Five Hundred Only) per Share (including a premium of Rs.490/- (Rupees Four Hundred and Ninety Only) per share**, aggregating up to **Rs.**

**100,00,00,000/- (Rupees One Hundred Crore Only)**, to persons / entity enlisted below (“Share Holder”/ “Proposed Allottees”) belonging to 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:

<b>S. No.</b>	<b>Name of Investors</b>	<b>Category</b>	<b>No. of Equity Shares Proposed to be issued</b>	<b>Amount</b>
1	Ashish Rameshchandra Kacholia	Public	5,00,000	25,00,00,000
2	Nikhil Ramesh Jaisinghani	Public	50,000	2,50,00,000
3	RBA Finance and Investment Company	Public	5,00,000	25,00,00,000
4	Niveshaay Hedgehogs Fund	Public	2,00,000	10,00,00,000
5	RG Family Trust	Public	1,00,000	5,00,00,000
6	Resonance Opportunities Fund	Public	50,000	2,50,00,000
7	Nexta Enterprises LLP	Public	25,000	1,25,00,000
8	Intellectual Partners	Public	25,000	1,25,00,000
9	Pitam Goel HUF	Public	15,000	75,00,000
10	Krijuna Wealth LLP	Public	10,000	50,00,000
11	Samedh Trinity Partners	Public	8,000	40,00,000
12	Mayvenn Partners	Public	4,000	20,00,000
13	Bhavin Y Mehta	Public	1,00,000	5,00,00,000
14	Vivek Jain	Public	1,00,000	5,00,00,000
15	Deepak Kumar Agarwal	Public	65,000	3,25,00,000
16	Kapil Ahuja	Public	60,000	3,00,00,000
17	Vineet Gupta	Public	40,000	2,00,00,000
18	Biren Pravin Gandhi	Public	25,000	1,25,00,000
19	Vinod Sethi	Public	20,000	1,00,00,000
20	Abhinav Arora	Public	20,000	1,00,00,000
21	Rakesh Mittal	Public	20,000	1,00,00,000
22	Anjali Gupta	Public	18,000	90,00,000
23	Anand Kumar Agarwal	Public	10,000	50,00,000
24	Hemant Kumar Gupta	Public	10,000	50,00,000
25	Mitul Prafulbhai Mehta	Public	10,000	50,00,000
26	Koushik M	Public	5,000	25,00,000
27	Amit Jindal	Public	5,000	25,00,000
28	Amar Amarbahadur Maurya	Public	3,000	15,00,000
29	Manjulaben Muktilal Parikh	Public	2,000	10,00,000
<b>Total</b>			<b>20,00,000</b>	<b>1,00,00,00,000</b>

**2) Kinds of securities offered and the price at which security is being offered, and the total / maximum number of securities to be issued.**

The Company proposes to offer, issue and allot, in one or more tranches, upto 20,00,000 Equity Share, at a price of Rs. 500/- (Rupees Five Hundred Only) per Share (including a premium of Rs. 490/- (Rupees Four Hundred and Ninety Only) per Share) aggregating up to Rs. 100,00,00,000/- (Rupees One Hundred Crore Only) ("Total Issue Size"), by way of a Preferential Issue.

**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)
1	General Corporate Purpose	25.00
2	Capital Expenditure in theme parks	30.00
3	Unidentified Acquisition	35.00
4	Working Capital Requirement	10.00
<b>Total</b>		<b>100.00</b>

**Tentative timelines for utilisation of issue proceeds from date of receipt of funds:** 24 months from receipt of funds.

**4) Monitoring of utilisation of funds**

Given that the issue size exceeds Rs. 100 Crore (Indian Rupees One Hundred Crore), the company has appointed Care Ratings Limited monitoring agency in terms of Regulation 162A of the SEBI ICDR Regulations.

**5) Relevant Date**

The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations, for the determination of the floor price for Warrants 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.

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

Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, 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, in accordance with Regulation 164 & 166A of the ICDR Regulations ("Valuation Report").

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/preferential-allotment>

**7) Amount which the company intends to raise by way of such securities**

Aggregating up to Rs. 100,00,00,000/- (Rupees One Hundred Crore Only).

**8) The class or classes of persons to whom the allotment is proposed to be made**

The Preferential Issue of Equity Shares is proposed to be made to the Proposed Allottees, who are the certain identified non-promoter persons.

**9) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price.**

The Company has not made any preferential allotment during the current financial year FY 2024- 25.

**10) Maximum number of securities to be issued.**

The Company proposes to offer, issue and allot, in one or more tranches, up to **20,00,000 (Twenty Lakhs) equity shares at a price of Rs. 500/- (Rupees Five Hundred Only) per share, aggregating up to Rs. 100,00,00,000/- (Rupees One Hundred Crore Only)** by way of a Preferential Issue.

**11) Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the offer**

The equity shares shall not be issued to any person belonging to Promoter and Promoter Group of Company. They have indicated their intention not to subscribe to the Equity Share on Preferential basis. None of the Directors or Key Managerial Personnel of the Company intends to subscribe to any of the equity shares proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

**12) Time frame within which the Proposed Preferential Issue shall be completed**

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of the Equity Shares shall be completed within a period of 15 (fifteen) days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of such approval(s) or permission(s).

**13) Shareholding pattern of the Company before and after the Preferential Issue**

Sl No	Category of Shareholder(s)	Pre – Issue		Post – Issue*	
		(as on March 31, 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	1.10
b)	Bodies Corporate	76,11,408	59.48	76,11,408	51.44
	Sub-Total (A)(1)	77,73,824	60.75	77,73,824	52.54
2	Foreign	-	-	-	-
a)	Bodies Corporate	-	-	-	-
	Sub- Total (A)(2)	-	-	-	-
	Total Promoters & Promoter Group Holding (A)				
B	Non-Promoters Holding	-	-	-	-
1	Institutional Investors	-	-	-	-
a)	Mutual Funds	-	-	-	-
b)	FPI	-	-	-	-
c)	Alternate Investment Funds	-	-	-	-
d)	Foreign Companies	-	-	-	-
e)	Insurance Companies	7,200	0.06	7,200	0.05
f)	NBFCs registered with RBI	-	-	-	-
	Sub-Total (B)(1)	7,200	0.06	7,200	0.05

<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	1.79
	Foreign Portfolio Investors category-II	7,200	0.06	7,200	0.05
	<b>Sub-Total (B)(2)</b>	<b>2,22,000</b>	<b>1.73</b>	<b>2,72,000</b>	<b>1.84</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	52,88,824	35.74
b)	NBFCs registered with RBI	-	-	-	-
c)	Any other, specify	-	-	-	-
d)	Directors and Their Relatives	-	-	-	-
e)	Key Managerial Personnel	-	-	-	-
f)	IEPF	-	-	-	-
g)	Trusts	-	-	1,00,000	0.68
h)	Foreign National	-	-	-	-
i)	Non-Nationalised Banks	-	-	-	-
j)	Non-Resident Indians	78,000	0.61	78,000	0.53
k)	Clearing Member	-	-	-	-
l)	Bodies Corporate	2,71,200	2.12	3,06,200	2.07
m)	Any other	2,19,200	1.71	9,71,200	6.56
	<b>Sub-Total (B)(4)</b>	<b>47,94,224</b>	<b>37.46</b>	<b>67,44,224</b>	<b>45.48</b>
	<b>Total Public Shareholding (B)</b>	<b>50,23,424</b>	<b>39.25</b>	<b>70,23,424</b>	<b>47.46</b>

	<b>Total (A)+(B)</b>	<b>1,27,97,248</b>	<b>100</b>	<b>1,47,97,248</b>	<b>100</b>
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**14) Change in Control, if any, in the Company consequent to the preferential issue.**

There will not be any change in the composition of the Board, the existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment. However, there will be corresponding changes in the shareholdings of the Promoter & Promoter Group consequent to preferential allotment.

**15) Principal terms of assets charged as securities.**

Not applicable.

**16) Material terms of raising such securities.**

The Equity shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

**17) The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter.**

Existing promoters will continue as the promoters of the Company and pursuant to this allotment the proposed allottees other than promoters shall be covered under the head non – promoter/public in the shareholding pattern of the Company.

**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	3.38

Nikhil Ramesh Jaisinghani	Public	NA	-	-	50,000	50,000	0.34
RBA Finance and Investment Company	Public	Suresh Kumar Agarwal	-	-	5,00,000	5,00,000	3.38
Niveshaay Hedgehogs Fund	Public	Arvind AshokKumar Kothari	111300	0.87	2,00,000	3,11,300	2.10
RG Family Trust	Public	Ravi Goyal	-	-	1,00,000	1,00,000	0.68
Resonance Opportunities Fund	Public	Yajjadeo Lotun	-	-	50,000	50,000	0.34
Nexta Enterprises LLP	Public	Hardik M Shah	-	-	25,000	25,000	0.17
Intellectual Partners	Public	Nisha Jain	-	-	25,000	25,000	0.17
Pitam Goel HUF	Public	Pitam Goel	-	-	15,000	15,000	0.10
Krijuna Wealth LLP	Public	Hemant Vasudev Bajaj	-	-	10,000	10,000	0.07
Samedh Trinity Partners	Public	Devansh Vajani	-	-	8,000	8,000	0.05
Mayvenn Partners	Public	Bhavini Hemang Shah	-	-	4,000	4,000	0.03
Bhavin Y Mehta	Public	NA	-	-	1,00,000	1,00,000	0.68
Vivek Jain	Public	NA	-	-	1,00,000	1,00,000	0.68
Deepak Kumar Agarwal	Public	NA	-	-	65,000	65,000	0.44
Kapil Ahuja	Public	NA	-	-	60,000	60,000	0.41



Vineet Gupta	Public	NA	-	-	40,000	40,000	0.27
Biren Pravin Gandhi	Public	NA	-	-	25,000	25,000	0.17
Vinod Sethi	Public	NA	-	-	20,000	20,000	0.14
Abhinav Arora	Public	NA	-	-	20,000	20,000	0.14
Rakesh Mittal	Public	NA	-	-	20,000	20,000	0.14
Anjali Gupta	Public	NA	48800	0.38	18,000	66,800	0.45
Anand Kumar Agarwal	Public	NA	-	-	10,000	10,000	0.07
Hemant Kumar Gupta	Public	NA	-	-	10,000	10,000	0.07
Mitul Prafulbhai Mehta	Public	NA	-	-	10,000	10,000	0.07
Koushik M	Public	NA	-	-	5,000	5,000	0.03
Amit Jindal	Public	NA	-	-	5,000	5,000	0.03
Amar Amarbahadur Maurya	Public	NA	-	-	3,000	3,000	0.02
Manjulaben Muktilal Parikh	Public	NA	-	-	2,000	2,000	0.01

**19) Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects.**

NIL.

**20) Undertaking**

The Company hereby undertakes that:

None of the Company, its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations;

- a) The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations;
- b) As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re computation of the price of shares shall not be applicable;
- c) The Company shall re-compute the price of the equity shares to be allotted under the Preferential Issue, in terms of the provisions of SEBI ICDR Regulations where it is required to do so;
- d) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the equity holder.

**21) Valuation and Justification for the allotment proposed to be made for consideration other than cash.**

Not applicable

**22) Lock-in period**

The Equity Shares allotted pursuant to this resolution shall be subject to a lock-in for such period as per the provisions of Chapter V of the SEBI ICDR Regulations.

**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: [chrome-extension://efaidnbmnnnibpcajpgclefindmkaj/https://www.z-techindia.com/\\_files/ugd/871a4b\\_8bfd4e49559146e9897841ad2a1f6cce.pdf](chrome-extension://efaidnbmnnnibpcajpgclefindmkaj/https://www.z-techindia.com/_files/ugd/871a4b_8bfd4e49559146e9897841ad2a1f6cce.pdf).

**24) Other disclosures**

- a) During the period from April 01, 2024 until the date of Notice of this EGM, the Company has not made any Preferential Issue of equity shares.
- b) The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- c) Neither the Company nor any of its Directors or Promoters are categorised as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Further, neither the Company nor any of its Directors or Promoters is a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1) (i) of the SEBI ICDR Regulations are not applicable.
- d) Neither the Company nor any of its Directors and / or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.

- e) The justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the registered valuer is not applicable as the allotment of equity shares under the Preferential Issue is for a cash consideration.
- f) The Proposed Allottees have confirmed that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date. The Proposed Allottees have further confirmed that they are eligible under SEBI ICDR Regulations to undertake the Preferential Issue.
- g) No person belonging to the promoters / promoter group has previously subscribed to any Equity Shares of the Company during the last one year.
- h) The Company is in compliance with the conditions for continuous listing.

None of the Directors, Key Managerial Personnel or their relatives are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 2 of this notice except and to the extent of their shareholding in the Company.

In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said warrants to the Proposed Allottees is being sought by way of a special resolution as set out in the said item no. 2 of the Notice. Issue of the equity shares pursuant to the exercise of the rights attached to warrants would be within the authorised share capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 2 of the accompanying Notice for approval by the Members of the Company as a **Special Resolution**. Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

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

The Board of Directors of the Company (“**Board**”) at their meeting held on December 26, 2024 has approved raising of funds aggregating 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:

#### **1) Particulars of the Preferential Issue including date of passing of Board resolution**

The Board, at its meeting held on December 26, 2024 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:

<b>S. No.</b>	<b>Name of Investors</b>	<b>Category</b>	<b>No. of Warrant Proposed to be issued</b>	<b>Amount</b>
<b>1</b>	Sandalwood Holding Trust	Promoter Group	8,00,000	40,00,00,000
<b>2</b>	Growing Tree Family Trust	Public	2,00,000	10,00,00,000
<b>3</b>	Expertpro Realty Private Limited	Public	1,50,000	7,50,00,000
<b>4</b>	Nexta Enterprises LLP	Public	1,00,000	5,00,00,000
<b>5</b>	Shinohub Growth Ventures LLP	Public	20,000	1,00,00,000
<b>6</b>	Rajat Goyal	Public	5,50,000	27,50,00,000
<b>7</b>	Renu Devi Saraogi	Public	50,000	2,50,00,000
<b>8</b>	Shyam Sunder Saraogi	Public	50,000	2,50,00,000
<b>9</b>	Hemant Kumar Gupta	Public	25,000	1,25,00,000
<b>10</b>	Sagar P Brahmhatt	Public	22,000	1,10,00,000
<b>11</b>	Yogesh Mittal	Public	10,000	50,00,000
<b>12</b>	Vineeta Agarwal	Public	5,000	25,00,000
<b>13</b>	Tarun Tiwari	Public	5,000	25,00,000
<b>14</b>	Nidhi Goel	Public	5,000	25,00,000
<b>15</b>	Ajay C Sareen	Public	4,000	20,00,000
<b>16</b>	Vineet Parekh	Public	2,000	10,00,000
<b>17</b>	Sanjay Dubey	Public	2,000	10,00,000
<b>Total</b>			<b>20,00,000</b>	<b>1,00,00,00,000</b>

**2) Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued.**

The Company proposes to offer, issue and allot, in one or more tranches, upto 20,00,000 (Twenty- Lakhs Only) convertible warrants into equity shares (“Warrants”), at a price of Rs. 500/- (Rupees Five Hundred Only) per warrant, aggregating upto **Rs. 100,00,00,000/- ((Rupees One Hundred Crore Only))** (“Total Issue Size”), by way of a Preferential Issue.

**3) Purpose/Objects of the Issue**

The Promoters and/or Promoter Group and some 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)
1	General Corporate Purpose	25.00
2	Capital Expenditure in theme parks	30.00
3	Unidenfied Acquisition	35.00
4	Working Capital Requirement	10.00
<b>Total</b>		<b>100.00</b>

**Tentative timelines for utilisation of issue proceeds from date of receipt of funds:** 24 Months from receipt of funds

**4) Monitoring of utilisation of funds**

Given that the issue size exceeds Rs. 100 Crore (Indian Rupees One Hundred Crore), the company has appointed Care Ratings Limited as monitoring agency in terms of Regulation 162A of the SEBI ICDR Regulations.

**5) Relevant Date**

The “Relevant Date” as per Chapter V of the SEBI ICDR Regulations, for the determination of the floor price for Warrants 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.

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

Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, the minimum price of Rs. 486.12/- (Rupees Four Hundred Eighty-Six and Twelve Paisa 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, in accordance with Regulation 164 & 166A of the ICDR Regulations (“Valuation Report”).

Accordingly, the floor price in terms of SEBI (ICDR) Regulations is Rs. 486.12/- (Rupees Four Hundred Eighty-Six and Twelve Paisa Only) per warrant. The issue price is Rs. 500/- (Rupees Five Hundred Only) per Warrant 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/preferential-allotment>

**7) Amount which the company intends to raise by way of such securities**

Aggregating up to Rs. 100,00,00,000/- (Rupees One Hundred Crore Only), out of which Rs.

25,00,00,000/- (Rupees Twenty-Five Crore Only), which is 25% of the warrants issue, will be raised at the time of allotment, and the rest of the amount will be raised at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s).

**8) The class or classes of persons to whom the allotment is proposed to be made**

The Preferential Issue of Warrants is proposed to be made to the Proposed Allottees, who are the Promoters and/or Promoter Group and certain identified non-promoter persons.

**9) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price.**

The Company has not made any preferential allotment during the current financial year FY 2024- 25.

**10) Maximum number of securities to be issued.**

The Company proposes to offer, issue and allot, in one or more tranches, up to 20,00,000 (Twenty Lakhs) warrants convertible into equity shares ("Warrants"), at a price of **Rs. 500/- (Rupees Five Hundred Only)** per warrant, aggregating up to **Rs. 100,00,00,000/- (Rupees One Hundred Crore Only)** by way of a Preferential Issue.

Minimum amount of Rs. 125/- (Rupees One Hundred Twenty-Five Only) per Warrant, which is equivalent to 25% (twenty-five percent) of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The warrant holder will be required to make further payments of Rs. 375/- (Rupees Three Hundred Seventy-Five Only) for each Warrant, which is equivalent to 75% (seventy-five percent) of the Warrants Issue Price at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s).

**11) Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the offer.**

The warrant convertible into equity shares shall be issued to M/s. Sandalwood Holding Trust, Member of Promoter Group of the Company. It has indicated their intention to subscribe to the Convertible Warrants on Preferential basis. Other than the above, none of the Directors or Key Managerial Personnel of the Company intends to subscribe to any of the warrants convertible into equity shares proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

**12) Time frame within which the Proposed Preferential Issue shall be completed**

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of the Warrants shall be completed within a period of 15 (fifteen) days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of such approval(s) or permission(s).

**13) Shareholding pattern of the Company before and after the Preferential Issue.**

Sl No	Category of Shareholder(s)	Pre – Issue		Post – Issue*	
		(as on March 31, 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	1.10	1,62,416	0.97
b)	Bodies Corporate	76,11,408	51.44	76,11,408	45.31
c)	Any Other	-	-	8,00,000	4.76
	Sub-Total (A)(1)	77,73,824	52.54	85,73,824	51.04
2	Foreign	-	-	-	-
a)	Bodies Corporate	-	-	-	-
	Sub- Total (A)(2)	-	-	-	-
	Total Promoters & Promoter Group Holding (A)				
B	Non-Promoters Holding	-	-	-	-
1	Institutional Investors	-	-	-	-
a)	Mutual Funds	-	-	-	-
b)	FPI	-	-	-	-
c)	Alternate Investment Funds	-	-	-	-
d)	Foreign Companies	-	-	-	-
e)	Insurance Companies	7,200	0.05	7,200	0.04
f)	NBFCs registered with RBI	-	-	-	
	Sub-Total (B)(1)	7,200	0.05	7,200	0.04

<b>2</b>	<b>Institutions (foreign)</b>	-	-	-	-
	Foreign Direct Investment	-	-	-	-
	Foreign Ventures Capital Investors	-	-	-	-
	Foreign Portfolio Investors category-I	2,64,800	1.79	2,64,800	1.58
	Foreign Portfolio Investors category-II	7,200	0.05	7,200	0.04
	<b>Sub-Total (B)(2)</b>	<b>2,72,000</b>	<b>1.84</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	52,88,824	35.74	60,18,824	35.83
b)	NBFCs registered with RBI	-	-	-	-
c)	Any other, specify	-	-	-	-
d)	Directors and Their Relatives	-	-	-	-
e)	Key Managerial Personnel	-	-	-	-
f)	IEPF	-	-	-	-
g)	Trusts	1,00,000	0.68	3,00,000	1.79
h)	Foreign National	-	-	-	-
i)	Non-Nationalised Banks	-	-	-	-
j)	Non-Resident Indians	78,000	0.53	78,000	0.46
k)	Clearing Member	-	-		
l)	Bodies Corporate	3,06,200	2.07	5,76,200	3.43
m)	Any other	9,71,200	6.56	9,71,200	5.78
	<b>Sub-Total (B)(4)</b>	<b>67,44,224</b>	<b>45.48</b>	<b>79,44,224</b>	<b>47.29</b>
	<b>Total Public Shareholding (B)</b>	<b>70,23,424</b>	<b>47.46</b>	<b>82,23,424</b>	<b>48.96</b>



	<b>Total (A)+(B)</b>	<b>1,47,97,248</b>	<b>100</b>	<b>1,67,97,248</b>	<b>100</b>
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*\* The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares*

#### **14) Change in Control, if any, in the Company consequent to the preferential issue**

There will not be any change in the composition of the Board, the existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment. However, there will be corresponding changes in the shareholdings of the Promoter & Promoter Group consequent to preferential allotment.

#### **15) Principal terms of assets charged as securities**

Not applicable.

#### **16) Material terms of raising such securities**

The material terms for the Preferential Issue of Warrants to the Proposed Allottees is set out below:

##### **A. Tenure:**

The Warrants shall be convertible into equity shares within a period of 18 (eighteen) months from the date of allotment of the Warrants.

##### **B. Conversion and other related matters:**

- I. The Warrant holder shall have the right to convert the Warrants into fully paid-up equity shares of the Company of face value of Rs. 10 (Indian Rupees Ten only) each, in one or more tranches, by delivering a notice of conversion ("**Conversion Notice**") to the Company requesting the conversion of the relevant number of Warrants into equity shares, on the date designated as the specified conversion date in the Conversion Notice ("**Conversion Date**").
- II. The conversion ratio is 1 (one) equity share in lieu of 1 (one) Warrant.
- III. Prior to the Conversion Date, the Warrant holder shall pay the Warrant exercise amount for the relevant Warrants it proposes to convert, and the Company shall, upon receipt of such payment in the designated bank account, on the Conversion Date, in accordance with applicable law, issue and allot equity shares (free and clear of all encumbrances other than any lock-in prescribed under applicable law) to the Warrant holder in lieu of the relevant Warrants.
- IV. The Company shall file the certificate from its statutory auditor with the Stock Exchanges, confirming that the Company has received the Warrant exercise amount in compliance with Regulation 169(4) of the SEBI ICDR Regulations from the Warrant holder and the relevant documents thereof are maintained by the Company as on the date of certification.
- V. The Company shall issue and allot the equity shares to the Warrant holder in dematerialized form and seek final approval from the NSE for listing the equity shares allotted to the Warrant holder pursuant to conversion of the Warrants. All equity shares (upon conversion of the Warrants) shall be credited into the Warrant holder's demat account within 7 (seven) business days from the Conversion Date.

- VI. The Warrant holder shall make the relevant disclosures required under applicable law, including the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, in relation to the Preferential Issue and conversion of the Warrants.
- VII. The procedure for conversion of warrants into equity shares set out above shall be applicable for conversion of each Warrant into equity shares, irrespective of the number of tranches in which the Warrant holder issues a Conversion Notice in accordance with Paragraph B(i) above.

**C. Lock-in:**

The Warrants and the equity shares issued upon conversion of the Warrants shall be locked-in, in accordance with Chapter V of the SEBI ICDR Regulations.

**D. Rights:**

The Warrants shall not carry any voting rights until they are converted into equity shares.

**17) The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter.**

Existing promoters will continue as the promoters of the Company and pursuant to this allotment the proposed allottees other than promoters shall be covered under the head non – promoter/public in the shareholding pattern of the Company.

**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 (Presuming full conversion of Warrants) #	
			No. of Shares	% of holding		No. of Shares	% of holding
Sandalwood 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
Nexta Enterprises LLP	Public	Hardik M Shah	25,000	0.17	1,00,000	1,25,000	0.74
Shinohub Growth Ventures LLP	Public	Sandipan Das	-	-	20,000	20,000	0.12
Rajat Goyal	Public	NA	329600	2.23	5,50,000	8,79,600	5.24
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	10,000	0.07	25,000	35,000	0.21
Sagar P 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
Vineet Parekh	Public	NA	-	-	2,000	2,000	0.01
Sanjay Dubey	Public	NA	-	-	2,000	2,000	0.01

**\*The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares of the Company.**

**19) Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects.**

Up to Rs. 40,00,00,000/-

**20) Undertaking:**

The Company hereby undertakes that:

None of the Company, its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations;

- The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations;
- As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re computation of the price of shares shall not be applicable;
- The Company shall re-compute the price of the equity shares to be allotted under the Preferential Issue, in terms of the provisions of SEBI ICDR Regulations where it is required to do so;
- If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the warrants to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the warrant holder.

**21) Valuation and Justification for the allotment proposed to be made for consideration other than cash**

Not applicable.

## **22) Lock-in period**

The Warrants allotted pursuant to this resolution and the resultant equity shares to be issued and allotted upon exercise of right attached to the Warrants as above shall be subject to a lock-in for such period as per the provisions of Chapter V of the SEBI ICDR Regulations.

## **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: [chrome-extension://efaidnbmnnnibpcajpcgclefindmkaj/https://www.z-techindia.com/\\_files/ugd/871a4b\\_8bfd4e49559146e9897841ad2a1f6cce.pdf](chrome-extension://efaidnbmnnnibpcajpcgclefindmkaj/https://www.z-techindia.com/_files/ugd/871a4b_8bfd4e49559146e9897841ad2a1f6cce.pdf)

## **24) Other disclosures**

- a) During the period from April 01, 2024 until the date of Notice of this EGM, the Company has not made any Preferential Issue of equity shares.
- b) The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- c) Neither the Company nor any of its Directors or Promoters are categorised as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Further, neither the Company nor any of its Directors or Promoters is a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- d) Neither the Company nor any of its Directors and / or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- e) The justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the registered valuer is not applicable as the allotment of equity shares under the Preferential Issue is for a cash consideration.
- f) The Proposed Allottees have confirmed that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date. The Proposed Allottees have further confirmed that they are eligible under SEBI ICDR Regulations to undertake the Preferential Issue.
- g) No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company during the last one year.
- h) The Company is in compliance with the conditions for continuous listing.

Sandalwood Holding Trust may be considered as deemed to be concerned or interested in the said resolution. Except them, none of the Directors, Key Managerial Personnel or their relatives are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 3 of this notice except and to the extent of their shareholding in the Company.

In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said warrants to the Proposed Allottees is being sought by way of a special resolution as set out in the said item no. 3 of the Notice. Issue of the equity shares pursuant to the exercise of the rights attached

to warrants would be within the authorised share capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 3 of the accompanying Notice for approval by the Members of the Company as a **Special Resolution**.

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

**Sd**

**Ashish Goel**

**Company Secretary & Compliance Officer**

**Date: 26.12.2024**

**Place: Delhi**