

# Notice of 31<sup>st</sup> Annual General Meeting

**NOTICE** is hereby given that the Thirty First (31<sup>st</sup>) Annual General Meeting ("AGM") of the Members of **Z-TECH (INDIA) LIMITED** ["ZTIL/the Company"] will be held on **Monday, September 29, 2025 at 12:30 P.M.** Indian Standard Time ("IST"), through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), to transact the following businesses:

## ORDINARY BUSINESS:

**ITEM NO. 1: TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS (STANDALONE AND CONSOLIDATED) FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 AND THE REPORTS OF THE BOARD OF DIRECTORS AND THE STATUTORY AUDITORS THEREON; AND**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements for the Financial Year ended March 31, 2025, Report of the Statutory Auditors thereon and the Board's Report thereon along with all annexures as laid before the Shareholders in the 31<sup>st</sup> Annual General Meeting be and are hereby considered and adopted."

**ITEM NO. 2: TO CONSIDER RE-APPOINTMENT OF MR. ANUJ KUMAR PODDAR (HOLDING DIN: 10248556), WHO RETIRES BY ROTATION IN TERMS OF SECTION 152(6) OF THE COMPANIES ACT, 2013 AND BEING ELIGIBLE OFFERS HIMSELF FOR REAPPOINTMENT:**

To appoint a Director in place of Mr. Anuj Kumar Poddar, Whole Time Director who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment and in this regard 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 152(6) and all other applicable provisions, if any, of the Companies Act,

2013 and rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force Mr. Anuj Kumar Poddar, Whole Time Director who retires by rotation at this 31<sup>st</sup> Annual General Meeting, and being eligible offered himself for re-appointment, be and is hereby re-appointed as a Whole Time Director of the Company."

## SPECIAL BUSINESS:

**ITEM NO. 3: APPROVAL FOR VARIATION / DEVIATION / ALTERATION IN THE UTILIZATION OF CATEGORY-WISE ALLOCATION OF FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT OF EQUITY SHARES (WITHIN THE SAME OBJECTS OF THE ISSUE)**

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

**"RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), as amended from time to time, and other applicable laws, rules, regulations, circulars and guidelines issued thereunder from time to time by the statutory or regulatory authorities, including the NSE Limited, and in partial modification of the resolution passed by the Shareholders at the Extraordinary General Meeting of the Company held on 25<sup>th</sup> January, 2025, and the terms and conditions stated in the Explanatory Statement annexed thereto, the approval of the shareholders of the Company be and is hereby accorded to vary/alter/reclassify the utilization of the proceeds from the Preferential Allotment made by the Company on 14<sup>th</sup> March, 2025, by transferring a portion of the funds earlier allocated for the object '*Unidentified Acquisition*' to the objects '*Capital Expenditure in Theme Parks*,' and '*Working Capital Requirements*,' as detailed below;

S. NO.	ORIGINAL OBJECTS OF THE ISSUE	AMOUNT PROPOSED IN OFFER LETTER (IN RS)	% of AMOUNT PROPOSED	AMOUNT RECEIVED THROUGH ALLOTMENT (IN RS)	AMOUNT RECLASSIFIED (IN RS)	% of AMOUNT RECLASSIFIED	DEVIATION FROM ALLOTMENT AMOUNT
1	General Corporate Purpose	25,00,00,000	25%	19,16,25,000	19,16,25,000	25%	-
2	Capital expenditure in theme parks	30,00,00,000	30%	22,99,50,000	30,66,00,000	40%	7,66,50,000
3	Unidentified Acquisition	35,00,00,000	35%	26,82,75,000	7,66,50,000	10%	(19,16,25,000)
4	Working Capital Requirement	10,00,00,000	10%	7,66,50,000	19,16,25,000	25%	11,49,75,000
<b>TOTAL</b>		<b>1,00,00,00,000</b>	<b>100%</b>	<b>76,65,00,000</b>	<b>76,65,00,000</b>	<b>100%</b>	

**RESOLVED FURTHER THAT** the reallocation of funds is necessitated due to receipt of new work orders requiring higher allocation towards Capital Expenditure in Theme Parks and Working Capital Requirements coupled with lower commitments under the object "Unidentified Acquisition," and the same shall ensure optimal utilization of resources and alignment with the Company's long-term growth strategy.

**RESOLVED FURTHER THAT** consent of the Shareholders of the Company be and is hereby accorded that, pending utilization of the proceeds from the Preferential Issue, the Company may, apart from investing such proceeds in Government Securities, Money Market Instruments including Money Market Mutual Funds, and deposits with Scheduled Commercial Banks, the company may also utilize such investments/FD Receipts for availing credit facilities including but not limited to *Bank Guarantee(s), Overdraft Facility, Earnest Money Deposits, and Letter of Credit* from any Bank(s), on such terms and conditions as may be considered appropriate and in the best interest of the Company, for the purpose of meeting its business requirements.

**RESOLVED FURTHER THAT** any of the Director of the Company or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things, including but not limited to filing requisite forms, disclosures, returns, and intimations with the Stock Exchange(s), the Registrar of Companies, and any other statutory/regulatory authorities, as may be required, and to settle any questions, difficulties, or doubts that may arise in this regard, in order to give full effect to this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of its powers herein conferred to any Committee of Directors or to any one or more Directors or Company Secretary of the Company to give effect to the aforesaid resolution."

**ITEM NO. 4: APPROVAL FOR VARIATION / DEVIATION / ALTERATION IN THE UTILIZATION OF CATEGORY-WISE ALLOCATION OF FUNDS RAISED THROUGH ALLOTMENT OF WARRANT CONVERTIBLE INTO EQUITY SHARES (WITHIN THE SAME OBJECTS OF THE ISSUE)**

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

**"RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), as amended from time to time, and other applicable laws, rules, regulations, circulars and guidelines issued thereunder from time to time by the statutory or regulatory authorities, including the NSE Limited, and in partial modification of the resolution passed by the Shareholders at the Extraordinary General Meeting of the Company held on 25<sup>th</sup> January, 2025, and the terms and conditions stated in the Explanatory Statement annexed thereto, the approval of the shareholders of the Company be and is hereby accorded to vary/alter/reclassify the utilization of the proceeds from the allotment of warrant convertible into equity made by the Company on 14<sup>th</sup> March, 2025, by transferring a portion of the funds earlier allocated for the object '*Unidentified Acquisition*' to the objects '*Capital Expenditure in Theme Parks*' and '*Working Capital Requirements*', as detailed below;

S. NO.	ORIGINAL OBJECTS OF THE ISSUE	AMOUNT PROPOSED IN OFFER LETTER (IN RS)	% OF AMOUNT PROPOSED	AMOUNT RECEIVED FROM ALLOTMENT OF WARRANT (ASSUMING FULL CONVERSION OF WARRANTS) (IN RS)	AMOUNT RECLASSIFIED (IN RS)	% OF AMOUNT RECLASSIFIED	DEVIATION FROM ALLOTMENT AMOUNT
1	General Corporate Purpose	25,00,00,000	25%	23,30,00,000	23,30,00,000	25%	-
2	Capital expenditure in theme parks	30,00,00,000	30%	27,96,00,000	37,28,00,000	40%	9,32,00,000
3	Unidentified Acquisition	35,00,00,000	35%	32,62,00,000	9,32,00,000	10%	(23,30,00,000)
4	Working Capital Requirement	10,00,00,000	10%	9,32,00,000	23,30,00,000	25%	13,98,00,000
<b>TOTAL</b>		<b>1,00,00,00,000</b>	<b>100%</b>	<b>93,20,00,000*</b>	<b>93,20,00,000</b>	<b>100%</b>	

\* 18,64,000 @Rs 500 warrants have been issued and 25% (Rs. 23,30,00,000) have been received as upfront money and balance amount (Rs. 69,90,00,000) to be received upon exercise in one or more tranches by the allottees from the date of allotment of the Warrants until expiry of 18 (Eighteen) months.

**RESOLVED FURTHER THAT** the reallocation of funds is necessitated due to receipt of new work orders requiring higher allocation towards Capital Expenditure in Theme Parks and Working Capital Requirements coupled with lower commitments under the object "Unidentified Acquisition," and the same shall ensure optimal utilization of resources and alignment with the Company's long-term growth strategy.

**RESOLVED FURTHER THAT** consent of the Shareholders of the Company be and is hereby accorded that, pending utilization of the proceeds from the allotment of Warrants convertible into Equity, the Company may, apart from investing such proceeds in Government Securities, Money Market Instruments including Money Market Mutual Funds, and deposits with Scheduled Commercial Banks, the company may also utilize such investments/FD Receipts for availing credit facilities including but not limited to *Bank Guarantee(s), Overdraft Facility, Earnest Money Deposits, and Letter of Credit* from any Bank(s), on such terms and conditions as may be considered appropriate and in the best interest of the Company, for the purpose of meeting its business requirements.

**RESOLVED FURTHER THAT** any of the Director of the Company or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things, including but not limited to filing requisite forms, disclosures, returns, and intimations with the Stock Exchange(s), the Registrar of Companies, and any other statutory/regulatory authorities, as may be required, and to settle any questions, difficulties, or doubts that may arise in this regard, in order to give full effect to this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of its powers herein conferred to any Committee of Directors or to any one or more Directors or Company Secretary of the Company to give effect to the aforesaid resolution."

**ITEM NO. 5: TO APPROVE THE APPOINTMENT OF DR. NAVNEET SINGH (DIN: 00211381) AS AN NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

The members are requested to consider and, if thought fit, to pass with or without modifications the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150,152 and 161 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV of the Act and Regulation 17, Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee, Dr. Navneet Singh (DIN: 00211381), who was appointed as an Non-Executive Independent Director of the Company with effect from 28<sup>th</sup> August, 2025, and who has submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Act and the Listing Regulations, be and is hereby appointed as an Non-Executive Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from 28<sup>th</sup> August, 2025 to 27<sup>th</sup> August, 2030 (Both days inclusive), not subject to retirement by rotation."

**RESOLVED FURTHER THAT** any one of the Directors or Company Secretary of the Company, be and is hereby authorized to file necessary forms/documents with the Registrar of Companies and to do all such acts, deeds, things etc. as may be necessary to give effect to the above resolution."

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect of the special business to be transacted at the meeting set out in the Notice is annexed herewith.
2. Details pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standards - 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is also annexed.
3. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 14/2020 dated April 08, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 3/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 9/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 ("MCA Circulars") and SEBI Circular No. SEBI/ HO/ CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022 SEBI Circular No. SEBI/ HO/CFD/ PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/ HO/CFD/CFD/-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI Circular No. SEBI/HO/ CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 03, 2024 ("SEBI Circulars") and all other relevant circulars issued from time to time has permitted the holding of the AGM through VC/OAVM and has dispensed with the physical presence of the Members at a common venue. Hence, Members are requested to attend and participate at the ensuing AGM through VC/ OAVM facility being provided by the Company through Central Depository Services (India) Limited (CDSL).
4. Central Depository Services (India) Limited (CDSL), will be providing facility for voting through remote e-voting, for participation in AGM through VC/ OAVM facility and e-voting during the AGM.
5. As per SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 which came into effect from 13<sup>th</sup> December, 2024, the requirement to send proxy forms is not applicable to general meetings held only through electronic mode. As this AGM would be conducted through VC / OAVM, the requirement to provide facility for appointment of Proxy by the Members is not applicable. Hence, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
6. Institutional/Corporate Members intending to send their authorized representative(s) to attend the Annual General Meeting through VC/OAVM and cast their votes through e-voting are requested to forward a scanned copy of Board Resolution authorizing their representative to attend and vote at the Annual General Meeting either to the Company at [cs@ztech-india.com](mailto:cs@ztech-india.com) or Scrutinizer at [csjalegalconsult@gmail.com](mailto:csjalegalconsult@gmail.com).
7. Book Closure:

Pursuant to provision of Section 91 of the Companies Act, 2013 and Listing Agreement, the Register of Members and Share Transfer Book will remain closed from 23<sup>rd</sup> September 2025 to 29<sup>th</sup> September 2025 (Both days inclusive) and accordingly, shareholders as on cutoff date 22<sup>nd</sup> September, 2025 will be eligible for e-voting and remote voting on the date of AGM.

  - a. As Beneficial owners, as on 22<sup>nd</sup> September, 2025 as per the list to be furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) in respect of shares held in Dematerialized form, and
  - b. As Members in the Register of Members of the Company as on 22<sup>nd</sup> September, 2025 in respect of shares held in Physical Form, if any after giving effect to all valid share transfers in physical form lodged with the Company or its Registrar & Transfer Agents (R&TA) on or before 23<sup>rd</sup> September, 2025.
8. Nomination:

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

The Nomination form can be downloaded from the Company's website [www.z-techindia.com](http://www.z-techindia.com) under Section "Investors".

**Non-Resident Members:**

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

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

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

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

11. Members may also note that the notice of the Annual General Meeting and the Annual Report will also be available on the Company's website at ([www.z-techindia.com](http://www.z-techindia.com)) and on the website of Stock Exchange where the shares of the Company are listed i.e. National Stock Exchange of India Ltd at [www.nseindia.com](http://www.nseindia.com). The AGM 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). The physical copies of the aforesaid documents will also be available at the Company's Registered Office of the Company on working days except Saturday and Sunday during normal business hours between 9.00 a.m. to 5.00 p.m. for inspection.

12. This Notice is being sent by electronic mode (via e-mail) to those members, whose name appears in the register of members/list of beneficial owners maintained by National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on 03<sup>rd</sup> September, 2025 provided by Maashitla Securities Private Limited (RTA). A person who is not a member on the cut-off date should accordingly treat the Notice as for information purposes only.

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

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

holdings. Those Members who have already registered their e-mail addresses are requested to keep their e-mail address validated with their Depository Participants/ RTA/ Company to enable servicing of notices/documents electronically to their e-mail address.

Note: Kindly provide aforesaid details through email at [cs@ztech-india.com](mailto:cs@ztech-india.com) / [contact@maashitla.com](mailto:contact@maashitla.com).

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

The cut-off date for determining the Members eligible to vote on resolution proposed to be considered at the Meeting is Monday, September 22, 2025. The remote e-voting period will commence on Friday, September 26, 2025 at 09:00 AM IST and ends on Sunday, September 28, 2025 at 05:00 PM IST. The remote e-voting will not be allowed beyond the aforesaid date and time. The remote e-voting module shall be disabled thereafter. The Resolution will be deemed to have been passed on the date of the Meeting, if approved by the requisite majority. Only those Members whose names are appearing on the Register of Members/List of Beneficial Owners as on the cut-off date, shall be entitled to cast their vote through remote e-voting or voting through VC/OAVM at the AGM, as the case may be. A person who is not a member on the cut-off date should treat this notice for information purpose only. The Members who have cast their vote by remote e-voting prior to the AGM may also attend and participate in the proceedings of the AGM through VC/ OAVM but shall not be entitled to cast their votes again. The Members can opt for Only one mode of voting i.e. remote e-voting or e-voting at the AGM.

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

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

16. The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the AGM. The Company may close the window for joining the VC/OAVM facility 15 minutes after the scheduled time to start the AGM. The facility of participation at the AGM through VC/OAVM will be made available for

1,000 Members on first come first serve basis. This will not include large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee, Stakeholders' Relationship Committee and Auditors, who are allowed to attend the AGM without restriction on account of first come first serve basis.

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

17. The Board of Directors have appointed **M/s. Jai Kishan & Associates**, Practicing Company Secretaries (Membership No. FCS 12388 and CP No. 19407), as the Scrutinizer to scrutinize the remote e-voting and e-voting at the AGM in

a fair and transparent manner. The Scrutinizer will submit his report to the Chairperson/Company Secretary of the Company after completion of the scrutiny of the remote e-voting and e-voting at the AGM. The results will be announced by the Chairman/Company Secretary of the Company within two working days from the conclusion of the AGM and will be posted on the Company's website at [www.z-techindia.com](http://www.z-techindia.com) and will also be posted on the website of Maashitla Securities at <https://maashitla.com/>. The results shall also be intimated to the Stock Exchange where the shares of the Company are listed i.e. National Stock Exchange of India Ltd at [www.nseindia.com](http://www.nseindia.com).

18. Details of Directors seeking appointment or re-appointment at the forthcoming Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI Listing Regulations, and Secretarial Standard - 2 (SS-2).

**(Item No. 2 of the Notice)**

Name of Director	Mr. Anuj Kumar Poddar
DIN	10248556
Nationality	Indian
Date of first appointment on the Board	30-09-2023 (Change in designation from Director to Whole Time Director w.e.f. 17-01-2024)
Date of Birth and Age	22-11-1967, Age-57
Qualifications	B.A. (FINE) Painting
Capacity	Whole Time Director
Experience and expertise in Specific Functional Areas/Brief resume	Mr. Anuj Kumar Poddar has rich experience of more than 26 years in the Glass Industry. He started his initial career as glass designer at Glasstones Mehtaab Engineering Vadodara. Also, he has been part of various workshops, exhibitions and group shows with diverse national and international participants.
Directorships in listed Companies and other directorships	NIL
Companies from which the Director has resigned in the past three years	NIL
Membership/Chairmanship in the Committees of the Boards of Companies in which he is a director as on March 31, 2025.	NIL
Terms and Conditions of appointment/ Reappointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Anuj Kumar Poddar was appointed as a Whole Time Director for a period of 5 years i.e. from January 17, 2024 to January 16, 2029 and is liable to retirement by rotation.
Details of remuneration sought to be paid	9,00,000
Last drawn remuneration	NIL
Number of meetings of Board attended during the year	11
Number of shares held in the Company including shareholding as a beneficial owner	NIL
Justification for choosing the individual for appointment as an Independent Director	NA
Relationship with other Directors'/KMPs	NIL

<b>(Item No. 5 of the Notice)</b>	
Name of Director	Dr. Navneet Singh
DIN	00211381
Nationality	Indian
Date of first appointment on the Board	28-08-2025
Date of Birth and Age	04-01-1972, Age-53
Qualifications	MD & M.B.B.S
Capacity	Independent Director
Experience and expertise in Specific Functional Areas/Brief resume	Dr. Navneet Singh is a healthcare management professional with over 20 years of active clinical experience in Anesthesia, Emergency Medicine, and Critical Care. He has served as a Director for Emergency Medicine and Critical Care departments at several hospitals, including Fortis Vasant Kunj, Saket City Hospital (Current Max Smart), Rockland Group of Hospitals, BLK hospital, and Nanavati Super Speciality hospital. He was also the Facility Director of Fortis Le Femme, where he was responsible for P&L and overall facility functioning.
Directorships in listed Companies and other directorships	1. Em-Sos Medical Private Limited 2. Emsos Aviation Private Limited
Companies from which the Director has resigned in the past three years	NIL
Membership/Chairmanship in the Committees of the Boards of Companies in which he is a director as on March 31, 2025.	NIL
Terms and Conditions of appointment/ Reappointment	In terms of Section 149, 150, 152 and 161 of the Companies Act, 2013, Dr. Navneet Singh appointed as an Independent Director for a period of 5 years i.e. commencing from August 28, 2025 to August 27, 2030 and is not subject to retirement by rotation.
Details of remuneration/sitting fees (per Board Meeting) sought to be paid	₹ 10,000/- (per Board Meeting)
Last drawn remuneration	NIL
Number of meetings of Board attended during the year	NIL
Number of shares held in the Company including shareholding as a beneficial owner	NIL
Justification for choosing the individual for appointment as an Independent Director	NA
Relationship with other Directors'/KMPs	NIL

# THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

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

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

- i. The voting period begins on <September 26, 2025 at 9.00 a.m.> and ends on <September 28, 2025 at 5.00 p.m.>. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <September 22, 2025> may cast their vote electronically. The e-voting module shall be disabled by CDSL 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.

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

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ol style="list-style-type: none"><li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <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 and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>2) 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></li><li>3) 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen, After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li></ol>

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

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

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

- 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.

Type of shareholders	Login Method
<b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</b>	<p>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on company name or e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>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 &amp; voting during the meeting.</p>

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

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

Login Type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <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 NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</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.**

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

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](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) <ul style="list-style-type: none"> <li>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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>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.</li> </ul>

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

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

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

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

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

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

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

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

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

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

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

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

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](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 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:**

- The procedure for attending meeting & e-Voting on the day of the AGM/ 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 AGM/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 **10 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 AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [cs@ztech-india.com](mailto:cs@ztech-india.com). These queries will be replied to by the company suitably by email.

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

9. Only those shareholders, who are present in the AGM/ 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/AGM.

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

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@ztech-india.com](mailto:cs@ztech-india.com).
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending 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, 25<sup>th</sup> 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. 3, 4 and 5 of the accompanying Notice dated **05<sup>th</sup> September, 2025**:

## IN RESPECT OF ITEM NO. 3:

The Members of the Company, at the Extraordinary General Meeting held on 25<sup>th</sup> January, 2025, approved the preferential allotment of equity shares and the proposed utilization of the proceeds thereof for the objects outlined in the Explanatory Statement annexed to the Notice of the said Meeting. Pursuant to the completion of allotment on 14<sup>th</sup> March, 2025, the proceeds were allocated towards General Corporate Purpose, Capital Expenditure in Theme Parks, Unidentified Acquisition, and Working Capital Requirements.

In light of the reduced requirements under "Unidentified Acquisition" and receipt of new work orders necessitating higher allocation towards Capital Expenditure in Theme Parks and Working Capital Requirements, it is proposed to reclassify a portion of the funds earlier earmarked for "Unidentified Acquisition" towards the aforesaid objects of the issue.

The proposed reclassification of the utilization of proceeds is as follows:

S. NO.	ORIGINAL OBJECTS OF THE ISSUE	AMOUNT PROPOSED IN OFFER LETTER (IN RS)	% OF AMOUNT PROPOSED	AMOUNT RECEIVED THROUGH ALLOTMENT (IN RS)	AMOUNT RECLASSIFIED (IN RS)	% OF AMOUNT RECLASSIFIED	DEVIATION FROM ALLOTMENT AMOUNT
1	General Corporate Purpose	25,00,00,000	25%	19,16,25,000	19,16,25,000	25%	-
2	Capital expenditure in theme parks	30,00,00,000	30%	22,99,50,000	30,66,00,000	40%	7,66,50,000
3	Unidentified Acquisition	35,00,00,000	35%	26,82,75,000	7,66,50,000	10%	(19,16,25,000)
4	Working Capital Requirement	10,00,00,000	10%	7,66,50,000	19,16,25,000	25%	11,49,75,000
<b>TOTAL</b>		<b>1,00,00,00,000</b>	<b>100%</b>	<b>76,65,00,000</b>	<b>76,65,00,000</b>	<b>100%</b>	

The Board is of the view that the proposed reallocation/reclassification of funds will enable the Company to optimize resource deployment, maintain adequate liquidity for project execution, and align the utilization of proceeds with its long-term growth strategy.

Further to enhance financial flexibility and to enable the Company to optimize the utilization of available resources, the Board seeks the approval of the shareholders to permit the Company to utilize such temporary investments (including Fixed Deposit Receipts) for availing non-fund-based and fund-based credit facilities such as *Bank Guarantees, Overdraft Facilities, Earnest Money Deposits and Letters of Credit* from banks. This will support the Company in meeting its business requirements, including execution of new work orders, working capital requirements, and other operational needs.

The proposal is solely an enabling provision and does not in any manner modify the approved objects of the Preferential Issue. The proceeds shall continue to be utilized strictly in accordance with applicable laws, including the SEBI (ICDR) Regulations, 2018, and SEBI (LODR) Regulations, 2015.

The Board recommends passing of the special resolution as set out in Item No. [3] of this Notice by the shareholders.

None of the Directors, Key Managerial Personnel ("KMP") of the Company, or their relatives, are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. [3].

## IN RESPECT OF ITEM NO. 4:

The Members of the Company, at the Extraordinary General Meeting held on 25<sup>th</sup> January, 2025, approved the allotment of warrants convertible into equity shares and the proposed utilization of the proceeds thereof for the objects outlined in the Explanatory Statement annexed to the Notice of the said Meeting. Pursuant to the completion of allotment on 14<sup>th</sup> March, 2025, the proceeds were allocated towards General Corporate Purpose, Capital Expenditure in Theme Parks, Unidentified Acquisition, and Working Capital Requirements.

In light of the reduced requirements under "Unidentified Acquisition" and receipt of new work orders necessitating higher allocation towards Capital Expenditure in Theme Parks and Working Capital Requirements, it is proposed to reclassify a portion of the funds earlier earmarked for "Unidentified Acquisition" towards the aforesaid objects of the issue.

The proposed reclassification of the utilization of proceeds is as follows:

S. NO.	ORIGINAL OBJECTS OF THE ISSUE	AMOUNT PROPOSED IN OFFER LETTER (IN RS)	% of AMOUNT PROPOSED	AMOUNT RECEIVED FROM ALLOTMENT OF WARRANT (ASSUMING FULL CONVERSION OF WARRANTS) (IN RS)	AMOUNT RECLASSIFIED (IN RS)	% of AMOUNT RECLASSIFIED	DEVIATION FROM ALLOTMENT AMOUNT
1	General Corporate Purpose	25,00,00,000	25%	23,30,00,000	23,30,00,000	25%	-
2	Capital expenditure in theme parks	30,00,00,000	30%	27,96,00,000	37,28,00,000	40%	9,32,00,000
3	Unidentified Acquisition	35,00,00,000	35%	32,62,00,000	9,32,00,000	10%	(23,30,00,000)
4	Working Capital Requirement	10,00,00,000	10%	9,32,00,000	23,30,00,000	25%	13,98,00,000
<b>TOTAL</b>		<b>1,00,00,00,000</b>	<b>100%</b>	<b>93,20,00,000</b>	<b>93,20,00,000</b>	<b>100%</b>	

Further on 14<sup>th</sup> March, 2025, the company had allotted 18,64,000 warrants at a rate of Rs 500 each and 25% (Rs. 23,30,00,000) received as upfront money and balance amount (Rs. 69,90,00,000) to be receive upon exercise in one or more tranches by the allottees from the date of allotment of the Warrants until expiry of 18 (Eighteen) months.

The Board is of the view that the proposed reallocation/reclassification of funds will enable the Company to optimize resource deployment, maintain adequate liquidity for project execution, and align the utilization of proceeds with its long-term growth strategy.

Further to enhance financial flexibility and to enable the Company to optimize the utilization of available resources, the Board seeks the approval of the shareholders to permit the Company to utilize such temporary investments (including Fixed Deposit Receipts) for availing non-fund-based and fund-based credit facilities such as *Bank Guarantees, Overdraft Facilities, Earnest Money Deposits and Letters of Credit* from banks. This will support the Company in meeting its business requirements, including execution of new work orders, working capital requirements, and other operational needs.

The proposal is solely an enabling provision and does not in any manner modify the approved objects of the Allotted Warrant convertible into equity. The proceeds shall continue to be utilized strictly in accordance with applicable laws, including the SEBI (ICDR) Regulations, 2018, and SEBI (LODR) Regulations, 2015.

The Board recommends passing of the special resolution as set out in Item No. [4] of this Notice by the shareholders.

None of the Directors, Key Managerial Personnel ("KMP") of the Company, or their relatives, are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. [4].

#### IN RESPECT OF ITEM NO. 5:

On the recommendation of the Nomination & Remuneration Committee ("NRC"), the Board of Directors ("Board") appointed Dr. Navneet Singh (DIN:00211381) as an Additional Director with effect from August 28, 2025 and as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from August 28, 2025 upto August 27, 2030 (both days inclusive), subject to the approval of shareholders.

Dr. Navneet Singh is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his written consent to act as a Director of the Company along with other requisite disclosures under applicable provisions. Dr. Navneet Singh is not related to any of the existing Directors of the Company and does not hold any shares in the Company.

In the opinion of the Board and basis the declarations received from Dr. Navneet Singh, he fulfils the conditions specified in the Act and rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for his appointment as an Non-Executive Independent Director of the Company and is independent of the management.

The NRC and the Board are of the view that Dr. Navneet Singh possesses the requisite skills and capabilities. Considering the skills, experience and expertise, the NRC and the Board considers that this association would be of immense benefit to the Company and it is desirable to avail services of Dr. Navneet Singh as an Non-Executive Independent Director. Accordingly, the Board recommends the resolution in relation to the appointment of Dr. Navneet Singh as an Non-Executive Independent Director, for the approval by the shareholders of the Company.

Disclosures as required under Secretarial Standard 2 on General Meetings and Regulation 36(3) of Listing Regulations are provided as an Annexure to this Notice.

In accordance with the provisions of Section 149 of the Act read with Schedule IV thereto, the appointment of Independent Directors requires approval of the Members. Further, as per Regulation 25(2A) of the Listing Regulations, appointment of an Independent Director shall be subject to the approval of Members by way of a special resolution. Accordingly, the appointment of Dr. Navneet Singh as an Independent Director requires approval of the Members by passing a special resolution.

Except Dr. Navneet Singh, being the appointee, none of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as shareholders in general in the resolution set out at item No. 5.

Accordingly, the approval of the Members is sought for the appointment of Dr. Navneet Singh as an Non-Executive Independent Director, not liable to retire by rotation, to hold office for a period of 5 (five) consecutive years, from August 28, 2025 to August 27, 2030 (both days inclusive).

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

Sd/-

Date: 05.09.2025

**Ashish Goel**

Place: Delhi

Company Secretary & Compliance Officer