



**Annexure IV**

**To,  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai-400001**

Dear Sir,

**Sub: Application for “In-principle approval” for issue and allotment of 40,10,00,000 Warrants (Equity Convertible warrants) to be issued on a preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.**

We, Brajesh Gupta & Co., Practicing Company Secretary have verified the relevant records and documents of **Indian Infotech And Software Limited** with respect to the proposed preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

- a) None of the proposed allottee(s) has/ have sold any equity shares of the company during the 90 trading days preceding the relevant date. Further, where the proposed allottee(s) is/ are promoter/ promoter group entity, then none of entities in the promoter and promoter group entities has/ have sold any equity share of the company during the 90 trading days preceding the relevant date.
- b) Two proposed allottees are holding equity shares of the issuer for a period starting from the relevant date till the date of preferential allotment as follows:

<b>Sr. No</b>	<b>Name of the proposed allottee</b>	<b>The natural persons who are ultimate beneficial owner</b>	<b>Category (Promoter/Non-Promoter)</b>	<b>No. of Shares</b>	<b>Percentage holding (%)</b>
1	ABHILASHA CHAUDHARY	Individual	Non-Promoter	20,000	0.00
2	GENEROSITY SHARE TRADING PRIVATE LIMITED	Body Corporate: Sagar Shee	Promoter	1,49,07,037	1.18

- c) The pre-preferential shareholding of each of proposed allottee(s) has been locked in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018. Further, there is no sale/ pledge of pre-preferential.

<b>Name of Proposed Allottee</b>	<b>DP ID *</b>	<b>Pre-preferential holding</b>	<b>Lock-in details</b>		<b>Pledged with</b>	<b>Pledge end date</b>
			<b>From</b>	<b>To</b>		
ABHILASHA CHAUDHARY	IN301983 10752502	20,000	31/01/2025	30/08/2025	NA	NA
GENEROSITY SHARE TRADING PRIVATE LIMITED	12066400 00004503	1,49,07,037	31/01/2025	30/08/2025	NA	NA

- d) None of the proposed allottees belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018.



***BRAJESH GUPTA & Co.***

**COMPANY SECRETARY IN PRACTICE**

**ICSI UCN- SS2020752900, PRN-2012/2022**

**Add: I-74, LIG COLONY, INDORE (M.P.)-452007**

**Ph. No. +91756666512, email-id: [brajesh.cs19@gmail.com](mailto:brajesh.cs19@gmail.com)**

- e) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the company has complied with all legal and statutory formalities and no statutory authority has restrained the company from issuing these proposed securities.
- f) The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of the company. It is further confirmed that for the proposed preferential issue, the price of the equity shares of the company has been determined in compliance with the valuation requirement as mentioned in the AoA of the company.”
- g) The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. 2024-2025 is more than 5% of the post issue fully diluted share capital of the issuer.

OR

~~The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. 2024-25 is less than 5% of the post issue fully diluted share capital of the issuer.~~

**For Brajesh Gupta & Co.  
Practicing Company Secretary**



**CS Brajesh Gupta  
Mem No.: ACS.: 33070  
COP NO. 21306  
UDIN- A033070F003824110**

**Date: 29/01/2025  
Place:-Indore**