

The Chief General Manager
Listing Operation,
BSE Limited,
20th Floor, P. J. Towers,
Dalal Street,
Mumbai - 400 001.

Dear Sir/Madam,

Sub: Application for "In-principle approval" for issue and allotment of 1,00,40,000 (One Crore Forty Thousand) Convertible Equity Share Warrants by ITCONS E-Solutions Limited ("the Company") to be issued on a preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

I, Abbas Vithorawala, Practising Company Secretary, have verified the relevant records and documents of ITCONS-Solutions Limited ("the Company") with respect to the proposed preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

- None of the proposed allottee(s) have sold any equity shares of the company during the 90 trading days preceding the relevant date. Further, none of entities in the promoter and promoter group entities have sold any equity share of the company during the 90 trading days preceding the relevant date i.e., June 14, 2024.
- The proposed allottees as mentioned in 'point c' below except Mr. Gaurav Mittal, Mrs. Swati Jain and Mr. Saurabh Gangal do not hold any equity shares of the issuer for a period starting from the relevant date till the date of preferential allotment.
- 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 holding from June 14, 2024 till June 21, 2024. The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

Name of Proposed Allottee	DP ID	Pre-preferential holding	Lock-in details		Pledged with	Pledge end date
			From	To		
Gaurav Mittal	IN30299410103071	6,60,917	25.02.2023	18.03.2026	NA	NA
		13,00,637	21.06.2024	31.12.2024	NA	NA
Swati Jain	IN30299410103356	3,44,829	25.02.2023	18.03.2026	NA	NA
		6,78,593	21.06.2024	31.12.2024	NA	NA
Adit Mittal	1208160125841198	0	NA	NA	NA	NA
Saurabh Gangal	IN30299410103934	3,43,728	21.06.2024	31.12.2024	NA	NA
Satish Kumar	1208160148813100	0	NA	NA	NA	NA
Sunil	1208160150650410	0	NA	NA	NA	NA
Mishra Harsh Kumar Sarvendra Kumar	120816015886001	0	NA	NA	NA	NA
Ramu Panjiyar	1208160118527701	0	NA	NA	NA	NA
Pooja Gupta	1208160067769220	0	NA	NA	NA	NA
Pushpa Bhaju	12035000899444	0	NA	NA	NA	NA
Bibi Hajira	IN30154962463285	0	NA	NA	NA	NA
Mohammed Haris K	IN30214811236468	0	NA	NA	NA	NA
Venumuddala Vivek Reddy	1206690000485646	0	NA	NA	NA	NA
Rosy Sethia	IN30051310778408	0	NA	NA	NA	NA
Samta Polymers Limited	1207700000013526	0	NA	NA	NA	NA
Urmila Daga	1208160069477808	0	NA	NA	NA	NA
Sneha Bothra	1208160084610723	0	NA	NA	NA	NA
Rekha Bhagat	1201090019336730	0	NA	NA	NA	NA
Ashok Dilip Kumar Jain	IN30226913997891	0	NA	NA	NA	NA
Dilip Keshri Sanklecha	IN30290246657803	0	NA	NA	NA	NA
Ravi Ashok Kothari	1202700000322404	0	NA	NA	NA	NA
Khadiya Garima Suhas	1202700000652210	0	NA	NA	NA	NA
Amit Ramanlal Lodha	1201910106058656	0	NA	NA	NA	NA
Joy Banerjee	1202700000530945	0	NA	NA	NA	NA
Brijendra Kumar	1201090037310894	0	NA	NA	NA	NA
Kalidas Vijay Magar	1202700000853222	0	NA	NA	NA	NA



Rajesh Tripathi	IN30051312758642	0	NA	NA	NA	NA
Yogesh Vilas Kankaria	1204470028409415	0	NA	NA	NA	NA
Suraj Babulal Bothra HUF	1202700000985912	0	NA	NA	NA	NA
Alka Jaysing Lambe	1204470029250930	0	NA	NA	NA	NA
Himanshu Keshubhai Togadia	1208870230816461	0	NA	NA	NA	NA
Sunanda Dinesh Jain	IN30302850035500	0	NA	NA	NA	NA
Harshul Popatlal Jain	IN30226990003526	0	NA	NA	NA	NA
Samar Shahaji Ransing	1202700000982472	0	NA	NA	NA	NA
Sanghavi Vishal K	1201210100612571	0	NA	NA	NA	NA
Jayantilal Sardarmal Jain HUF	1202870000093541	0	NA	NA	NA	NA
Jash Ritesh Jain	1208160014351821	0	NA	NA	NA	NA
Jasmita Jimesh Jain	1203320295181376	0	NA	NA	NA	NA
Sudha Bhushan	1204470030666800	0	NA	NA	NA	NA

* Lock in has been executed wef 21.06.2024, however there is no sale/pledge of pre-preferential holding from 14.06.2024 till 20.06.2024.

- 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.
- 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., FY 2024-25 is less than 5% of the post-issue fully diluted share capital of the issuer except for Mr. Gaurav Mittal, Mrs. Swati Jain, Mr. Adit Mittal and Ms. Pushpa Bhaju.

Disclaimer: The Certifications aforementioned derive from pertinent information and documentation furnished by the company. I hereby absolved myself of any liability in the event that the information presented to me is found to be inaccurate or untrue.

Abbas Vithorawala
ABBAS VITHORAWALA
 Company Secretary In Practice
 Membership No. 23671
 C. P. No. 8827
 Peer Review: 4672/2023

UDIN: A023671F000603351

Date: 21.06.2024
 Place: Kolkata