

CS Abbas Vithorawala

B.Com (Hons), ACS
Practising Company Secretary

Mobile : 0 90072 08362

Annexure IV

To,
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 1,43,00,000 (One Crore Forty Three Lakhs) Convertible Equity Share Warrants by Ambo Agritec 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 Ambo Agritec 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., May03, 2024.
- The proposed allottees as mentioned in ‘point c’ below except Mr. Umesh Kumar Agarwal do not hold any equity shares of the issuer for a period starting from the relevant date till the date of preferential allotment.
- Mr. Umesh Kumar Agarwal’s who is having pre-preferential shareholding in the Company has his demat account frozen on account of Company not complying with the requirements of Regulation 6(1) of SEBI (LODR) Regulations, 2015 and also due to non-payment of fines imposed thereon within the timeframe provided for payment of the same. Company has complied with the Regulation 6(1) and has made the requisite payment as directed by the exchange on May 10, 2024. The pre-preferential shareholding of Mr. Umesh Kumar Agarwal shall be locked in accordance with SEBI (ICDR) Regulations, 2018 once his account is unfrozen by the depositories. Further as per the undertaking dated May 10, 2024, Mr. Umesh Kumar Agarwal shall not sell any shares from the relevant date, i.e., May 03, 2024 till the date of execution of lock in. Further, apart from Mr. Umesh Kumar Agarwal, no other allottee as mentioned below holds shares in the Company as on the relevant date May 03, 2024. Further, there is no sale/ pledge of pre-preferential holding from May03, 2024 till May10, 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		
Umesh Kumar Agarwal	1201060004834819	18,79,032	17.12.2022	10.12.2025	NA	NA
		38,14,128	Nil*	Nil [#]	NA	NA
Ravi Ashok Kothari	1202700000322404	0	NA	NA	NA	NA
Garima Suhas Khabiya	1202700000652212	0	NA	NA	NA	NA
Joy Banerjee	1202700000530945	0	NA	NA	NA	NA
Kalidas Vijay Magar	1202700000853222	0	NA	NA	NA	NA
Rajesh Tripathi	IN30051312758642	0	NA	NA	NA	NA
Dilip Keshrimal Sanklecha	IN30290246657803	0	NA	NA	NA	NA
Ashok Dilipkumar	IN30226913997891	0	NA	NA	NA	NA



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Jain						
Amit Ramanlal Lodha	1201910106058656	0	NA	NA	NA	NA
Pushpa Bhaju	12035000899444	0	NA	NA	NA	NA
Venumuddala Vivek Reddy HUF	1206690005663050	0	NA	NA	NA	NA
Bibi Hajira	IN30154962463285	0	NA	NA	NA	NA
Preetam Bhat S	1301240004708917	0	NA	NA	NA	NA
Rakesh Sethia	1207700000013623 IN30018312153803 IN30429586712585 1208160108388883	0	NA	NA	NA	NA
Rosy Sethia	IN30051310778408	0	NA	NA	NA	NA

*18,79,032 shares are under lockin from 17.11.2022 to 10.12.2025

#38,14,128 shares shall be locked in once the demat account of Mr. Umesh Kumar Agarwal is unfrozen.

- 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. Umesh Kumar Agarwal, Mr. Ashok Dilip Kumar Jain and Ms. Pushpa Bhaju.

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

Date: 10.05.2024

Place: Kolkata

Abbas Vithorawala
ABBAS VITHORAWALA
 Company Secretary In Practice
 Membership No. 23671
 C. P. No. 8827

Peer Review: 12009WB709500

UDIN: A023671F000350888