

DCS/PREF/PB/PRE/991/2020-21

“E-Letter”

February 1, 2021

The Company Secretary
Xtglobal Infotech Ltd.
Plot Nos. 31 (part) & 32, Third Floor, Tower A,
Ramky Selenium, Financial District Nanakramguda,
Hyderabad, Telangana – 500032

Dear Sir,

Re: ‘In-principle’ approval under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

We refer to your application seeking our “in-principle” approval for the issue of 1,30,00,828 equity shares of Re. 1/- each to be issued at a price not less than Rs. 25.20/- to Non-Promoters on a preferential basis pursuant to share swap basis.”

The Exchange hereby grants its ‘in-principle’ approval for the aforesaid issue. This ‘in-principle’ approval should not be construed as our approval for listing of aforesaid security and you are required to duly and separately comply with the requirements in respect thereof.

You are advised to ensure that the issue and allotment of securities is strictly in accordance with the provisions of the Companies Act, 2013, Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, the Depositories Act, 1996 including the Rules, Regulations, Guidelines, etc. made there under, Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (ICDR Regulations), the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (LODR Regulations) and the Listing Agreement signed with us. In addition, you shall also obtain such statutory and other approvals as are required for the purpose.

As per your undertaking dated January 29,2021, the Company is required to ratify the non- disclosure of post no. of shares for non-promoter allottee namely, Srinivasa Raju Kosuri and Sagi Jagadesh Chandra Varma as per requirement of Regulation 163(1)(f) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 in the explanatory statement of notice and the said ratification shall be done before seeking listing approval of securities under this issue and the Company is required to ratify and disclose the correct valuation report of Mr. Sanka Hari Surya IBBI Registered Valuer dated 8th December, 2020 in the ensuing general meeting before seeking listing approval for the shares so allotted so as to be in compliance as per requirement of Regulation 163 (3) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

On allotment of securities pursuant to this ‘in principle’ approval you are required to make a listing application without delay, with applicable fees, in terms of Regulation 14 of the LODR Regulations and comply with the post issue formalities. Listing application and the checklist for post issue listing formalities can be downloaded from the link:<https://www.bseindia.com/static/about/downloads.aspx>. Further, it should be noted by Depositories and the Company that in case of allotment of Convertible Securities, there would be automatic release of excess lock-in period of Pre-Preferential Holding of allottees by Depositories in compliance with SEBI(ICDR) Regulations,2018 without requirement of any NOC by the Exchange.

In addition to above, the company should note that as per Schedule XIX – Para (2) of ICDR Regulations and as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/94 dated August 19, 2019, “the issuer or the issuing company, as the case may be, shall, make an application for listing, **within twenty days** from the date of allotment, to one or more recognized stock exchange(s)” along with the documents specified by stock exchange(s) from time to time. Any Non-compliance with the above requirement will attract, the fine as mentioned in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/94 dated August 19, 2019.

The Exchange reserves its right to withdraw this ‘in-principle’ approval at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or if it contravenes any Rules, Bye-laws and Regulations of the Exchange, LODR Regulations, ICDR Regulations and Guidelines/ Regulations issued by any statutory authorities etc.

Yours faithfully,

Sd/-
Nitinkumar Pujari
Senior Manager