Declaration from the Promoter Individual

Date: December 1, 2024

To,
The Board of Directors
NACDAC Infrastructure Limited
KF-120, Kavi Nagar, Ghaziabad,
Uttar Pradesh - 201002, India.

GYR Capital Advisors Pvt Ltd
428, 4th Floor, Gala Empire, Near J B Tower,
Drive in Road, Thaltej, Ahmedabad,
Gujarat - 380054, India.

(**GYR Capital Advisors Pvt Ltd** referred to as the “**Book Running Lead Manager**”)

Dear Sir,

Sub: Proposed Initial Public Offering (the “Issue”) of Equity Shares of ₹10/- (the “Equity Shares”) by NACDAC Infrastructure Limited (the “Company”) (referred to as the “Offer”)

I, **Hemant Sharma**, hereby give consent to my name being included as one of the Individuals forming part of the Promoter of the Company in the Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus (“**Offer Documents**”) that the Company intends to file with the SME Platform of National Stock Exchange of India Limited where the Equity Shares are proposed to be listed (“**Stock Exchange**”) and with the Registrar of Companies, Delhi (“**RoC**”) or any other authority as may be applicable.

I further confirm and certify that:

1. I, named **Hemant Sharma** being the Promoter of the company in terms of 2(1) (oo) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”).

2. There has been no financing arrangement whereby I have financed the purchase of Equity Shares of the Company by any other person other than in the normal course of the business during the period of six months immediately preceding the date of filing of this Draft Red Herring Prospectus.

3. Details of the Equity Shares held by me is as follows in the company:

Sl. No.	Pre-Offer		Post-Offer	
	Number of Equity Shares	Percentage of Pre-Offer Capital (%)	Number of Equity Shares	Percentage of Post-Offer Capital (%)
1	57,09,425	74.49		

4. Details of the Equity Shares more than 20% held by me is as follows (other than the Issuer Company):

Sl. No.	Name of the Company	No. of Equity Shares held	% of Total Share Capital
Not Applicable			

5. Details of the HUF in which I am member or Karta:

Sl. No.	Name of HUF	Nature of Relationship
Not Applicable		

6. Details of the Partnership firm / LLP in which I am partner:

Sl. No.	Name of the Partnership Firm or LLP	% of Partnership Share
Not Applicable		

7. The Share Capital Build-up of Equity Shares held by me in the Company is as under:

Date of allotment/ Acquisition	Nature of Transaction	No. of Equity Shares	Face Value per Equity Share (in ₹)	Offer / transfer price per Equity Share (in ₹)	Nature of consideration (cash / other than cash)	Cumulative number of Equity Shares	% of pre Offer capital	% of post Offer capital	Source of funds
19.06.2012	At the time of Incorporation	5,000	10	10	Cash	5,000			
19.01.2021	Conversion of Loan into Equity	39,000	10	250	Other than Cash	44,000			
12.02.2021	Right Issue	16,240	10	250	Cash	60,240			
05.03.2021	Transfer of Shares through Gift	5,000	10	10	-	65,240			
19.03.2021	Bonus Issue	48,930	10	10	Other than Cash	1,14,170			
28.08.2021	Transfer of Shares	(10)	10	147	-	1,14,160			
29.12.2021	Conversion of Loan into Equity	23,809	10	147	Other than Cash	1,37,969			
31.03.2022	Bonus Issue	17,93,597	10	10	Other than Cash	19,31,566			
28.02.2024	Right Issue	1,08,833	10	30	Cash	20,40,399			
12.03.2024	Right Issue	49,666	10	30	Cash	20,90,065			
28.03.2024	Transfer of Shares	(2,000)	10	30	-	20,88,065			
28.03.2024	Transfer of Shares through Gift	22,95,922	10	10	-	43,83,987			
30.03.2024	Bonus Issue	13,45,438	10	10	Other than Cash	57,29,425			
10.05.2024	Transfer of Shares	(20,000)	10	30	-	57,09,425			

8. Except as stated below, I have not sold or purchased any Equity Shares or other specified securities of the Company during the six months immediately preceding the date of this Draft Red Herring Prospectus:

Name of the individual	Nature of Transaction	No. of Equity Shares/ specified securities sold/ transferred	Date of transaction	Transaction Price per Equity Share (₹)
Hemant Sharma	Right Issue **(Acquire)**	1,08,833	28.02.2024	30
Hemant Sharma	Right Issue **(Acquire)**	49,666	12.03.2024	30
Hemant Sharma	Transfer of Shares **(Sold)**	(2,000)	28.03.2024	30
Hemant Sharma	Transfer of Shares through Gift from Uma Sharma **(Acquire)**	22,95,922	28.03.2024	NIL
Hemant Sharma	Bonus Issue **(Acquire)**	13,45,438	30.03.2024	NIL
Hemant Sharma	Transfer of Shares to Mukul Mittal **(Sold)**	(20,000)	10.05.2024	30

9. The aforementioned shares have not been pledged or otherwise encumbered;

10. I shall not offer in any manner whatsoever any incentive, whether direct or indirect, in cash, in kind or in services or otherwise to any Bidder for making a Bid;

11. I shall not submit Bids in this Offer.

12. I certify that no amount or benefit has been paid or given to me within the two years preceding the date of filing draft offer document or intended to be paid or given to me.

13. I undertake that as on date of Draft Red Herring Prospectus none of the Equity Shares held by us have been pledged to any person, including banks and financial institutions.

14. I shall not participate in the Offer and shall not apply under Anchor Investor Category;

15. I ensure that any transactions in the Equity Shares by me during the period between the date of registering the Prospectus with the RoC and the date of closure of the Offer shall be reported to the Stock Exchange within 24 hours of such transactions.

16. There are no material existing or anticipated transactions in relation to the utilization of the Net Proceeds with me and I shall not receive any part of the Net Proceeds as consideration, except in the ordinary course of business.

17. Other than the benefits mentioned in the related party transactions as per the applicable Accounting Standards there has been no payment of any amount of benefits nor any intention to pay or give any benefit by the Company to us during the last two years from the date of the Draft Red Herring Prospectus;

18. I have not been declared as wilful defaulter and fraudulent borrower by the RBI or any other governmental authority and there is no violations of securities laws committed by me in the past or currently pending against me.

19. I have not been debarred, or restricted from accessing the capital markets for any reasons, by SEBI or any other authorities.

I confirm that I will immediately inform the Book Running Lead Manager appointed in respect of the Offer, of any changes to the above information until the date when the Equity Shares offered in this Offer receive final listing and trading approval from the Stock Exchange and commence trading on the Stock Exchange. In the absence of any such communication from me, the above information should be taken as updated information until the commencement of listing and trading on the Stock Exchange.

I hereby authorize you to deliver this certificate to the SEBI, Stock Exchange, RoC and other statutory, regulatory or governmental authority, as may be required. This certificate may be relied on by the Book Running Lead Manager and the legal advisor in relation to the Offer in conducting and documenting their investigation of the affairs of the Company in connection with the Offer and for the purpose of any defence the Book Running Lead Manager may wish to advance in any claim or proceeding in connection with the Offer.

I also consent to the extracts of this certificate being used for disclosure in the Offer Documents to be issued by the Company in relation to the Offer and other Offer related materials. This certificate may be produced in any actual or potential proceeding or actual or potential dispute relating to or connected with the Offer or otherwise in connection with the Offer.

Yours Faithfully,

Hemant Sharma
KF-120, Kavi Nagar,
Ghaziabad, Uttar Pradesh - 201002, India

Cc to

Legal Counsel to the Offer
Vidhigya Associates, Advocates
501, 5th floor, Jeevan Sahakar Building,
Homji Street, Fort, Mumbai 400 001,