



M/s. SANTOSH SENAPATI & Co.,

COMPANY SECRETARIES

To,

Board of Directors

Kothari Industrial KICL Corporation Limited

Kothari Building - No.114/117, Mahatma Gandhi Salai

Nungambakkam, Chennai - 600 034

Subject: Certificate of Practicing Company Secretary in respect of compliance of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 for issue and allotment of warrants on a preferential basis.

Dear Sir/ Madam,

I, Santosh Kumar Senapati, a Practising Company Secretary has been appointed by the Kothari Industrial Corporation Limited (the "Company") to certify that the proposed preferential issue of **1,60,49,220 Equity shares** at an issue price of Rs. 38.50 /- (*including premium of Rs 33.50 /- each*) to promoter and non-promoters, is in compliance with the requirements of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the applicable provisions of the Companies Act, 2013 (the "Act") and rules framed thereunder subject to approval of the Members of the Company.

As per requirement of Regulations 163(2) of the SEBI ICDR Regulations, this certificate shall be placed before the shareholders of the Company considering the proposed preferential issue. Since the resolution is being proposed to be passed through VC, this certificate shall be available on the website of the Company at link specified in the notice of EGM. The proposed preferential issue was approved at the Meeting of Board of Directors of the Company held on February 19, 2025.

Managements' Responsibility

The compliance with the relevant provision of SEBI ICDR Regulations and the Act for the proposed preferential issue of equity shares and preparation of the EGM Notice, including its content is the responsibility of the management of the Company. This responsibility includes the design implementation, maintenance of and adherence to the internal controls relevant to the preparation and maintenance of the relevant records and providing all relevant information. Also, this responsibility includes ensuring that the relevant records provided to us for our examination are correct and complete

The management is also responsible for providing all relevant information to the Securities and Exchange Board of India and/or the Stock exchange(s).

Conclusion

Based on my examination, as above and the information, explanations and written representation provided to us by the management and employees of the Company as well as proposed allottee(s). I hereby state that the proposed preferential issue of equity shares is being made in accordance with the requirements of the SEBI ICDR Regulations to the extent applicable and applicable provisions of the Act and rules framed thereunder.



M/s. SANTOSH SENAPATI & Co.,

COMPANY SECRETARIES

For Santosh Senapati & Co



CS. Santosh Kumar Senapati

Practicing Company Secretary

Membership No.11548

DATE: 19.02.2025