



To,

Board of Directors

Kothari Industrial KICL Corporation Limited

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

Nungambakkam, Chennai - 600 034

Subject: Certificate of Practising 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 **3,52,00,000 Equity shares** at an issue price of Rs. 25 /- (*including premium of Rs 20 /- each*) to promoter and non-promoter, 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 Postal Ballot, this certificate shall be available on the website of the Company at link specified in the notice of postal ballot. The proposed preferential issue was approved at the Meeting of Board of Directors of the Company held on December 11, 2024.

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 Postal Ballot 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.

For SANTOSH SENAPATI & CO.,
Company Secretaries in Practice



CS. Santosh Kumar Senapati
Membership No. 11548
CP No-16782
UDIN: F011548F003366229
Peer review certificate No: 2789/2022

Place: Chennai
Date: 12.12.2024