

**Annexure II**

To  
The Chief General Manager  
Listing Operation,  
BSE Limited,  
20<sup>th</sup> Floor, P. J. Towers,  
Dalal Street, Mumbai – 400 001.

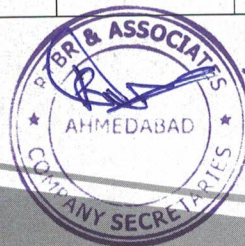
Dear Sir,

**Sub: Application for “In-principle approval” prior to issue and allotment of 1,33,33,789 (One Crore Thirty Three Lakh Thirty Three Thousand Seven Hundred and Eighty Nine) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- each (“Warrants”) on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.**

We, M/s. RTBR & Associates, Practicing Company Secretary, have verified the relevant records and documents of Kiri Industries Limited (“the issuer”/“the issuer Company”) with respect to the proposed preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

- a) None of the proposed allottee(s) has/ have sold any equity shares of the company during the 90 trading days preceding the relevant date. Further, the proposed allottee(s) is/ are promoter/ member of the promoter group, and have not sold any equity share of the company during the 90 trading days preceding the relevant date.
- b) Hemil Manishkumar Kiri does not hold any equity shares of the issuer for a period starting from the relevant date till the date of preferential allotment. However, Mr. Manishkumar P Kiri, Mrs. Anupama Manishkumar Kiri and Mrs. Arunaben Pravinbhai Kiri are holding 17,47,728, 57,01,238, 4,61,550 equity shares respectively of the Issuer Company for a period starting from the relevant date till the date of preferential allotment.
- c) The pre-preferential shareholding of each of proposed allottee(s) has been locked in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018. Further, there is no sale/ pledge of pre-preferential holding from August 28, 2024 (Relevant Date) till February 19, 2025 (date of lock-in). 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		
Manishkumar P Kiri	IN302201-10925513	90737	28/08/2024	19/02/2025	Nil	Nil
Manishkumar P Kiri	IN304295-13337108	1656991	28/08/2024	19/02/2025	Nil	Nil





Anupama Manishkumar Kiri	IN304295-13289574	5701238	28/08/2024	19/02/2025	Nil	Nil
Arunaben Pravinbhai Kiri	IN304295-13289558	461550	28/08/2024	19/02/2025	Nil	Nil

(\* ) client id/ folio no in case allottee hold the securities in physical form

- 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 the AoA of the Company does not provide the method for determination of price of the equity shares of the Company for a preferential issue.
- g) The total allotment to the allottee or allottees acting in concert in the present preferential issue is more than 5% (five percent) of the post issue fully diluted share capital of the issuer. However, as per the explanation given by the Company, the proposed allottees will not acquire shares which will entitle them to exercise more than 5% (five percent) of voting rights within any financial year.

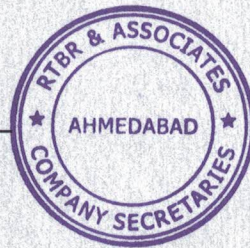
**For RTBR & Associates  
Company Secretaries**

*Rajesh*

**Rajesh C. Tarpara  
Partner**

**FCS: 6165, COP: 5785**

**UDIN: F006165F001206971**



**Date: 12.09.2024**

**Place: Ahmedabad**