RTBR

RTBR & ASSOCIATES

Company Secretaries

**Annexure IV**

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

Dear Sir,

**Sub: Application for "In-principle approval" prior to issue and allotment of 60,82,600 (Sixty Lakh Eighty-two Thousand and Six Hundred) 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) Mr. Manishkumar P Kiri, Mrs. Anupama Manishkumar Kiri and Hemil Manishkumar Kiri are holding 53,81,517, 95,01,238 and 32,00,000 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, 2026 (Relevant Date) till March 07, 2027. 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 | IN304295-13337108 | 11,97,908 | 10/09/2025 | 14/03/2027 | Nil | Nil |
| | | 14,01,444 | 10/06/2026 | 19/12/2027 | | |
| | | 26,91,428 | 26/08/2026 | 07/03/2027 | | |
| | IN302201-10925513 | 90,737 | 26/08/2026 | 07/03/2027 | | |

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| | | | | | | |
|---|---|---|---|---|---|---|
| Anupama Manishkumar Kiri | IN304295-13289574 | 12,52,701 | 10/09/2025 | 14/03/2027 | Nil | Nil |
| | | 14,65,547 | 10/06/2026 | 19/12/2027 | | |
| | | 67,82,990 | 26/08/2026 | 07/03/2027 | | |
| Hemil Manishkumar Kiri | IN304295 - 53716600 | 10,52,906 | 10/09/2025 | 14/03/2027 | Nil | Nil |
| | | 12,37,145 | 10/06/2026 | 19/12/2027 | | |
| | | 9,09,949 | 26/08/2026 | 07/03/2027 | | |

(*) 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 less than 5% (five percent) of the post issue fully diluted share capital of the issuer.

**For RTBR & Associates**
**Company Secretaries**

Rajesh

RTBR & ASSOCIATES ★ AHMEDABAD ★ COMPANY SECRETARIES

**Rajesh C. Tarpara**
**Partner**
**FCS: 6165, COP: 5785**
**UDIN: F006165H001343591**

**Date: 02.09.2026**
**Place: Ahmebabad**