

A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practising Company Secretary



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

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

Dear Sir/Madam,

Sub: Issue and allotment upto 4,08,768 Fully Convertible Equity Share Warrants on preferential basis under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

I, CS Atul Kumar Labh, Practicing Company Secretary, have verified the relevant records and documents of **Khadim India Limited** ("the Company") with respect to the proposed preferential issue by the Company as per Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI-ICDR-Regulations") and certify that:

- a) The Company has proposed to issue upto 4,08,768 (Four Lakh Eight Thousand Seven Hundred Sixty Eight) Fully Convertible Equity Share Warrants ("Warrants") of Rs. 10/- (Rupees Ten) each at an issue price of Rs. 365/- (Rupees Three Hundred Sixty Five) per Warrant to the following proposed allottees, aggregating to Rs. 14,92,00,320/- (Rupees Fourteen Crore Ninety Two Lakh Three Hundred Twenty) and resulting conversion of 1 (One) Warrant of Rs. 10/- (Rupees Ten) each to 1 (One) Equity Share of Rs. 10/- (Rupees Ten) each to be issued and allotted as fully paid-up Equity Shares by the Company post such conversion :

Srl. No.	Name of the Proposed Allottee	Category	No. of Warrants proposed to be issued	Face Value of Warrant (Rs.)	Offer Price (Rs.)	Aggregate Value (Rs.)
1	Mr. Siddhartha Roy Burman	Promoter / Promoter Group	1,64,384	10/-	365/-	6,00,00,160/-
2	Girish Gulati (HUF) (Mr. Girish	Non-Promoter / Public	1,64,384	10/-	365/-	6,00,00,160/-



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	Gulati – KARTA)					
3	Mr. Abhisek Bhutra	Non-Promoter / Public	80,000	10/-	365/-	2,92,00,000/-
		Total	4,08,768			14,92,00,320/-

- b) The proposed allottees have not sold any equity shares of the Company during the 90 trading days preceding the relevant date i.e. November 23, 2023.
- c) The entire pre-preferential shareholding of the proposed allottees, as applicable, are in dematerialized form.
- d) The entire pre-preferential shareholding of the proposed allottees have been locked in as under :

Srl. No.	Name of the Proposed Allottee	BO-ID	Qty	Lock-in details	
				From	To
1	Mr. Siddhartha Roy Burman	1203350001777555	1465149	13.11.2023	31.05.2024
2	Girish Gulati (HUF) (Girish Gulati – KARTA)	1201260000155665	329130	13.11.2023	31.05.2024
	Mr. Girish Gulati (HUF) (Girish Gulati – KARTA)	1202890001616722	175302	13.11.2023	31.05.2024
3	Mr. Abhisek Bhutra*	1201090001836080	Nil	Not Applicable	Not Applicable

*Mr. Abhisek Bhutra does not hold any shares as on date and has neither sold any shares of the Company during the 90 trading days preceding the relevant date, i.e., November 23, 2023.



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- e) 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.
- f) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI-ICDR-Regulations, 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, except that the special resolution required for approval of shareholders for proposed preferential issue is yet to be passed.
- g) 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.
- h) The relevant date for the purpose of said minimum issue price was November 23, 2023.
- i) I hereby certify that the Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under SEBI-ICDR-Regulations.
- j) It is further confirmed that for the proposed preferential issue, the price of the preference shares of the Company has been determined in compliance with SEBI-ICDR-Regulations.
- k) The total allotment to the allottee in the present preferential issue or in the same financial year i.e. 2023-2024 is not more than 5% (Five per cent) of the post issue fully diluted share capital of the issuer.

For **A. K. LABH & Co.**
Company Secretaries


(CS A. K. LABH)
Practising Company Secretary
FCS : 4848 / CP No. : 3238
UDIN : F004848E002762999



Place : Kolkata
Dated : November 30, 2023

Note : This certificate is issued in accordance with the terms of my engagement letter dated November 23, 2023 with Khadim India Limited.

