



1. CONSENT LETTER FROM STATUTORY AUDITOR

To,
The Board of Directors
PKH Ventures Limited
201, A Wing, Fortune 2000, C-3, G Block,
Bandra Kurla Complex, Bandra (East)
Mumbai - 400 051.

Maharashtra, India

Dear Sirs,

Re: Proposed initial public offering of equity shares of face value of Rs. 5 each (the “Equity Shares”) of PKH Ventures Limited (the “Company”) and Offer for Sale by the Promoter Selling Shareholder (the “Offer”)

Sub: Consent for inclusion of name and other information in the Offer Documents

We, Mittal Agarwal & Company, Independent Chartered Accountant and Statutory Auditor of the Company, hereby consent to the inclusion of, and use in, the Red Herring Prospectus, Prospectus, the Preliminary International Wrap/Offering Memorandum, the Abridged Prospectus and any other addendum thereto of the Company to be submitted/filed with the Securities and Exchange Board of India (“SEBI”), the Registrar of Companies, Mumbai at (“ROC”) Mumbai and the stock exchanges, or any other material (including in any corporate or investor presentation made by or on behalf of the Company) to be issued in relation to the Offer (together referred as “Offer Documents”): (i) our name as statutory Auditors of the Company; (ii) the restated consolidated audited financial statements of the Company for the financial years ended March 31, 2020, March 31, 2021, March 31, 2022 and period ended December 31, 2022, prepared in accordance with Indian Accounting Standards, as per the requirements specified in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Companies Act, 2013, as amended and ‘Guidance Note on the Reports in Company Prospectuses (revised 2019)’ issued by Institute of Chartered Accountants of India (“ICAI”), and our examination report thereon dated 17 April 2023 issued thereon (the “Restated Financial Statements”); and (iii) the statement of special tax benefits prepared by us dated 25 April 2023.

We also consent to be named as the Statutory Auditors to the Company and to the inclusion of references to us in the Offer Documents in relation to the captioned Offer. The following information in relation to us may be disclosed:

Name: Mittal Agarwal & Company, Chartered Accountants
Address: 404, Madhu Industrial Estate, Mogra Cross Road, Near Apollo Chamber, Andheri (East), Mumbai - 400 069
Tel.: +91 72080 43205 / +91 22 2832 4532
E-mail: deepeshmittal@mittalagarwal.com / piyush@mittalagarwal.com
Website: <http://mittalagarwal.com>
Contact Person: Deepesh Mittal
Membership No.: 539486
Firm Registration Number: 131025W
Peer Review No.:014276

We further consent to be named as an “Expert” as defined under Section 2(38) of the Companies Act, 2013, read with Section 26(5) of the Companies Act, 2013, in relation to the above-mentioned financial information, our examination report thereon, and the statement of special tax benefits included in the Offer Documents.



The above consents are subject to the condition that we do not accept any responsibility for any reports or matters (including information sent to Book Running Lead Manager) or letters included in the Red Herring Prospectus and Prospectus of the Company. Neither we nor our affiliates shall be liable to any investor or Book Running Lead Manager or any other third party in respect of the proposed offering. Further, the Company agrees to indemnify us and our affiliates and hold harmless from all third party (including investors, and Book Running Lead Manager) claims, damages, liabilities and costs arising consequent to our giving consent.

Nothing in the preceding paragraph shall be construed to (i) limit our responsibility for or liability in respect of, the reports we have issued, covered by our consent above and which are included in the Offer Documents of the Company and/or (ii) limit our liability to any person which cannot be lawfully limited or excluded under applicable laws or regulations or guidelines issued by applicable regulatory authorities ; and/or (iii) limit our liability to the book running Lead Manager to the Offer namely IDBI Capital Markets and Securities Limited as otherwise agreed upon in the arrangement letter and comfort letters issued by us in respect of the Offer.

We also authorise you to deliver a copy of this letter of consent pursuant to the provisions of the Companies Act, 2013 to SEBI, ROC, the stock exchanges or any other regulatory authorities as required by law and any other authority as may be required and / or for the records to be maintained by the BRLM in connection with the Offer, and in accordance with applicable law.

Yours sincerely,

For **Mittal Agarwal & Company**
Chartered Accountants
(Registration No. 131025W)

Deepesh Mittal
Partner
Membership No. 539486
Place: Mumbai
Date: 25/04/2023