

Letters each dated September 2, 2022 sent by our Promoter

SN	Letter Dated	Letter Received from
1	September 2, 2022	Sudhir Kumar Agarwal
2	September 2, 2022	Alok Kumar Agarwal
3	September 2, 2022	Madhubala Agarwal
4	September 2, 2022	Vikas Goyal
5	September 2, 2022	Vrinda Goyal
6	September 2, 2022	Roshna Garg

requesting to provide information and confirmations in relation to their classification as a member of the Promoter Group of our Company and disclose their details or details of entities in which they are associated pursuant to letter received from SEBI bearing reference number SEBI/ HO/ CFD/ DIL-2/ P/ OW/ 2022/ 27119/ 1 dated July 4, 2022

PRAVIN KUMAR AGARWAL

1105 Tower A, Raheja Sherwood, Western Express Highway, Behind Hub Mall,
Goregaon (East) Mumbai 400063

Registered Post A.D.

Date: 2nd September, 2022

To,

Sudhir Kumar Agarwal
102/110, Atlanta Estate Co-op Society Ltd
Near Virvani Industrial Estate
Goregaon
Mumbai - 400063

RNWS5877551LN IVR:827785587755
RL AUDIT BHAVAN S.O (400063)
Counter No:2, 83/99/2022, 11+56
To: SUDHIR KUMAR AGARWAL, MUMBAI
PIN: 400063, Goregaon East SD
From: PRAVIN KUMAR AGARWAL, MUMBAI
Wt: 82gms
Amt: 45.00 (Cash)
(Track on www.indiapost.gov.in)
(Dial 18002664868) (Wear Masks, Stay Safe)

Dear Sir/ Madam,

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")

1. This is in reference to disclosure of your name and names of entities in which you are interested or associated, as promoter group member in terms of Regulation 2(1) (pp) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") read with Schedule VI of SEBI ICDR Regulations and as group company in terms of Regulation 2(1) (t) of SEBI ICDR Regulations, in the red herring prospectus and the prospectus (together, the "Offer Documents") which the Company intends to file or submit with Securities and Exchange Board of India ("SEBI"), the stock exchanges and the Registrar of Companies, Maharashtra at Mumbai in relation to the Offer.
2. By your letter dated December 17, 2021, you had conveyed your unwillingness to disclose your name and name of entities in which you are interested or associated in the Offer Documents and therefore the Company had accordingly not disclosed them in the Draft Red Herring Prospectus ("DRHP") of the Company filed with SEBI. The Company had filed an exemption application dated March 22, 2022 with SEBI to seek an exemption from disclosing your name and names of entities in which you are interested or associated, in the Offer Documents as promoter group members and also from disclosing the names of your entities Electroplast (India) Private Limited and Vinayak Cement Corporation Limited as group companies for the purpose of the Offer in the DRHP and the Offer Documents. However, SEBI has by its letter bearing reference number SEBI/ HO/ CFD/ DIL-2/ P/ OW/ 2022/ 27119/ 1 dated July 4, 2022, declined to grant the aforesaid exemption and has directed IDBI Capital Markets and Securities Limited and BOB Capital Markets Limited ("BRLMs") to disclose your name and name of entities in which you are interested or associated, in the Offer Documents as promoter group members and/or as group companies, as the case may be.
3. In light of the denial of exemption by SEBI, and by virtue of my relationship with you as a brother you would be regarded as a member of "Promoter Group" of the Company pursuant to Regulation 2(1) (pp) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") read with Schedule VI of SEBI ICDR Regulations, the Company is required to disclose names of all persons/companies/entities which fall under the category of "Promoter Group" in the Offer Documents for the ascertainment of any inherent risk involved which is important for the purpose of investor protection. The definition of "Promoter Group" under the SEBI ICDR Regulations inter-alia includes (i) immediate relatives of Promoter, (ii) anybody corporate in which 20% or more of the equity share capital is held by the promoter or an immediate relative of the promoter or a firm or Hindu Undivided Family in which the promoter or any one or more of their relative is a member; (iii) a firm or a Hindu Undivided Family in which the promoter or any one or more of their relative is a member; and



(iv) anybody corporate in which a body corporate as provided in (ii) above holds twenty per cent. or more, of the equity share capital (v) any Hindu Undivided Family or firm in which the aggregate share of the promoter and their relatives is equal to or more than twenty per cent. of the total capital; and (vi) all persons whose shareholding is aggregated under the heading "shareholding of the promoter group. We may clarify that the term 'immediate relative of the promoter' means any spouse of that person, or any parent, brother, sister or child of the person or of the spouse.

4. By virtue of my relationship with you as a brother as mentioned above, you would be regarded as a member of the promoter group of the Company and consequently, some of the companies, sole proprietaries, partnerships, H.U.Fs, L.L.Ps and any association of persons which are associated with you, may also fall under the category of 'Promoter Group members' that are required to be disclosed in the Offer Documents.
5. Further, I request you to kindly provide me and the Company with the details of (A) all body corporates in which you or (i) a firm and/or (i) a Hindu Undivided Family, in which you are a member hold equity share capital; (B) all sole proprietaries, partnerships, H.U.F.s, L.L.P.s and any Association of Persons which is either promoted, controlled by you or in which you hold any share; (C) anybody corporates in which the body corporate as mentioned in (A) above holds 20% or more of the equity share capital, along with certain confirmations as mentioned in Annexure 'A'. Further, I would also request you to provide us with the documents enlisted in Annexure 'C' for the purposes of our record.
6. Further, in terms of Regulation 2(1)(t) of the SEBI ICDR Regulations, "group companies", shall include such companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards, and also other companies as considered material by the board of the issuer.
7. The Company has entered into related party transactions during last three fiscals i.e. 2022, 2021 and 2020 with following entities in which you are associated as follows:

Name of entity: Electroplast (India) Private Limited

(In Lakhs)

Nature of transaction	Fiscal 2022	Fiscal 2021	Fiscal 2020
Expenses Incurred			0.82
Capital Advances Given / (returned)		41.08	7.20
Advance for capital goods			61.84
Trade Payable		1.16	1.16

Name of entity: Vinayak Cement Corporation Limited

(In Lakhs)

Nature of transaction	Fiscal 2022	Fiscal 2021	Fiscal 2020
Advance against Sales and Services		-22.44	16.20
Advances given for sale and services			25.78

8. In light of the denial of exemption by SEBI as mentioned above and by virtue of related party transaction(s) of the Company during last three fiscals i.e. 2022, 2021 and 2020 as mentioned above, the entities in which you are associated namely, Electroplast (India) Private Limited and


Vinayak Cement Corporation Limited will be regarded as 'Group Company(ies)' of the Company in terms of Regulation 2(1)(t) of the SEBI ICDR Regulations.

9. Accordingly, the Company will be required to disclose names, certain details and confirmations with respect to the entities namely, Electroplast (India) Private Limited and Vinayak Cement Corporation Limited in the Offer Documents. The Company will be also required to upload certain financial details of the entities namely, Electroplast (India) Private Limited and Vinayak Cement Corporation Limited such as (a) reserves (excluding revaluation reserve); (b) sales; (c) profit after tax; (d) earnings per share; (e) diluted earnings per share; and (f) net asset value, on our website at <http://pkhventures.com/>. Accordingly, please provide details along with certain details and confirmations pertaining to aforementioned entities as mentioned in **Annexure 'B'**. Further, we would also request you to provide us with the documents enlisted in **Annexure 'C'** for the purposes of our record.
10. Further, I request you to provide your consent in favour of the Company for (a) the inclusion of your name along with details & other confirmations as a member of the promoter group of the Company along with consents of the other entities in which you are interested or associated, as mentioned above, which fall within the definition of the term 'promoter group' under Regulation 2(1)(pp)(ii) and Regulation 2(1)(pp)(iv) of the SEBI ICDR Regulations; (b) the inclusion of details & other confirmations in relation to entities, which fall within the definition of the term 'Group Company' under Regulation 2(t) of the SEBI ICDR Regulations; and (c) such other entities in which you are interested or associated which the Company deems fit to include as promoter group member, in the Offer Documents.
11. We hope that you will positively respond to this humble request of ours by providing the names and details of the organisations falling within the abovementioned categories as requested along with the requisite documents on a high priority basis to ensure compliance with SEBI's directions. It is imperative for us to provide the said details in the Offer Documents as mandated by SEBI.
12. Rest assured that the information provided to me and the Company will be used only for the aforesaid purpose.
13. In case if you have any doubt or require any clarification, then kindly feel free to revert to us or speak to our Mr Neelam Prakash Sharma (Chief Financial Officer) of the company.
14. Please consider the contents of this letter and the information regarding the Offer as strictly confidential.
15. I request you to respond to the above request within 7 (seven) days of receipt of this letter by you. I assure you that all your queries regarding the above disclosure and the legal implications of such disclosures will be explained and clarified to you in detail, if required.
16. In the event no response to the above request is received from you within 7 (seven) days of delivery of this letter to you, then the Company will have no option but to proceed with complying with the directions of SEBI to disclose such details pertaining to you and your entities in the manner as directed by SEBI at your entire risk, in the Offer Documents and any other Offer related material, without recourse to you. The Company will then proceed to file the Offer Documents and any other Offer related material with the SEBI, the stock exchanges and the Registrar of Companies, Maharashtra at Mumbai, as may be required, and/or disseminate the same publicly.

All capitalized terms not defined herein would have the same meaning as attributed to it in the Offer Documents.



Yours faithfully,

A handwritten signature in black ink, appearing to read 'Pravin Kumar Agarwal', written over a horizontal line.

Pravin Kumar Agarwal

Encl.: As above.

Annexure 'A'

(Details and confirmations required from the Promoter Group member)

- a) Name: [•]
- b) PAN: [•]
- c) Address: [•]
- d) Other details and interest of the member of the Promoter Group:

- (i) Shareholding of the member of the promoter group in the Company and/or its subsidiaries

[•] *[Note: Insert details, including number of equity shares, stock options, warrants and convertible securities of the Company and/or its subsidiaries held by the promoter group member. Also specify aggregate shareholding of the member of the promoter group as a percentage of the paid-up and issued share capital of the Company]*

- (ii) Sales, purchases and financings of securities of the Company in the last six months [Note: Insert details or state NIL]

Transferor	Transferee	Date	Number of Securities	Price per Security (Rs.)
[•]	[•]	[•]	[•]	[•]

- (iii) Amount or benefit paid by the Company and/or its subsidiaries to the member of the promoter group within the two immediately preceding years or intended to be paid or given to the member of the promoter group

[•] *[Note: Insert details, including consideration for any amount paid or benefit given to the promoter group member by the Company and/or its subsidiaries in the last two years, or intended to be paid in the future. This should include shared services, royalty paid, raw materials purchased/sold and so on. For each such amount paid/benefit given, provide: copy of all documentation/agreements, reasons for payment, nature of benefit, total amount of consideration paid/to be paid; and amount paid/to be paid to the promoter group member]*

- (iv) The related business transactions within the Company and [Name of promoter group entity] and their significance on the financial performance of the Company is as below:

[•] *[Note: Details in relation to related business transactions within Company and promoter group entity along with copies of back-up documents in relation to the same is to be provided.]*

- (v) The details of interest of [name of promoter group entity] in the Company including, in any property acquired or proposed to be acquired by our Company, or in promotion or formation of our Company, or in any transaction in acquisition of land, construction of building and supply of machinery.

[•] *[Note: Details in relation to interest of promoter group entity in the Company including, in any property acquired or proposed to be acquired by our Company; or in promotion or formation of our Company, or in any transaction in acquisition of land, construction of*

building and supply of machinery, along with copies of back-up documents in relation to the same is to be provided.]

- (vi) There are no common pursuits between the Company and/ or its subsidiaries and [name of promoter group entity]. [*Note: Details in relation to common pursuits between the Company or its subsidiaries and promoter group entity along with copies of back-up documents in relation to the same is to be provided.*]
- (vii) I/we do not hold any equity shares, warrants/convertible securities or stock options in the Company and/or its subsidiaries;
- (viii) None of the Equity Shares held or owned (beneficially or otherwise) by me/us in the Company and/ or its subsidiaries are pledged or otherwise encumbered, including subject to any non-disposal undertaking, with any bank or financial institution or other creditor as collateral security for loans granted by such banks, financial institutions or with any other creditor; [*Note: Insert details, or state NIL if not applicable*]
- (ix) I/we have not, directly or indirectly, purchased or sold or financed the purchase by any other person, other than in the normal course of the business of the financing entity, of any securities of the Company during the six immediately preceding months;
- (x) There is no amount or benefit paid or given by the Company and/or its subsidiaries within the two immediately preceding years or intended to be paid or given to me/us.

e) Other Confirmations

- (i) I am/ we are not prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI, or any other securities market regulator in any other jurisdiction or any other authority, court or tribunal inside and outside India.
- (ii) Further, I/ we have not been identified as wilful defaulters or fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof in accordance with the guidelines on wilful defaulters and fraudulent borrowers issued by the Reserve Bank of India and our name does not appear in any intermediary caution list or list of shell companies or vanishing companies.
- (iii) Except as stated below, I am/ we are not registered with SEBI in any capacity. [*Note: Please provide registration details if any, or state NIL*]

Except as stated below, I am/ we are not / was not associated or registered with Insurance Regulatory and Development Authority ("IRDA") or Reserve Bank of India ("RBI") or Pension Fund Regulatory and Development Authority ("PFRDA") and none of proprietorship firm(s) or partnership firm(s) or Hindu Undivided Family(ies) or limited liability partnership(s) belonging to me/us or body corporate of which I/us am/are member or director are or were associated or registered with IRDA or RBI or PFRDA.

[*Note: Please provide registration details if any, or state NIL*]

- (iv) I/ we have not been found to be non-compliant with applicable securities laws during the three immediately preceding years. [*Note: Please check and provide details/ confirmations as mentioned below.*]
 - a. We have not, at any point in time, committed or been found to have committed, any violation/s of any securities law/s, nor are any allegations pending against us in this

- regard before any court, tribunal or other forum,
- b. We have not been subject to any adverse findings against us in connection with compliance with securities law/s;
 - c. no notice or action has been issued or initiated against us, with respect to our association with any entities, in any capacity; and
 - d. there is no litigation or proceeding, threatened or pending, against us or any of the companies in which we are interested as a promoter, which could have a materially adverse effect on the position of the Company.
- (v) I have complied with/ we are in compliance with the provisions of the Companies Act, 2013 in relation to beneficial ownership, and the Companies (Significant Beneficial Owners) Rules, 2018, as amended and any notifications and circulars related thereto.
- (vi) I/ we confirm that we are not subject to any penalties or disciplinary action or investigation by the SEBI or the stock exchanges or any other regulatory authority, court or tribunal, inside or outside India nor has any regulatory authority or court/ tribunal, inside and outside India, found any probable cause for enquiry, adjudication, prosecution or other regulatory action.
- (vii) We are not under winding up, nor has our name (or the name of any entities in which our promoters or directors are associated as promoters, directors or persons in control) been struck off from any list of companies by any statutory or regulatory authority, ministry or other government body. We are not a sick company within the meaning of the erstwhile Sick Industrial Companies (Special Provisions) Act, 1995 and have not been referred to the Board of Industrial and Financial Reconstruction, and we are not a company under the corporate insolvency resolution process under the Insolvency and Bankruptcy Code, 2016. *[Note: Please provide details if any, or state NIL]*
- (viii) [None of our [equity shares] are listed on any stock exchange.]/[Our [equity shares] are listed on the [●] and [●].]*[Note: Retain as applicable]*
- (ix) Except as stated below, there have been no securities markets violations by entities in which I am associated/ interested/ us;
- [Note: Please provide details if any, or state NIL]*
- (x) I/ we have not defaulted in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders. *[Note: Retain, If applicable.]*
- (xi) No incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, shall be provided by me/ us to any person for making an application for Equity Shares in the Offer.
- (xii) I/ we undertake that transactions in the securities of the Company by me/ us during the period between the date of filing the DRHP and the date of closure of the Offer will be promptly reported to the Company so as to enable the Company to report such transactions to the Stock Exchanges within 24 hours of such transactions.
- (xiii) I/ we will not participate in the Offer and will not make any application for Equity Shares in the Offer. No person related to me/ us shall apply under the Anchor Investor portion of the Offer, if any.
- (xiv) There is no proposal whereby I/ we will receive any portion of the proceeds from the proposed Offer and there is no material existing or anticipated transaction with me/ us in relation to utilization of such proceeds. Further, there is no arrangement between the Company and me/ us pursuant to which the proceeds of the Offer shall be indirectly routed to

me/ us. [*Note: Please include all relevant documents if there are any existing or anticipated transactions with the member of the promoter group in relation to utilization of Offer proceeds*]

- (xv) [My/ our entire shareholding in the Company [shall be in dematerialized form prior to filing the RHP with the RoC]/[is in dematerialized form as of the date of this certificate.] [*Note: Retain applicable statement*] A copy of the latest shareholding statement from the depository participant is annexed herewith as **Annexure L**][*Note: To be included only if member of the promoter group holds shares in the Company*]
- (xvi) We further confirm that we have not issued equity shares in the past to more than 49 persons / 200 persons, as applicable, in violation of: [*Note: Applicable in case of Promoter Group Entity and Group Company.*]
- (a) Section 67(3) of Companies Act, 1956, as amended; or
 - (b) Relevant section(s) of Companies Act, 2013, including Section 42, as amended and the rules notified there under; or
 - (c) The SEBI regulations including the SEBI (Disclosure and Investor Protection) Guidelines, 2000, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, each as amended, as applicable;
- (xvii) If we have not been in default in payment of listing fees to any stock exchange in the last three years or have not been delisted or suspended in the past and have not been proceeded against by SEBI or other regulatory authority for any reason; [*Note: If the certifying entity has failed to pay the listing fees to any stock exchange in the last three years or has been delisted or suspended in the past or proceeded against by SEBI, please include such relevant details, including penalty, if any, imposed by such stock exchange, SEBI or regulatory authority*]

Annexure 'B'

(Details and confirmations required from the Group company)

- a) Name: [•]
b) PAN: [•]
c) Address: [•]
d) Other details and interest of the Member of the Group Company:
- (i) Shareholding of the group company in the Company and/or its subsidiaries
[•] *[Note: Insert details, including number of equity shares, stock options, warrants and convertible securities of the Company and/or its subsidiaries held by the group company. Also specify aggregate shareholding of the group company as a percentage of the paid-up and issued share capital of the Company and/or its subsidiaries]*
- (ii) The related business transactions within the Company and the Group Companies and their significance on the financial performance of the Company is as below:
[•] *[Note: Details in relation to related business transactions within the Company and the Group Company is to be mentioned along with copies of back-up documents in relation to the same is to be provided.]*
- (xi) The details of interest of [name of group company] in the Company including, in any property acquired or proposed to be acquired by our Company, or in promotion or formation of our Company, or in any transaction in acquisition of land, construction of building and supply of machinery.
[Note: Details in relation to interest of group company in the Company including, in any property acquired or proposed to be acquired by our Company, or in promotion or formation of our Company, or in any transaction in acquisition of land, construction of building and supply of machinery, along with copies of back-up documents in relation to the same is to be provided.]
- (iii) There are no common pursuits between the Company and/ or its subsidiaries and [name of Group Company]. *[Note: Details in relation to common pursuits between the Company or its subsidiaries and Group Company along with copies of back-up documents in relation to the same is to be provided.]*
- (iv) None of the Equity Shares held or owned (beneficially or otherwise) by us in the Company and/ or its subsidiaries are pledged or otherwise encumbered, including subject to any non-disposal undertaking, with any bank or financial institution or other creditor as collateral security for loans granted by such banks, financial institutions or with any other creditor; *[Note: Insert details, or state NIL if not applicable]*
- (v) There is no amount or benefit paid or given by the Company and/or its subsidiaries within the two immediately preceding years or intended to be paid or given to us.
- e) Other Confirmations
- (i) We are not prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI, or any other securities market regulator in any other jurisdiction or any other authority, court or tribunal inside and outside India.

- (ii) Further, I/ we have not been identified as wilful defaulters or fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof in accordance with the guidelines on wilful defaulters and fraudulent borrowers issued by the Reserve Bank of India and our name does not appear in any intermediary-caution list or list of shell companies or vanishing companies.
- (iii) Except as stated below, we are not registered with SEBI in any capacity. *[Note: Please provide registration details if any, or state NIL]*
- (iv) Except as stated below, we are not / was not associated or registered with Insurance Regulatory and Development Authority ("IRDA") or Reserve Bank of India ("RBI") or Pension Fund Regulatory and Development Authority ("PFRDA") and none of proprietorship firm(s) or partnership firm(s) or Hindu Undivided Family(ies) or limited liability partnership(s) belonging to us or body corporate of which I/us am/are member or director are or were associated or registered with IRDA or RBI or PFRDA. *[Note: Please provide registration details if any, or state NIL]*
- (v) We have not been found to be non-compliant with applicable securities laws during the three immediately preceding years. *[Note: Please check and provide details/ confirmations as mentioned below.]*
- a. We have not, at any point in time, committed or been found to have committed, any violation/s of any securities law/s, nor are any allegations pending against us in this regard before any court, tribunal or other forum,
 - b. We have not been subject to any adverse findings against us in connection with compliance with securities law/s;
 - c. no notice or action has been issued or initiated against us, with respect to our association with any entities, in any capacity; and
 - d. there is no litigation or proceeding, threatened or pending, against us or any of the companies in which we are interested as a promoter, which could have a materially adverse effect on the position of the Company.
- (vi) Except as stated in **Annexure I**, there is no pending litigation involving the [name of Group Company]. *[Note: Details in relation to litigation involving group company is to be provided in Annexure I separately for each group company, along back-up documents in relation to the same.]*
- (vii) We confirm that we are not subject to any penalties or disciplinary action or investigation by the SEBI or the stock exchanges or any other regulatory authority, court or tribunal, inside or outside India nor has any regulatory authority or court/ tribunal, inside and outside India, found any probable cause for enquiry, adjudication, prosecution or other regulatory action.
- (viii) We are not under winding up, nor has our name (or the name of any entities in which our promoters or directors are associated as promoters, directors or persons in control) been struck off from any list of companies by any statutory or regulatory authority, ministry or other government body. We are not a sick company within the meaning of the erstwhile Sick Industrial Companies (Special Provisions) Act, 1995 and have not been referred to the Board of Industrial and Financial Reconstruction, and we are not a company under the corporate insolvency resolution process under the Insolvency and Bankruptcy Code, 2016. *[Note: Please provide details if any, or state NIL]*

- (ix) [None of our [equity shares] are listed on any stock exchange.]/[Our [equity shares] are listed on the [•] and [•].]*[Note: Retain as applicable]*
- (x) Except as stated below, there have been no securities markets violations by us.
[Note: Please provide details if any, or state NIL]
- (xi) We have not defaulted in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders. *[Note: Retain, If applicable.]*
- (xii) We undertake that transactions in the securities of the Company by me/ us during the period between the date of filing the DRHP and the date of closure of the Offer will be promptly reported to the Company so as to enable the Company to report such transactions to the Stock Exchanges within 24 hours of such transactions. *[Note: Retain, If applicable.]*
- (x'ii) Our entire shareholding in the Company [shall be in dematerialized form prior to filing the RHP with the ROC]/[is in dematerialized form as of the date of this certificate.] *[Note: Retain applicable statement]* A copy of the latest shareholding statement from the depository participant is annexed herewith as Annexure I.*[Note: To be included only if member of the promoter group holds shares in the Company]*
- (x'v) We further confirm that we have not issued equity shares in the past to more than 49 persons / 200 persons, as applicable, in violation of: *[Note: Applicable in case of Promoter Group Entity and Group Company.]*
- (a) Section 67(3) of Companies Act, 1956, as amended; or
 - (b) Relevant section(s) of Companies Act, 2013, including Section 42, as amended and the rules notified thereunder; or
 - (c) The SEBI regulations including the SEBI (Disclosure and Investor Protection) Guidelines, 2000, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, each as amended, as applicable;

Annexure 'C'

(List of Documents required from the Promoter Group member/ group companies)

1. Copy of PAN Card
2. Copy of Certificate of Incorporation
3. Copy of registration certificate granted to promoter group entity/ group company by any statutory or regulatory authority
4. Copies of Financial Statements for last three financial years of promoter group entity/ group company along with copies of income tax returns filed with the Income Tax authorities
5. Copies of other documents in relation to business interests or transactions between promoter group entity/ group company and the Company or its subsidiaries during fiscals 2022, 2021 and 2020 | *Note: To be provided, if any.*

PRAVIN KUMAR AGARWAL

1105 Tower A, Raheja Sherwood, Western Express Highway, Behind Hub Mall,
Goregaon (East) Mumbai 400063

Registered Post A.D.

Date: 2nd September, 2022

To,

Alok Kumar Agarwal
Address 102/110, Atlanta Estate Co-op Society Ltd
Near Virvani Industrial Estate
Goregaon
Mumbai - 400063

RN0550775791N IVR:8277055077577

RL ALOK KUMAR S.O (400063)

Counter No:2,03/09/2022,11:56

To:ALOK KUMAR AGARWAL,MUMBAI

Pin:400063, Goregaon East 50

From:PRAVIN KUMAR AGARWAL,MUMBAI

Wt:79gms

amt:48.00(Cash)

(Track on www.indiapost.gov.in)

(Dial 1992666888) (Wear Masks, Stay Safe)



Dear Sir/ Madam,

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")

1. This is in reference to disclosure of your name and names of entities in which you are interested or associated, as promoter group member in terms of Regulation 2(1) (pp) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") read with Schedule VI of SEBI ICDR Regulations and as group company in terms of Regulation 2(1) (t) of SEBI ICDR Regulations, in the red herring prospectus and the prospectus (together, the "Offer Documents") which the Company intends to file or submit with Securities and Exchange Board of India ("SEBI"), the stock exchanges and the Registrar of Companies, Maharashtra at Mumbai in relation to the Offer.
2. By your letter dated December 17, 2021, you had conveyed your unwillingness to disclose your name and name of entities in which you are interested or associated in the Offer Documents and therefore the Company had accordingly not disclosed them in the Draft Red Herring Prospectus ("DRHP") of the Company filed with SEBI. The Company had filed an exemption application dated March 22, 2022 with SEBI to seek an exemption from disclosing your name and names of entities in which you are interested or associated, in the Offer Documents as promoter group members and also from disclosing the names of your entities Electroplast (India) Private Limited and Vinayak Cement Corporation Limited as group companies for the purpose of the Offer in the DRHP and the Offer Documents. However, SEBI has by its letter bearing reference number SEBI/ HO/ CFD/ DIL-2/ P/ OW/ 2022/ 27119/ 1 dated July 4, 2022, declined to grant the aforesaid exemption and has directed IDBI Capital Markets and Securities Limited and BOB Capital Markets Limited ("BRLMs") to disclose your name and name of entities in which in which you are interested or associated, in the Offer Documents as promoter group members and/or as group companies, as the case may be.
3. In light of the denial of exemption by SEBI, and by virtue of my relationship with you as a brother, you would be regarded as a member of "Promoter Group" of the Company pursuant to Regulation 2(1) (pp) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") read with Schedule VI of SEBI ICDR Regulations, the Company is required to disclose names of all persons/companies/entities which fall under the category of "Promoter Group" in the Offer Documents for the ascertainment of any inherent risk involved which is important for the purpose of investor protection. The definition of "Promoter Group" under the SEBI ICDR Regulations inter-alia includes (i) immediate relatives of Promoter, (ii) anybody corporate in which 20% or more of the equity share capital is held by

the promoter or an immediate relative of the promoter or a firm or Hindu Undivided Family in which the promoter or any one or more of their relative is a member; (iii) a firm or a Hindu Undivided Family in which the promoter or any one or more of their relative is a member; and (iv) anybody corporate in which a body corporate as provided, in (ii) above holds twenty per cent. or more, of the equity share capital (v) any Hindu Undivided Family or firm in which the aggregate share of the promoter and their relatives is equal to or more than twenty per cent. of the total capital; and (vi) all persons whose shareholding is aggregated under the heading "shareholding of the promoter group. We may clarify that the term 'immediate relative of the promoter' means any spouse of that person, or any parent, brother, sister or child of the person or of the spouse.

4. By virtue of my relationship with you as a brother as mentioned above, you would be regarded as a member of the promoter group of the Company and consequently, some of the companies, sole proprietaries, partnerships, H.U.F.s, L.L.P.s and any association of persons which are associated with you, may also fall under the category of 'Promoter Group members' that are required to be disclosed in the Offer Documents.
5. Further, I request you to kindly provide me and the Company with the details of (A) all body corporates in which you or (i) a firm and/or (i) a Hindu Undivided Family, in which you are a member hold equity share capital; (B) all sole proprietaries, partnerships, H.U.F.s, L.L.P.s and any Association of Persons which is either promoted, controlled by you or in which you hold any share; (C) anybody corporates in which the body corporate as mentioned in (A) above holds 20% or more of the equity share capital, along with certain confirmations as mentioned in Annexure 'A'. Further, I would also request you to provide us with the documents enlisted in Annexure 'C' for the purposes of our record.
6. Further, in terms of Regulation 2(1)(t) of the SEBI ICDR Regulations, "group companies", shall include such companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards, and also other companies as considered material by the board of the issuer.
7. The Company has entered into related party transactions during last three fiscals i.e. 2022, 2021 and 2020 with following entities in which you are associated as follows:

Name of entity: Electroplast (India) Private Limited

(In Lakhs)

Nature of transaction	Fiscal 2022	Fiscal 2021	Fiscal 2020
Expenses Incurred			0.82
Capital Advances Given / (returned)		41.08	7.20
Advance for capital goods			61.84
Trade Payable		1.16	1.16

Name of entity: Vinayak Cement Corporation Limited

(In Lakhs)

Nature of transaction	Fiscal 2022	Fiscal 2021	Fiscal 2020
Advance against Sales and Services		-22.44	16.20
Advances given for sale and services			25.78

Name of entity: Alok Kumar Agarwal HUF

(In Lakhs)

Nature of transaction	Fiscal 2022	Fiscal 2021	Fiscal 2020
Advance against Sales and Services			0.07
Advances given for sale and services			0.07

Name of entity: Alok Enterprises

(In Lakhs)

Nature of transaction	Fiscal 2022	Fiscal 2021	Fiscal 2020
Net Loans and Advances given		-109.22	92.00
Business Advances			109.22

Other Transactions

(In Lakhs)

Nature of transaction	Fiscal 2022	Fiscal 2021	Fiscal 2020
Salary		-22.44	17.00
Sale of Property	421		

8. In light of the denial of exemption by SEBI as mentioned above and by virtue of related party transaction(s) of the Company during last three fiscals i.e. 2022, 2021 and 2020 as mentioned above, the entities in which you are associated namely, Electroplast (India) Private Limited, Vinayak Cement Corporation Limited, Alok Kumar Agarwal HUF and Alok enterprises will be regarded as 'Group Company(ies)' of the Company in terms of Regulation 2(1)(t) of the SEBI ICDR Regulations.
9. Accordingly, the Company will be required to disclose names, certain details and confirmations with respect to the entities namely, Electroplast (India) Private Limited, Vinayak Cement Corporation Limited, Alok Kumar Agarwal HUF and Alok enterprises in the Offer Documents. The Company will be also required to upload certain financial details of the entities namely, Electroplast (India) Private Limited, Vinayak Cement Corporation Limited, Alok Kumar Agarwal HUF and Alok enterprises such as (a) reserves (excluding revaluation reserve); (b) sales; (c) profit after tax; (d) earnings per share; (e) diluted earnings per share; and (f) net asset value, on our website at <http://pkhventures.com/>. Accordingly, please provide details along with certain details and confirmations pertaining to aforementioned entities as mentioned in Annexure 'B'. Further, we would also request you to provide us with the documents enlisted in Annexure 'C' for the purposes of our record.
10. Further, I request you to provide your consent in favour of the Company for (a) the inclusion of your name along with details & other confirmations as a member of the promoter group of the Company along with consents of the other entities in which you are interested or associated, as mentioned above, which fall within the definition of the term 'promoter group' under Regulation 2(1)(pp)(ii) and Regulation 2(1)(pp)(iv) of the SEBI ICDR Regulations; (b) the inclusion of details & other confirmations in relation to entities, which fall within the definition of the term 'Group Company' under Regulation 2(t) of the SEBI ICDR Regulations; and (c) such other entities in which you are interested or associated which the Company deems fit to include as promoter group member, in the Offer Documents.
11. We hope that you will positively respond to this humble request of ours by providing the names and details of the organisations falling within the abovementioned categories as requested along with the requisite documents on a high priority basis to ensure compliance with SEBI's

directions. It is imperative for us to provide the said details in the Offer Documents as mandated by SEBI.

12. Rest assured that the information provided to me and the Company will be used only for the aforesaid purpose.
13. In case if you have any doubt or require any clarification, then kindly feel free to revert to us or speak to our Mr. Neelam Prakash Sharma (Chief Financial Officer) of the company.
14. Please consider the contents of this letter and the information regarding the Offer as strictly confidential.
15. I request you to respond to the above request within 7 (seven) days of receipt of this letter by you. I assure you that all your queries regarding the above disclosure and the legal implications of such disclosures will be explained and clarified to you in detail, if required.
16. In the event no response to the above request is received from you within 7 (seven) days of delivery of this letter to you, then the Company will have no option but to proceed with complying with the directions of SEBI to disclose such details pertaining to you and your entities in the manner as directed by SEBI at your entire risk, in the Offer Documents and any other Offer related material, without recourse to you. The Company will then proceed to file the Offer Documents and any other Offer related material with the SEBI, the stock exchanges and the Registrar of Companies, Maharashtra at Mumbai, as may be required, and/or disseminate the same publicly.

All capitalized terms not defined herein would have the same meaning as attributed to it in the Offer Documents.

Yours faithfully,



Prayin-Kumar Agarwal

Encl.: As above.

Annexure 'A'

(Details and confirmations required from the Promoter Group member)

- a) Name: [•]
- b) PAN: [•]
- c) Address: [•]
- d) Other details and interest of the member of the Promoter Group:

- (i) Shareholding of the member of the promoter group in the Company and/or its subsidiaries

[Note: Insert details, including number of equity shares, stock options, warrants and convertible securities of the Company and/or its subsidiaries held by the promoter group member. Also specify aggregate shareholding of the member of the promoter group as a percentage of the paid-up and issued share capital of the Company]

- (ii) Sales, purchases and financings of securities of the Company in the last six months
[Note: Insert details or state NIL]

Transferor	Transferee	Date	Number of Securities	Price per Security (Rs.)
[•]	[•]	[•]	[•]	[•]

- (iii) Amount or benefit paid by the Company and/or its subsidiaries to the member of the promoter group within the two immediately preceding years or intended to be paid or given to the member of the promoter group

[Note: Insert details, including consideration for any amount paid or benefit given to the promoter group member by the Company and/or its subsidiaries in the last two years, or intended to be paid in the future. This should include shared services, royalty paid, raw materials purchased/sold and so on. For each such amount paid/benefit given, provide: copy of all documentation/agreements, reasons for payment, nature of benefit, total amount of consideration paid/to be paid; and amount paid/to be paid to the promoter group member]

- (iv) The related business transactions within the Company and [Name of promoter group entity] and their significance on the financial performance of the Company is as below:

[Note: Details in relation to related business transactions within Company and promoter group entity along with copies of back-up documents in relation to the same is to be provided.]

- (v) The details of interest of [name of promoter group entity] in the Company including, in any property acquired or proposed to be acquired by our Company, or in promotion or formation of our Company, or in any transaction in acquisition of land, construction of building and supply of machinery.

[Note: Details in relation to interest of promoter group entity in the Company including, in any property acquired or proposed to be acquired by our Company, or in promotion or formation of our Company, or in any transaction in acquisition of land, construction of building and supply of machinery, along with copies of back-up documents in relation to the same is to be provided.]

- (vi) There are no common pursuits between the Company and/ or its subsidiaries and [name of promoter group entity]. *[Note: Details in relation to common pursuits between the Company or its subsidiaries and promoter group entity along with copies of back-up documents in relation to the same is to be provided.]*
- (vii) I/we do not hold any equity shares, warrants/convertible securities or stock options in the Company and/or its subsidiaries;
- (viii) None of the Equity Shares held or owned (beneficially or otherwise) by me/us in the Company and/ or its subsidiaries are pledged or otherwise encumbered, including subject to any non-disposal undertaking, with any bank or financial institution or other creditor as collateral security for loans granted by such banks, financial institutions or with any other creditor; *[Note: Insert details, or state NIL if not applicable]*
- (ix) I/we have not, directly or indirectly, purchased or sold or financed the purchase by any other person, other than in the normal course of the business of the financing entity, of any securities of the Company during the six immediately preceding months;
- (x) There is no amount or benefit paid or given by the Company and/or its subsidiaries within the two immediately preceding years or intended to be paid or given to me/us.

e) Other Confirmations

- (i) I am/ we are not prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI, or any other securities market regulator in any other jurisdiction or any other authority, court or tribunal inside and outside India.
- (ii) Further, I/ we have not been identified as wilful defaulters or fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof in accordance with the guidelines on wilful defaulters and fraudulent borrowers issued by the Reserve Bank of India and our name does not appear in any intermediary caution list or list of shell companies or vanishing companies.
- (iii) Except as stated below, I am/ we are not registered with SEBI in any capacity. *[Note: Please provide registration details if any, or state NIL]*

Except as stated below, I am/ we are not / was not associated or registered with Insurance Regulatory and Development Authority ("IRDA") or Reserve Bank of India ("RBI") or Pension Fund Regulatory and Development Authority ("PFRDA") and none of proprietorship firm(s) or partnership firm(s) or Hindu Undivided Family(ies) or limited liability partnership(s) belonging to me/us or body corporate of which I/us am/are member or director are or were associated or registered with IRDA or RBI or PFRDA.

Note: Please provide registration details if any, or state NIL]

- (iv) I/ we have not been found to be non-compliant with applicable securities laws during the three immediately preceding years. *[Note: Please check and provide details/ confirmations as mentioned below.]*

- a. We have not, at any point in time, committed or been found to have committed, any violation/s of any securities law/s, nor are any allegations pending against us in this regard before any court, tribunal or other forum,
 - b. We have not been subject to any adverse findings against us in connection with compliance with securities law/s;
 - c. no notice or action has been issued or initiated against us, with respect to our association with any entities, in any capacity; and
 - d. there is no litigation or proceeding, threatened or pending, against us or any of the companies in which we are interested as a promoter, which could have a materially adverse effect on the position of the Company.
- (v) I have complied with/ we are in compliance with the provisions of the Companies Act, 2013 in relation to beneficial ownership, and the Companies (Significant Beneficial Owners) Rules, 2018, as amended and any notifications and circulars related thereto.
- (vi) I/ we confirm that we are not subject to any penalties or disciplinary action or investigation by the SEBI or the stock exchanges or any other regulatory authority, court or tribunal, inside or outside India nor has any regulatory authority or court/ tribunal, inside and outside India, found any probable cause for enquiry, adjudication, prosecution or other regulatory action.
- (vii) We are not under winding up, nor has our name (or the name of any entities in which our promoters or directors are associated as promoters, directors or persons in control) been struck off from any list of companies by any statutory or regulatory authority, ministry or other government body. We are not a sick company within the meaning of the erstwhile Sick Industrial Companies (Special Provisions) Act, 1995 and have not been referred to the Board of Industrial and Financial Reconstruction, and we are not a company under the corporate insolvency resolution process under the Insolvency and Bankruptcy Code, 2016. *[Note: Please provide details if any, or state NIL]*
- (viii) [None of our [equity shares] are listed on any stock exchange.]/[Our [equity shares] are listed on the [●] and [●].]*[Note: Retain as applicable]*
- (ix) Except as stated below, there have been no securities markets violations by entities in which I am associated/ interested/ us:

[Note: Please provide details if any, or state NIL]
- (x) I/ we have not defaulted in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders. *[Note: Retain, If applicable.]*
- (xi) No incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, shall be provided by me/ us to any person for making an application for Equity Shares in the Offer.
- (xii) I/ we undertake that transactions in the securities of the Company by me/ us during the period between the date of filing the DRHP and the date of closure of the Offer will be promptly reported to the Company so as to enable the Company to report such transactions to the Stock Exchanges within 24 hours of such transactions.
- (xiii) I/ we will not participate in the Offer and will not make any application for Equity Shares in the Offer. No person related to me/ us shall apply under the Anchor Investor portion of the Offer, if any.

- (xiv) There is no proposal whereby I/ we will receive any portion of the proceeds from the proposed Offer and there is no material existing or anticipated transaction with me/ us in relation to utilization of such proceeds. Further, there is no arrangement between the Company and me/ us pursuant to which the proceeds of the Offer shall be indirectly routed to me/ us. *[Note: Please include all relevant documents if there are any existing or anticipated transactions with the member of the promoter group in relation to utilization of Offer proceeds]*
- (xv) [My/ our entire shareholding in the Company [shall be in dematerialized form prior to filing the RHP with the RoC]/[is in dematerialized form as of the date of this certificate.] *[Note: Retain applicable statement]* A copy of the latest shareholding statement from the depository participant is annexed herewith as **Annexure I.***[Note: To be included only if member of the promoter group holds shares in the Company]*
- (xvi) We further confirm that we have not issued equity shares in the past to more than 49 persons / 200 persons, as applicable, in violation of: *[Note: Applicable in case of Promoter Group Entity and Group Company.]*
- (a) Section 67(3) of Companies Act, 1956, as amended; or
 - (b) Relevant section(s) of Companies Act, 2013, including Section 42, as amended and the rules notified thereunder; or
 - (c) The SEBI regulations including the SEBI (Disclosure and Investor Protection) Guidelines, 2000, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, each as amended, as applicable;
- (xvii) I/ we have not been in default in payment of listing fees to any stock exchange in the last three years or have not been delisted or suspended in the past and have not been proceeded against by SEBI or other regulatory authority for any reason; *[Note: If the certifying entity has failed to pay the listing fees to any stock exchange in the last three years or has been delisted or suspended in the past or proceeded against by SEBI, please include such relevant details, including penalty, if any, imposed by such stock exchange, SEBI or regulatory authority]*

Annexure 'B'

(Details and confirmations required from the Group company)

- a) Name: [●]
- b) PAN: [●]
- c) Address: [●]
- d) Other details and interest of the Member of the Group Company:
 - (i) Shareholding of the group company in the Company and/or its subsidiaries
[Note: Insert details, including number of equity shares, stock options, warrants and convertible securities of the Company and/or its subsidiaries held by the group company. Also specify aggregate shareholding of the group company as a percentage of the paid-up and issued share capital of the Company and/or its subsidiaries]
 - (ii) The related business transactions within the Company and the Group Companies and their significance on the financial performance of the Company is as below:
[Note: Details in relation to related business transactions within the Company and the Group Company is to be mentioned along with copies of back-up documents in relation to the same is to be provided.]
 - (xi) The details of interest of [name of group company] in the Company including, in any property acquired or proposed to be acquired by our Company, or in promotion or formation of our Company, or in any transaction in acquisition of land, construction of building and supply of machinery.
[Note: Details in relation to interest of group company in the Company including, in any property acquired or proposed to be acquired by our Company, or in promotion or formation of our Company, or in any transaction in acquisition of land, construction of building and supply of machinery, along with copies of back-up documents in relation to the same is to be provided.]
 - (iii) There are no common pursuits between the Company and/ or its subsidiaries and [name of group company]. *[Note: Details in relation to common pursuits between the Company or its subsidiaries and group company along with copies of back-up documents in relation to the same is to be provided.]*
 - (iv) None of the Equity Shares held or owned (beneficially or otherwise) by us in the Company and/ or its subsidiaries are pledged or otherwise encumbered, including subject to any non-disposal undertaking, with any bank or financial institution or other creditor as collateral security for loans granted by such banks, financial institutions or with any other creditor; *[Note: Insert details, or state NIL if not applicable]*
 - (v) There is no amount or benefit paid or given by the Company and/or its subsidiaries within the two immediately preceding years or intended to be paid or given to us.
- e) Other Confirmations

- (i) We are not prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI, or any other securities market regulator in any other jurisdiction or any other authority, court or tribunal inside and outside India.
- (ii) Further, I/ we have not been identified as wilful defaulters or fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof in accordance with the guidelines on wilful defaulters and fraudulent borrowers issued by the Reserve Bank of India and our name does not appear in any intermediary caution list or list of shell companies or vanishing companies.
- (iii) Except as stated below, we are not registered with SEBI in any capacity. *[Note: Please provide registration details if any, or state NIL]*
- (iv) Except as stated below, we are not / was not associated or registered with Insurance Regulatory and Development Authority ("IRDA") or Reserve Bank of India ("RBI") or Pension Fund Regulatory and Development Authority ("PFRDA") and none of proprietorship firm(s) or partnership firm(s) or Hindu Undivided Family(ies) or limited liability partnership(s) belonging to us or body corporate of which I/us am/are member or director are or were associated or registered with IRDA or RBI or PFRDA. *[Note: Please provide registration details if any, or state NIL]*
- (v) We have not been found to be non-compliant with applicable securities laws during the three immediately preceding years. *[Note: Please check and provide details/ confirmations as mentioned below.]*
- a. We have not, at any point in time, committed or been found to have committed, any violation/s of any securities law/s, nor are any allegations pending against us in this regard before any court, tribunal or other forum,
 - b. We have not been subject to any adverse findings against us in connection with compliance with securities law/s;
 - c. no notice or action has been issued or initiated against us, with respect to our association with any entities, in any capacity; and
 - d. there is no litigation or proceeding, threatened or pending, against us or any of the companies in which we are interested as a promoter, which could have a materially adverse effect on the position of the Company.
- (vi) Except as stated in **Annexure I**, there is no pending litigation involving the [name of group company]. *[Note: Details in relation to litigation involving group company is to be provided in Annexure I separately for each group company, along back-up documents in relation to the same.]*
- (vii) We confirm that we are not subject to any penalties or disciplinary action or investigation by the SEBI or the stock exchanges or any other regulatory authority, court or tribunal, inside or outside India nor has any regulatory authority or court/ tribunal, inside and outside India, found any probable cause for enquiry, adjudication, prosecution or other regulatory action.
- (viii) We are not under winding up, nor has our name (or the name of any entities in which our promoters or directors are associated as promoters, directors or persons in control) been struck off from any list of companies by any statutory or regulatory authority, ministry or other government body. We are not a sick company within the meaning of the erstwhile Sick Industrial Companies (Special Provisions) Act, 1995 and have not been referred to the Board of Industrial and Financial Reconstruction, and we are not a company under the corporate

insolvency resolution process under the Insolvency and Bankruptcy Code, 2016. [*Note: Please provide details if any, or state NIL*]

- (ix) [None of our [equity shares] are listed on any stock exchange.]/[Our [equity shares] are listed on the [•] and [•].]*[Note: Retain as applicable]*
- (x) Except as stated below, there have been no securities markets violations by us
[Note: Please provide details if any, or state NIL]
- (xi) We have not defaulted in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders. [*Note: Retain, If applicable.*]
- (xii) We undertake that transactions in the securities of the Company by me/ us during the period between the date of filing the DRHP and the date of closure of the Offer will be promptly reported to the Company so as to enable the Company to report such transactions to the Stock Exchanges within 24 hours of such transactions. [*Note: Retain, If applicable.*]
- (xiii) Our entire shareholding in the Company [shall be in dematerialized form prior to filing the RHP with the RoC]/[is in dematerialized form as of the date of this certificate.] [*Note: Retain applicable statement*] A copy of the latest shareholding statement from the depository participant is annexed herewith as **Annexure I**. [*Note: To be included only if member of the promoter group holds shares in the Company*]
- (xiv) We further confirm that we have not issued equity shares in the past to more than 49 persons / 200 persons, as applicable, in violation of: [*Note: Applicable in case of Promoter Group Entity and Group Company.*]
 - (a) Section 67(3) of Companies Act, 1956, as amended; or
 - (b) Relevant section(s) of Companies Act, 2013, including Section 42, as amended and the rules notified thereunder; or
 - (c) The SEBI regulations including the SEBI (Disclosure and Investor Protection) Guidelines, 2000, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, each as amended, as applicable;

Annexure 'C'

(List of Documents required from the Promoter Group member/ group companies)

1. Copy of PAN Card
2. Copy of Certificate of Incorporation
3. Copy of registration certificate granted to promoter group entity/ group company by any statutory or regulatory authority
4. Copies of Financial Statements for last three financial years of promoter group entity/ group company along with copies of income tax returns filed with the Income Tax authorities
5. Copies of other documents in relation to business interests or transactions between promoter group entity/ group company and the Company or its subsidiaries during fiscals 2022, 2021 and 2020 [*Note: To be provided, if any.*]

(9)

PRAVIN KUMAR AGARWAL

1105 Tower A, Raheja Sherwood, Western Express Highway, Behind Hub Mall,
Goregaon (East) Mumbai 400063

Registered Post A.D.

Date: 2ND September, 2022

To,

[Madhubala Ramakant Agarwal
[Address] 404, Krishna D Vasant Marval
Borivali (East)
Mumbai- 400066

RN055877548IN IVR:8277065877548

RL AUDIT BAKHAN S.O (400065)

Counter No:2,03/09/2022,11:56

To: MADHUBALA R AGARWAL, MUMBAI

PDN:400066, Borivali East 90

From: PRAVIN KUMAR AGARWAL, MUMBAI

Wt:75gms

Net:44.00(Cash)

(Track on www.indiapost.gov.in)

(Dial 1982666868) (Clear Masks, Stay Safe)



Dear Sir/ Madam,

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")

1. This is in reference to disclosure of your name and names of entities in which you are interested or associated, as promoter group member in terms of Regulation 2(1) (pp) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") read with Schedule VI of SEBI ICDR Regulations and as group company in terms of Regulation 2(1) (t) of SEBI ICDR Regulations, in the red herring prospectus and the prospectus (together, the "Offer Documents") which the Company intends to file or submit with Securities and Exchange Board of India ("SEBI"), the stock exchanges and the Registrar of Companies, Maharashtra at Mumbai in relation to the Offer.
2. By your letter dated December 22, 2021, you had conveyed your unwillingness to disclose your name and name of entities in which you are interested or associated in the Offer Documents and therefore the Company had accordingly not disclosed them in the Draft Red Herring Prospectus ("DRHP") of the Company filed with SEBI. The Company had filed an exemption application dated March 22, 2022 with SEBI to seek an exemption from disclosing your name and names of entities in which you are interested or associated, in the Offer Documents as promoter group members and also from disclosing the names of your entities Electroplast (India) Private Limited and Vinayak Cement Corporation Limited as group companies for the purpose of the Offer in the DRHP and the Offer Documents. However, SEBI has by its letter bearing reference number SEBI/ HO/ CFD/ DIL-2/ P/ OW/ 2022/ 27119/ 1 dated July 4, 2022, declined to grant the aforesaid exemption and has directed IDBI Capital Markets and Securities Limited and BOB Capital Markets Limited ("BRLMs") to disclose your name and name of entities in which in which you are interested or associated, in the Offer Documents as promoter group members and/or as group companies, as the case may be.
3. In light of the denial of exemption by SEBI, and by virtue of my relationship with you as a brother, you would be regarded as a member of "Promoter Group" of the Company pursuant to Regulation 2(1) (pp) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") read with Schedule VI of SEBI ICDR Regulations, the Company is required to disclose names of all persons/companies/entities which fall under the category of "Promoter Group" in the Offer Documents for the ascertainment of any inherent risk involved which is important for the purpose of investor protection. The definition of "Promoter Group" under the SEBI ICDR Regulations inter-alia includes (i) immediate relatives of Promoter, (ii) anybody corporate in which 20% or more of the equity share capital is held by the promoter or an immediate relative of the promoter or a firm or Hindu Undivided Family in which the promoter or any one or more of their relative is a member; (iii) a firm or a Hindu

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Undivided Family in which the promoter or any one or more of their relative is a member; and (iv) anybody corporate in which a body corporate as provided in (ii) above holds twenty per cent. or more, of the equity share capital (v) any Hindu Undivided Family or firm in which the aggregate share of the promoter and their relatives is equal to or more than twenty per cent. of the total capital; and (vi) all persons whose shareholding is aggregated under the heading 'shareholding of the promoter group. We may clarify that the term 'immediate relative of the promoter' means any spouse of that person, or any parent, brother, sister or child of the person or of the spouse.

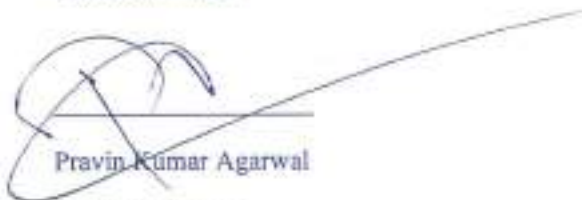
4. By virtue of my relationship with you as brother as mentioned above, you would be regarded as a member of the promoter group of the Company and consequently, some of the companies, sole proprietaries, partnerships, H.U.Fs, L.L.Ps and any association of persons which are associated with you, may also fall under the category of 'Promoter Group members' that are required to be disclosed in the Offer Documents.
5. Further, I request you to kindly provide me and the Company with the details of (A) all body corporates in which you or (i) a firm and/or (i) a Hindu Undivided Family, in which you are a member hold equity share capital; (B) all sole proprietaries, partnerships, H.U.F.s, L.L.P.s and any Association of Persons which is either promoted, controlled by you or in which you hold any share; (C) anybody corporates in which the body corporate as mentioned in (A) above holds 20% or more of the equity share capital, along with certain confirmations as mentioned in **Annexure 'A'**. Further, I would also request you to provide us with the documents enlisted in **Annexure 'C'** for the purposes of our record.
6. Further, in terms of Regulation 2(1)(t) of the SEBI ICDR Regulations, "group companies", shall include such companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards, and also other companies as considered material by the board of the issuer.
7. The Company has entered into related party transactions during last three fiscals i.e. 2022, 2021 and 2020 with following entities in which you are associated as follows: **NIL**
8. In light of the denial of exemption by SEBI as mentioned above and by virtue of related party transaction(s) of the Company during last three fiscals i.e. 2022, 2021 and 2020 as mentioned above, the entities in which you are associated namely, [●], [●] and [●] will be regarded as 'Group Company(ies)' of the Company in terms of Regulation 2(1)(t) of the SEBI ICDR Regulations.
9. Accordingly, the Company will be required to disclose names, certain details and confirmations with respect to the entities namely, [●], [●] and [●] in the Offer Documents. The Company will be also required to upload certain financial details of the entities namely, [●], [●] and [●] such as (a) reserves (excluding revaluation reserve); (b) sales; (c) profit after tax; (d) earnings per share; (e) diluted earnings per share; and (f) net asset value, on our website at <http://pkhventures.com/> Accordingly, please provide details along with certain details and confirmations pertaining to aforementioned entities as mentioned in **Annexure 'B'**. Further, we would also request you to provide us with the documents enlisted in **Annexure 'C'** for the purposes of our record.
10. Further, I request you to provide your consent in favour of the Company for (a) the inclusion of your name along with details & other confirmations as a member of the promoter group of the Company along with consents of the other entities in which you are interested or associated, as mentioned above, which fall within the definition of the term 'promoter group' under Regulation 2(1)(pp)(ii) and Regulation 2(1)(pp)(iv) of the SEBI ICDR Regulations; (b) the inclusion of details & other confirmations in relation to entities, which fall within the definition

of the term 'Group Company' under Regulation 2(t) of the SEBI ICDR Regulations; and (c) such other entities in which you are interested or associated which the Company deems fit to include as promoter group member, in the Offer Documents.

11. We hope that you will positively respond to this humble request of ours by providing the names and details of the organisations falling within the abovementioned categories as requested along with the requisite documents on a high priority basis to ensure compliance with SEBI's directions. It is imperative for us to provide the said details in the Offer Documents as mandated by SEBI.
12. Rest assured that the information provided to me and the Company will be used only for the aforesaid purpose.
13. In case if you have any doubt or require any clarification, then kindly feel free to revert to us or speak to our Mr Neelam Prakash Sharma (Chief Financial Officer) of the company.
14. Please consider the contents of this letter and the information regarding the Offer as strictly confidential.
15. I request you to respond to the above request within 7 (seven) days of receipt of this letter by you. I assure you that all your queries regarding the above disclosure and the legal implications of such disclosures will be explained and clarified to you in detail, if required.
16. In the event no response to the above request is received from you within 7 (seven) days of delivery of this letter to you, then the Company will have no option but to proceed with complying with the directions of SEBI to disclose such details pertaining to you and your entities in the manner as directed by SEBI at your entire risk, in the Offer Documents and any other Offer related material, without recourse to you. The Company will then proceed to file the Offer Documents and any other Offer related material with the SEBI, the stock exchanges and the Registrar of Companies, Maharashtra at Mumbai, as may be required, and/or disseminate the same publicly.

All capitalized terms not defined herein would have the same meaning as attributed to it in the Offer Documents.

Yours faithfully,



Pravin Kumar Agarwal

Encl: As above.

Annexure 'A'

(Details and confirmations required from the Promoter Group member)

- a) Name: [•]
- b) PAN: [•]
- c) Address: [•]
- d) Other details and interest of the member of the Promoter Group:

- (i) Shareholding of the member of the promoter group in the Company and/or its subsidiaries

[•] [*Note: Insert details, including number of equity shares, stock options, warrants and convertible securities of the Company and/or its subsidiaries held by the promoter group member. Also specify aggregate shareholding of the member of the promoter group as a percentage of the paid-up and issued share capital of the Company*]

- (ii) Sales, purchases and financings of securities of the Company in the last six months [*Note: Insert details or state NIL*]

Transferor	Transferee	Date	Number of Securities	Price per Security (Rs.)
[•]	[•]	[•]	[•]	[•]

- (iii) Amount or benefit paid by the Company and/or its subsidiaries to the member of the promoter group within the two immediately preceding years or intended to be paid or given to the member of the promoter group

[•] [*Note: Insert details, including consideration for any amount paid or benefit given to the promoter group member by the Company and/or its subsidiaries in the last two years, or intended to be paid in the future. This should include shared services, royalty paid, raw materials purchased/sold and so on. For each such amount paid/benefit given, provide: copy of all documentation/agreements, reasons for payment, nature of benefit, total amount of consideration paid/to be paid; and amount paid/to be paid to the promoter group member*]

- (iv) The related business transactions within the Company and [Name of promoter group entity] and their significance on the financial performance of the Company is as below:

[•] [*Note: Details in relation to related business transactions within Company and promoter group entity along with copies of back-up documents in relation to the same is to be provided.*]

- (v) The details of interest of [name of promoter group entity] in the Company including, in any property acquired or proposed to be acquired by our Company, or in promotion or formation of our Company, or in any transaction in acquisition of land, construction of building and supply of machinery.

[•] [*Note: Details in relation to interest of promoter group entity in the Company including, in any property acquired or proposed to be acquired by our Company, or in*

promotion or formation of our Company, or in any transaction in acquisition of land, construction of building and supply of machinery, along with copies of back-up documents in relation to the same is to be provided.]

- (vi) There are no common pursuits between the Company and/ or its subsidiaries and [name of promoter group entity]. [*Note: Details in relation to common pursuits between the Company or its subsidiaries and promoter group entity along with copies of back-up documents in relation to the same is to be provided.*]
- (vii) I/we do not hold any equity shares, warrants/convertible securities or stock options in the Company and/or its subsidiaries;
- (viii) None of the Equity Shares held or owned (beneficially or otherwise) by me/us in the Company and/ or its subsidiaries are pledged or otherwise encumbered, including subject to any non-disposal undertaking, with any bank or financial institution or other creditor as collateral security for loans granted by such banks, financial institutions or with any other creditor; [*Note: Insert details, or state NIL if not applicable*]
- (ix) I/we have not, directly or indirectly, purchased or sold or financed the purchase by any other person, other than in the normal course of the business of the financing entity, of any securities of the Company during the six immediately preceding months;
- (x) There is no amount or benefit paid or given by the Company and/or its subsidiaries within the two immediately preceding years or intended to be paid or given to me/us.

e) Other Confirmations

- (i) I am/ we are not prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI, or any other securities market regulator in any other jurisdiction or any other authority, court or tribunal inside and outside India.
- (ii) Further, I/ we have not been identified as wilful defaulters or fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof in accordance with the guidelines on wilful defaulters and fraudulent borrowers issued by the Reserve Bank of India and our name does not appear in any intermediary caution list or list of shell companies or vanishing companies.
- (iii) Except as stated below, I am/ we are not registered with SEBI in any capacity. [*Note: Please provide registration details if any, or state NIL*]

Except as stated below, I am/ we are not / was not associated or registered with Insurance Regulatory and Development Authority ("IRDA") or Reserve Bank of India ("RBI") or Pension Fund Regulatory and Development Authority ("PFRDA") and none of proprietorship firm(s) or partnership firm(s) or Hindu Undivided Family(ies) or limited liability partnership(s) belonging to me/us or body corporate of which I/us am/are member or director are or were associated or registered with IRDA or RBI or PFRDA.

[*][*Note: Please provide registration details if any, or state NIL*]

- (iv) I/ we have not been found to be non-compliant with applicable securities laws during the three immediately preceding years. [*Note: Please check and provide details/ confirmations as mentioned below.*]
 - a. We have not, at any point in time, committed or been found to have committed, any

- violation/s of any securities law/s, nor are any allegations pending against us in this regard before any court, tribunal or other forum,
- b. We have not been subject to any adverse findings against us in connection with compliance with securities law/s;
 - c. no notice or action has been issued or initiated against us, with respect to our association with any entities, in any capacity; and
 - d. there is no litigation or proceeding, threatened or pending, against us or any of the companies in which we are interested as a promoter, which could have a materially adverse effect on the position of the Company.
- (v) I have complied with/ we are in compliance with the provisions of the Companies Act, 2013 in relation to beneficial ownership, and the Companies (Significant Beneficial Owners) Rules, 2018, as amended and any notifications and circulars related thereto.
- (vi) I/ we confirm that we are not subject to any penalties or disciplinary action or investigation by the SEBI or the stock exchanges or any other regulatory authority, court or tribunal, inside or outside India nor has any regulatory authority or court/ tribunal, inside and outside India, found any probable cause for enquiry, adjudication, prosecution or other regulatory action.
- (vii) We are not under winding up, nor has our name (or the name of any entities in which our promoters or directors are associated as promoters, directors or persons in control) been struck off from any list of companies by any statutory or regulatory authority, ministry or other government body. We are not a sick company within the meaning of the erstwhile Sick Industrial Companies (Special Provisions) Act, 1995 and have not been referred to the Board of Industrial and Financial Reconstruction, and we are not a company under the corporate insolvency resolution process under the Insolvency and Bankruptcy Code, 2016. [*Note: Please provide details if any, or state NIL*]
- (viii) [None of our [equity shares] are listed on any stock exchange.]/[Our [equity shares] are listed on the [●] and [●].] *Note: Retain as applicable*
- (ix) Except as stated below, there have been no securities markets violations by entities in which I am associated/ interested/ us:
- [●] *Note: Please provide details if any, or state NIL*
- (x) I/ we have not defaulted in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders. [*Note: Retain, If applicable.*]
- (xi) No incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, shall be provided by me/ us to any person for making an application for Equity Shares in the Offer.
- (xii) I/ we undertake that transactions in the securities of the Company by me/ us during the period between the date of filing the DRHP and the date of closure of the Offer will be promptly reported to the Company so as to enable the Company to report such transactions to the Stock Exchanges within 24 hours of such transactions.
- (xiii) I/ we will not participate in the Offer and will not make any application for Equity Shares in the Offer. No person related to me/ us shall apply under the Anchor Investor portion of the Offer, if any.
- (xiv) There is no proposal whereby I/ we will receive any portion of the proceeds from the proposed Offer and there is no material existing or anticipated transaction with me/ us in relation to utilization of such proceeds. Further, there is no arrangement between the

Company and me/ us pursuant to which the proceeds of the Offer shall be indirectly routed to me/ us. [*Note: Please include all relevant documents if there are any existing or anticipated transactions with the member of the promoter group in relation to utilization of Offer proceeds*]

- (xv) [My/ our entire shareholding in the Company [shall be in dematerialized form prior to filing the RHP with the RoC][is in dematerialized form as of the date of this certificate.] [*Note: Retain applicable statement*] A copy of the latest shareholding statement from the depository participant is annexed herewith as Annexure I.][*Note: To be included only if member of the promoter group holds shares in the Company*]
- (xvi) We further confirm that we have not issued equity shares in the past to more than 49 persons / 200 persons, as applicable, in violation of: [*Note: Applicable in case of Promoter Group Entity and Group Company.*]
 - (a) Section 67(3) of Companies Act, 1956, as amended; or
 - (b) Relevant section(s) of Companies Act, 2013, including Section 42, as amended and the rules notified thereunder; or
 - (c) The SEBI regulations including the SEBI (Disclosure and Investor Protection) Guidelines, 2000, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, each as amended, as applicable;
- (xvii) If we have not been in default in payment of listing fees to any stock exchange in the last three years or have not been delisted or suspended in the past and have not been proceeded against by SEBI or other regulatory authority for any reason; [*Note: If the certifying entity has failed to pay the listing fees to any stock exchange in the last three years or has been delisted or suspended in the past or proceeded against by SEBI, please include such relevant details, including penalty, if any, imposed by such stock exchange, SEBI or regulatory authority*]

Annexure 'B'

(Details and confirmations required from the Group company)

- a) Name: [•]
- b) PAN: [•]
- c) Address: [•]
- d) **Other details and interest of the Member of the Group Company:**
 - (i) **Shareholding of the group company in the Company and/or its subsidiaries**
[•] [*Note: Insert details, including number of equity shares, stock options, warrants and convertible securities of the Company and/or its subsidiaries held by the group company. Also specify aggregate shareholding of the group company as a percentage of the paid-up and issued share capital of the Company and/or its subsidiaries*]
 - (ii) **The related business transactions within the Company and the Group Companies and their significance on the financial performance of the Company is as below:**
[•] [*Note: Details in relation to related business transactions within the Company and the Group Company is to be mentioned along with copies of back-up documents in relation to the same is to be provided.*]
 - (xi) **The details of interest of [name of group company] in the Company including, in any property acquired or proposed to be acquired by our Company, or in promotion or formation of our Company, or in any transaction in acquisition of land, construction of building and supply of machinery.**
[•] [*Note: Details in relation to interest of group company in the Company including, in any property acquired or proposed to be acquired by our Company, or in promotion or formation of our Company, or in any transaction in acquisition of land, construction of building and supply of machinery. along with copies of back-up documents in relation to the same is to be provided.*]
 - (iii) **There are no common pursuits between the Company and/ or its subsidiaries and [name of group company].** [*Note: Details in relation to common pursuits between the Company or its subsidiaries and group company along with copies of back-up documents in relation to the same is to be provided.*]
 - (iv) **None of the Equity Shares held or owned (beneficially or otherwise) by us in the Company and/ or its subsidiaries are pledged or otherwise encumbered, including subject to any non-disposal undertaking, with any bank or financial institution or other creditor as collateral security for loans granted by such banks, financial institutions or with any other creditor;** [*Note: Insert details, or state NIL if not applicable*]
 - (v) **There is no amount or benefit paid or given by the Company and/or its subsidiaries within the two immediately preceding years or intended to be paid or given to us.**
- e) **Other Confirmations**
 - (i) **We are not prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI, or**

any other securities market regulator in any other jurisdiction or any other authority, court or tribunal inside and outside India.

(ii) Further, I/ we have not been identified as wilful defaulters or fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof in accordance with the guidelines on wilful defaulters and fraudulent borrowers issued by the Reserve Bank of India and our name does not appear in any intermediary caution list or list of shell companies or vanishing companies.

(iii) Except as stated below, we are not registered with SEBI in any capacity. [*Note: Please provide registration details if any, or state NIL*]

[•]

(iv) Except as stated below, we are not / was not associated or registered with Insurance Regulatory and Development Authority ("IRDA") or Reserve Bank of India ("RBI") or Pension Fund Regulatory and Development Authority ("PFRDA") and none of proprietorship firm(s) or partnership firm(s) or Hindu Undivided Family(ies) or limited liability partnership(s) belonging to us or body corporate of which I/us am/are member or director are or were associated or registered with IRDA or RBI or PFRDA. [*Note: Please provide registration details if any, or state NIL*]

[•]

(v) We have not been found to be non-compliant with applicable securities laws during the three immediately preceding years. [*Note: Please check and provide details/ confirmations as mentioned below.*]

- a. We have not, at any point in time, committed or been found to have committed, any violation/s of any securities law/s, nor are any allegations pending against us in this regard before any court, tribunal or other forum,
- b. We have not been subject to any adverse findings against us in connection with compliance with securities law/s;
- c. no notice or action has been issued or initiated against us, with respect to our association with any entities, in any capacity; and
- d. there is no litigation or proceeding, threatened or pending, against us or any of the companies in which we are interested as a promoter, which could have a materially adverse effect on the position of the Company.

(vi) Except as stated in **Annexure I**, there is no pending litigation involving the [name of group company]. [*Note: Details in relation to litigation involving group company is to be provided in Annexure I separately for each group company, along back-up documents in relation to the same.*]

(vii) We confirm that we are not subject to any penalties or disciplinary action or investigation by the SEBI or the stock exchanges or any other regulatory authority, court or tribunal, inside or outside India nor has any regulatory authority or court/ tribunal, inside and outside India, found any probable cause for enquiry, adjudication, prosecution or other regulatory action.

(viii) We are not under winding up, nor has our name (or the name of any entities in which our promoters or directors are associated as promoters, directors or persons in control) been struck off from any list of companies by any statutory or regulatory authority, ministry or other government body. We are not a sick company within the meaning of the erstwhile Sick Industrial Companies (Special Provisions) Act, 1995 and have not been referred to the Board of Industrial and Financial Reconstruction, and we are not a company under the corporate

insolvency resolution process under the Insolvency and Bankruptcy Code, 2016. [*Note: Please provide details if any, or state NIL*]

- (ix) [None of our [equity shares] are listed on any stock exchange.]/[Our [equity shares] are listed on the [•] and [•].] [*Note: Retain as applicable*]
- (x) Except as stated below, there have been no securities markets violations by us
[•] [*Note: Please provide details if any, or state NIL*]
- (xi) We have not defaulted in respect of payment of interest and/or principal to the debenture/bond/ fixed deposit holders. [*Note: Retain, If applicable.*]
- (xii) We undertake that transactions in the securities of the Company by me/ us during the period between the date of filing the DRHP and the date of closure of the Offer will be promptly reported to the Company so as to enable the Company to report such transactions to the Stock Exchanges within 24 hours of such transactions. [*Note: Retain, If applicable.*]
- (xiii) Our entire shareholding in the Company [shall be in dematerialized form prior to filing the RHP with the RoC]/[is in dematerialized form as of the date of this certificate.] [*Note: Retain applicable statement*] A copy of the latest shareholding statement from the depository participant is annexed herewith as **Annexure I**. [*Note: To be included only if member of the promoter group holds shares in the Company*]
- (xiv) We further confirm that we have not issued equity shares in the past to more than 49 persons / 200 persons, as applicable, in violation of: [*Note: Applicable in case of Promoter Group Entity and Group Company.*]
 - (a) Section 67(3) of Companies Act, 1956, as amended; or
 - (b) Relevant section(s) of Companies Act, 2013, including Section 42, as amended and the rules notified thereunder; or
 - (c) The SEBI regulations including the SEBI (Disclosure and Investor Protection) Guidelines, 2000, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, each as amended, as applicable;

Annexure 'C'

(List of Documents required from the Promoter Group member/ group companies)

1. Copy of PAN Card
2. Copy of Certificate of Incorporation
3. Copy of registration certificate granted to promoter group entity/ group company by any statutory or regulatory authority
4. Copies of Financial Statements for last three financial years of promoter group entity/ group company along with copies of income tax returns filed with the Income Tax authorities
5. Copies of other documents in relation to business interests or transactions between promoter group entity/ group company and the Company or its subsidiaries during fiscals 2022, 2021 and 2020 [*Note: To be provided, if any.*]

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PRAVIN KUMAR AGARWAL

1105 Tower A, Raheja Sherwood, Western Express Highway, Behind Hub Mall,
Goregaon (East) Mumbai 400063

Registered Post A.D.

Date: 2nd September, 2022

To,

Shri Vikas Goyal
[Address] 510, Sadar Dal Mandi
Meerut Cantt,
Uttar Pradesh- 250001

9M855877684IN IVR:827780587768

RL AUDIT BAHAMN S.O (400051)

Counter No:2, 03/09/2022, 11:56

To:VIKASH GOYAL, MEERUT

PIN:250001, Meerut Cantt ND

From:PRAVIN KUMAR AGARWAL, MUMBAI

Wt:78gms

Am:48.88(Cash)

(Track on www.indiapost.gov.in)

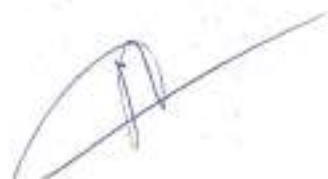
(Dial 18002668868) (Wear Masks, Stay Safe)

Dear Sir/ Madam,

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")

1. This is in reference to disclosure of your name and names of entities in which you are interested or associated, as promoter group member in terms of Regulation 2(1) (pp) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") read with Schedule VI of SEBI ICDR Regulations and as group company in terms of Regulation 2(1) (t) of SEBI ICDR Regulations, in the red herring prospectus and the prospectus (together, the "Offer Documents") which the Company intends to file or submit with Securities and Exchange Board of India ("SEBI"), the stock exchanges and the Registrar of Companies, Maharashtra at Mumbai in relation to the Offer.
2. By your letter dated December 22, 2021, you had conveyed your unwillingness to disclose your name and name of entities in which you are interested or associated in the Offer Documents and therefore the Company had accordingly not disclosed them in the Draft Red Herring Prospectus ("DRHP") of the Company filed with SEBI. The Company had filed an exemption application dated March 22, 2022 with SEBI to seek an exemption from disclosing your name and names of entities in which you are interested or associated, in the Offer Documents as promoter group members and also from disclosing the names of your entities Electroplast (India) Private Limited and Vinayak Cement Corporation Limited as group companies for the purpose of the Offer in the DRHP and the Offer Documents. However, SEBI has by its letter bearing reference number SEBI/ HO/ CFD/ DIL-2/ P/ OW/ 2022/ 27119/ 1 dated July 4, 2022, declined to grant the aforesaid exemption and has directed IDBI Capital Markets and Securities Limited and BOB Capital Markets Limited ("BRLMs") to disclose your name and name of entities in which you are interested or associated, in the Offer Documents as promoter group members and/or as group companies, as the case may be.
3. In light of the denial of exemption by SEBI, and by virtue of my relationship with you as a son in law you would be regarded as a member of "Promoter Group" of the Company pursuant to Regulation 2(1) (pp) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") read with Schedule VI of SEBI ICDR Regulations, the Company is required to disclose names of all persons/companies/entities which fall under the category of "Promoter Group" in the Offer Documents for the ascertainment of any inherent risk involved which is important for the purpose of investor protection. The definition of "Promoter Group" under the SEBI ICDR Regulations inter-alia includes (i) immediate relatives of Promoter, (ii) anybody corporate in which 20% or more of the equity share capital is held by the promoter or an immediate relative of the promoter or a firm or Hindu Undivided Family in

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which the promoter or any one or more of their relative is a member; (iii) a firm or a Hindu Undivided Family in which the promoter or any one or more of their relative is a member; and (iv) anybody corporate in which a body corporate as provided in (ii) above holds twenty per cent. or more, of the equity share capital (v) any Hindu Undivided Family or firm in which the aggregate share of the promoter and their relatives is equal to or more than twenty per cent. of the total capital; and (vi) all persons whose shareholding is aggregated under the heading "shareholding of the promoter group. We may clarify that the term 'immediate relative of the promoter' means any spouse of that person, or any parent, brother, sister or child of the person or of the spouse.

4. By virtue of my relationship with you as son in law as mentioned above, you would be regarded as a member of the promoter group of the Company and consequently, some of the companies, sole proprietaries, partnerships, H.U.Fs, L.L.Ps and any association of persons which are associated with you, may also fall under the category of 'Promoter Group members' that are required to be disclosed in the Offer Documents.
5. Further, I request you to kindly provide me and the Company with the details of (A) all body corporates in which you or (i) a firm and/or (i) a Hindu Undivided Family, in which you are a member hold equity share capital; (B) all sole proprietaries, partnerships, H.U.F.s, L.L.P.s and any Association of Persons which is either promoted, controlled by you or in which you hold any share; (C) anybody corporates in which the body corporate as mentioned in (A) above holds 20% or more of the equity share capital, along with certain confirmations as mentioned in **Annexure 'A'**. Further, I would also request you to provide us with the documents enlisted in **Annexure 'C'** for the purposes of our record.
6. Further, in terms of Regulation 2(1)(t) of the SEBI ICDR Regulations, "group companies", shall include such companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards, and also other companies as considered material by the board of the issuer.
7. The Company has entered into related party transactions during last three fiscals i.e. 2022, 2021 and 2020 with following entities in which you are associated as follows: **NIL**
8. In light of the denial of exemption by SEBI as mentioned above and by virtue of related party transaction(s) of the Company during last three fiscals i.e. 2022, 2021 and 2020 and as mentioned above, the entities in which you are associated namely, [●], [●] and [●] will be regarded as 'Group Company(ies)' of the Company in terms of Regulation 2(1)(t) of the SEBI ICDR Regulations.
9. Accordingly, the Company will be required to disclose names, certain details and confirmations with respect to the entities namely, [●], [●] and [●] in the Offer Documents. The Company will be also required to upload certain financial details of the entities namely, [●], [●] and [●] such as (a) reserves (excluding revaluation reserve); (b) sales; (c) profit after tax; (d) earnings per share; (e) diluted earnings per share; and (f) net asset value, on our website at <http://pkhventures.com/>. Accordingly, please provide details along with certain details and confirmations pertaining to aforementioned entities as mentioned in **Annexure 'B'**. Further, we would also request you to provide us with the documents enlisted in **Annexure 'C'** for the purposes of our record.
10. Further, I request you to provide your consent in favour of the Company for (a) the inclusion of your name along with details & other confirmations as a member of the promoter group of the Company along with consents of the other entities in which you are interested or associated, as mentioned above, which fall within the definition of the term 'promoter group' under Regulation 2(1)(pp)(ii) and Regulation 2(1)(pp)(iv) of the SEBI ICDR Regulations; (b) the



inclusion of details & other confirmations in relation to entities, which fall within the definition of the term 'Group Company' under Regulation 2(t) of the SEBI ICDR Regulations; and (c) such other entities in which you are interested or associated which the Company deems fit to include as promoter group member, in the Offer Documents.

11. We hope that you will positively respond to this humble request of ours by providing the names and details of the organisations falling within the abovementioned categories as requested along with the requisite documents on a high priority basis to ensure compliance with SEBI's directions. It is imperative for us to provide the said details in the Offer Documents as mandated by SEBI.
12. Rest assured that the information provided to me and the Company will be used only for the aforesaid purpose.
13. In case if you have any doubt or require any clarification, then kindly feel free to revert to us or speak to our Mr Neelam Prakash Sharma (Chief Financial Officer) of the company.
14. Please consider the contents of this letter and the information regarding the Offer as strictly confidential.
15. I request you to respond to the above request within 7 (seven) days of receipt of this letter by you. I assure you that all your queries regarding the above disclosure and the legal implications of such disclosures will be explained and clarified to you in detail, if required.
16. In the event no response to the above request is received from you within 7 (seven) days of delivery of this letter to you, then the Company will have no option but to proceed with complying with the directions of SEBI to disclose such details pertaining to you and your entities in the manner as directed by SEBI at your entire risk, in the Offer Documents and any other Offer related material, without recourse to you. The Company will then proceed to file the Offer Documents and any other Offer related material with the SEBI, the stock exchanges and the Registrar of Companies, Maharashtra at Mumbai, as may be required, and/or disseminate the same publicly.

All capitalized terms not defined herein would have the same meaning as attributed to it in the Offer Documents.

Yours faithfully,



Pravin Kumar Agarwal

Encl.: As above.

Annexure 'A'

(Details and confirmations required from the Promoter Group member)

- a) Name: [●]
- b) PAN: [●]
- c) Address: [●]
- d) Other details and interest of the member of the Promoter Group:

- (i) Shareholding of the member of the promoter group in the Company and/or its subsidiaries

[●] [*Note: Insert details, including number of equity shares, stock options, warrants and convertible securities of the Company and/or its subsidiaries held by the promoter group member. Also specify aggregate shareholding of the member of the promoter group as a percentage of the paid-up and issued share capital of the Company*]

- (ii) Sales, purchases and financings of securities of the Company in the last six months [*Note: Insert details or state NIL*]

Transferor	Transferee	Date	Number of Securities	Price per Security (Rs.)
[●]	[●]	[●]	[●]	[●]

- (iii) Amount or benefit paid by the Company and/or its subsidiaries to the member of the promoter group within the two immediately preceding years or intended to be paid or given to the member of the promoter group

[*Note: Insert details, including consideration for any amount paid or benefit given to the promoter group member by the Company and/or its subsidiaries in the last two years, or intended to be paid in the future. This should include shared services, royalty paid, raw materials purchased/sold and so on. For each such amount paid/benefit given, provide: copy of all documentation/agreements, reasons for payment, nature of benefit, total amount of consideration paid/to be paid; and amount paid/to be paid to the promoter group member*]

- (iv) The related business transactions within the Company and [Name of promoter group entity] and their significance on the financial performance of the Company is as below:

[*Note: Details in relation to related business transactions within Company and promoter group entity along with copies of back-up documents in relation to the same is to be provided.*]

- (v) The details of interest of [name of promoter group entity] in the Company including, in any property acquired or proposed to be acquired by our Company, or in promotion or formation of our Company, or in any transaction in acquisition of land, construction of building and supply of machinery.

[*Note: Details in relation to interest of promoter group entity in the Company including, in any property acquired or proposed to be acquired by our Company, or in promotion or*

formation of our Company, or in any transaction in acquisition of land, construction of building and supply of machinery, along with copies of back-up documents in relation to the same is to be provided.]

- (vi) There are no common pursuits between the Company and/ or its subsidiaries and [name of promoter group entity]. [*Note: Details in relation to common pursuits between the Company or its subsidiaries and promoter group entity along with copies of back-up documents in relation to the same is to be provided.*]
- (vii) I/we do not hold any equity shares, warrants/convertible securities or stock options in the Company and/or its subsidiaries;
- (viii) None of the Equity Shares held or owned (beneficially or otherwise) by me/us in the Company and/ or its subsidiaries are pledged or otherwise encumbered, including subject to any non-disposal undertaking, with any bank or financial institution or other creditor as collateral security for loans granted by such banks, financial institutions or with any other creditor; [*Note: Insert details, or state NIL if not applicable*]
- (ix) I/we have not, directly or indirectly, purchased or sold or financed the purchase by any other person, other than in the normal course of the business of the financing entity, of any securities of the Company during the six immediately preceding months;
- (x) There is no amount or benefit paid or given by the Company and/or its subsidiaries within the two immediately preceding years or intended to be paid or given to me/us.

e) Other Confirmations

- (i) I am/ we are not prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI, or any other securities market regulator in any other jurisdiction or any other authority, court or tribunal inside and outside India.
- (ii) Further, I/ we have not been identified as wilful defaulters or fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof in accordance with the guidelines on wilful defaulters and fraudulent borrowers issued by the Reserve Bank of India and our name does not appear in any intermediary caution list or list of shell companies or vanishing companies.
- (iii) Except as stated below, I am/ we are not registered with SEBI in any capacity. [*Note: Please provide registration details if any, or state NIL*]

Except as stated below, I am/ we are not / was not associated or registered with Insurance Regulatory and Development Authority ("IRDA") or Reserve Bank of India ("RBI") or Pension Fund Regulatory and Development Authority ("PFRDA") and none of proprietorship firm(s) or partnership firm(s) or Hindu Undivided Family(ies) or limited liability partnership(s) belonging to me/us or body corporate of which I/us am/are member or director are or were associated or registered with IRDA or RBI or PFRDA.

[•] [*Note: Please provide registration details if any, or state NIL*]

- (iv) I/ we have not been found to be non-compliant with applicable securities laws during the three immediately preceding years. [*Note: Please check and provide details/ confirmations as mentioned below.*]

a. We have not, at any point in time, committed or been found to have committed, any

- violation/s of any securities law/s, nor are any allegations pending against us in this regard before any court, tribunal or other forum,
- b. We have not been subject to any adverse findings against us in connection with compliance with securities law/s;
 - c. no notice or action has been issued or initiated against us, with respect to our association with any entities, in any capacity; and
 - d. there is no litigation or proceeding, threatened or pending, against us or any of the companies in which we are interested as a promoter, which could have a materially adverse effect on the position of the Company.
- (v) I have complied with/ we are in compliance with the provisions of the Companies Act, 2013 in relation to beneficial ownership, and the Companies (Significant Beneficial Owners) Rules, 2018, as amended and any notifications and circulars related thereto.
- (vi) I/ we confirm that we are not subject to any penalties or disciplinary action or investigation by the SEBI or the stock exchanges or any other regulatory authority, court or tribunal, inside or outside India nor has any regulatory authority or court/ tribunal, inside and outside India, found any probable cause for enquiry, adjudication, prosecution or other regulatory action.
- (vii) We are not under winding up, nor has our name (or the name of any entities in which our promoters or directors are associated as promoters, directors or persons in control) been struck off from any list of companies by any statutory or regulatory authority, ministry or other government body. We are not a sick company within the meaning of the erstwhile Sick Industrial Companies (Special Provisions) Act, 1995 and have not been referred to the Board of Industrial and Financial Reconstruction, and we are not a company under the corporate insolvency resolution process under the Insolvency and Bankruptcy Code, 2016. [*Note: Please provide details if any, or state NIL*]
- (viii) [None of our [equity shares] are listed on any stock exchange.]/[Our [equity shares] are listed on the [●] and [●].] *[Note: Retain as applicable]*
- (ix) Except as stated below, there have been no securities markets violations by entities in which I am associated/ interested/ us:
- [Note: Please provide details if any, or state NIL]*
- (x) I/ we have not defaulted in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders. *[Note: Retain, If applicable.]*
- (xi) No incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, shall be provided by me/ us to any person for making an application for Equity Shares in the Offer.
- (xii) I/ we undertake that transactions in the securities of the Company by me/ us during the period between the date of filing the DRHP and the date of closure of the Offer will be promptly reported to the Company so as to enable the Company to report such transactions to the Stock Exchanges within 24 hours of such transactions.
- (xiii) I/ we will not participate in the Offer and will not make any application for Equity Shares in the Offer. No person related to me/ us shall apply under the Anchor Investor portion of the Offer, if any.
- (xiv) There is no proposal whereby I/ we will receive any portion of the proceeds from the proposed Offer and there is no material existing or anticipated transaction with me/ us in relation to utilization of such proceeds. Further, there is no arrangement between the

Company and me/ us pursuant to which the proceeds of the Offer shall be indirectly routed to me/ us. [*Note: Please include all relevant documents if there are any existing or anticipated transactions with the member of the promoter group in relation to utilization of Offer proceeds*]

- (xv) [My/ our entire shareholding in the Company [shall be in dematerialized form prior to filing the RHP with the RoC]/[is in dematerialized form as of the date of this certificate.] [*Note: Retain applicable statement*] A copy of the latest shareholding statement from the depository participant is annexed herewith as **Annexure I**.] [*Note: To be included only if member of the promoter group holds shares in the Company*]
- (xvi) We further confirm that we have not issued equity shares in the past to more than 49 persons / 200 persons, as applicable, in violation of: [*Note: Applicable in case of Promoter Group Entity and Group Company.*]
- (a) Section 67(3) of Companies Act, 1956, as amended; or
 - (b) Relevant section(s) of Companies Act, 2013, including Section 42, as amended and the rules notified thereunder; or
 - (c) The SEBI regulations including the SEBI (Disclosure and Investor Protection) Guidelines, 2000, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, each as amended, as applicable;
- (xvii) If we have not been in default in payment of listing fees to any stock exchange in the last three years or have not been delisted or suspended in the past and have not been proceeded against by SEBI or other regulatory authority for any reason; [*Note: If the certifying entity has failed to pay the listing fees to any stock exchange in the last three years or has been delisted or suspended in the past or proceeded against by SEBI, please include such relevant details, including penalty, if any, imposed by such stock exchange, SEBI or regulatory authority*]

Annexure 'B'

(Details and confirmations required from the Group company)

- a) Name: [●]
- b) PAN: [●]
- c) Address: [●]
- d) Other details and interest of the Member of the Group Company:
 - (i) Shareholding of the group company in the Company and/or its subsidiaries
[Note: Insert details, including number of equity shares, stock options, warrants and convertible securities of the Company and/or its subsidiaries held by the group company. Also specify aggregate shareholding of the group company as a percentage of the paid-up and issued share capital of the Company and/or its subsidiaries]
 - (ii) The related business transactions within the Company and the Group Companies and their significance on the financial performance of the Company is as below:
[Note: Details in relation to related business transactions within the Company and the Group Company is to be mentioned along with copies of back-up documents in relation to the same is to be provided.]
 - (xi) The details of interest of [name of group company] in the Company including, in any property acquired or proposed to be acquired by our Company, or in promotion or formation of our Company, or in any transaction in acquisition of land, construction of building and supply of machinery.
[Note: Details in relation to interest of group company in the Company including, in any property acquired or proposed to be acquired by our Company, or in promotion or formation of our Company, or in any transaction in acquisition of land, construction of building and supply of machinery, along with copies of back-up documents in relation to the same is to be provided.]
 - (iii) There are no common pursuits between the Company and/ or its subsidiaries and [name of group company]. *[Note: Details in relation to common pursuits between the Company or its subsidiaries and group company along with copies of back-up documents in relation to the same is to be provided.]*
 - (iv) None of the Equity Shares held or owned (beneficially or otherwise) by us in the Company and/ or its subsidiaries are pledged or otherwise encumbered, including subject to any non-disposal undertaking, with any bank or financial institution or other creditor as collateral security for loans granted by such banks, financial institutions or with any other creditor; *[Note: Insert details, or state NIL if not applicable]*
 - (v) There is no amount or benefit paid or given by the Company and/or its subsidiaries within the two immediately preceding years or intended to be paid or given to us.
- e) Other Confirmations
 - (i) We are not prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI, or

any other securities market regulator in any other jurisdiction or any other authority, court or tribunal inside and outside India.

- (ii) Further, I/ we have not been identified as wilful defaulters or fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof in accordance with the guidelines on wilful defaulters and fraudulent borrowers issued by the Reserve Bank of India and our name does not appear in any intermediary caution list or list of shell companies or vanishing companies.
- (iii) Except as stated below, we are not registered with SEBI in any capacity. [*Note: Please provide registration details if any, or state NIL*]
- (iv) Except as stated below, we are not / was not associated or registered with Insurance Regulatory and Development Authority ("IRDA") or Reserve Bank of India ("RBI") or Pension Fund Regulatory and Development Authority ("PFRDA") and none of proprietorship firm(s) or partnership firm(s) or Hindu Undivided Family(ies) or limited liability partnership(s) belonging to us or body corporate of which I/us am/are member or director are or were associated or registered with IRDA or RBI or PFRDA. [*Note: Please provide registration details if any, or state NIL*]
- (v) We have not been found to be non-compliant with applicable securities laws during the three immediately preceding years. [*Note: Please check and provide details/ confirmations as mentioned below.*]
 - a. We have not, at any point in time, committed or been found to have committed, any violation/s of any securities law/s, nor are any allegations pending against us in this regard before any court, tribunal or other forum,
 - b. We have not been subject to any adverse findings against us in connection with compliance with securities law/s;
 - c. no notice or action has been issued or initiated against us, with respect to our association with any entities, in any capacity; and
 - d. there is no litigation or proceeding, threatened or pending, against us or any of the companies in which we are interested as a promoter, which could have a materially adverse effect on the position of the Company.
- (vi) Except as stated in Annexure I, there is no pending litigation involving the [name of group company]. [*Note: Details in relation to litigation involving group company is to be provided in Annexure I separately for each group company, along back-up documents in relation to the same.*]
- (vii) We confirm that we are not subject to any penalties or disciplinary action or investigation by the SEBI or the stock exchanges or any other regulatory authority, court or tribunal, inside or outside India nor has any regulatory authority or court/ tribunal, inside and outside India, found any probable cause for enquiry, adjudication, prosecution or other regulatory action.
- (viii) We are not under winding up, nor has our name (or the name of any entities in which our promoters or directors are associated as promoters, directors or persons in control) been struck off from any list of companies by any statutory or regulatory authority, ministry or other government body. We are not a sick company within the meaning of the erstwhile Sick Industrial Companies (Special Provisions) Act, 1995 and have not been referred to the Board of Industrial and Financial Reconstruction, and we are not a company under the corporate insolvency resolution process under the Insolvency and Bankruptcy Code, 2016. [*Note: Please provide details if any, or state NIL*]

- (ix) [None of our [equity shares] are listed on any stock exchange.]/[Our [equity shares] are listed on the [●] and [●].] *[Note: Retain as applicable]*
- (x) Except as stated below, there have been no securities markets violations by us
[Note: Please provide details if any, or state NIL.]
- (xi) We have not defaulted in respect of payment of interest and/or principal to the debenture/bond/ fixed deposit holders. *[Note: Retain, If applicable.]*
- (xii) We undertake that transactions in the securities of the Company by me/ us during the period between the date of filing the DRHP and the date of closure of the Offer will be promptly reported to the Company so as to enable the Company to report such transactions to the Stock Exchanges within 24 hours of such transactions. *[Note: Retain, If applicable.]*
- (xiii) Our entire shareholding in the Company [shall be in dematerialized form prior to filing the RHP with the ROC]/[is in dematerialized form as of the date of this certificate.] *[Note: Retain applicable statement]* A copy of the latest shareholding statement from the depository participant is annexed herewith as **Annexure I.** *[Note: To be included only if member of the promoter group holds shares in the Company]*
- (xiv) We further confirm that we have not issued equity shares in the past to more than 49 persons / 200 persons, as applicable, in violation of: *[Note: Applicable in case of Promoter Group Entity and Group Company.]*
- (a) Section 67(3) of Companies Act, 1956, as amended; or
 - (b) Relevant section(s) of Companies Act, 2013, including Section 42, as amended and the rules notified thereunder; or
 - (c) The SEBI regulations including the SEBI (Disclosure and Investor Protection) Guidelines, 2000, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, each as amended, as applicable;

Annexure 'C'

(List of Documents required from the Promoter Group member/ group companies)

1. Copy of PAN Card
2. Copy of Certificate of Incorporation
3. Copy of registration certificate granted to promoter group entity/ group company by any statutory or regulatory authority
4. Copies of Financial Statements for last three financial years of promoter group entity/ group company along with copies of income tax returns filed with the Income Tax authorities
5. Copies of other documents in relation to business interests or transactions between promoter group entity/ group company and the Company or its subsidiaries during fiscals 2022, 2021 and 2020 [*Note: To be provided, if any.*]

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PRAVIN KUMAR AGARWAL

1105 Tower A, Raheja Sherwood, Western Express Highway, Behind Hub Mall,
Goregaon (East) Mumbai 400063

Registered Post A.D.

Date 2nd September, 2022

To,

Smt, Vrinda Goyal]
[Address] 510, Sadar Dal Mandi
Meerut Cantt,
Uttar Pradesh- 250001

RN855877565IN IVR:8277855877565

RL AUDIT BHAVAN S.O (400063)

Counter No:2,83/89/2822,11:56

To:VRINDA GOYAL, MEERUT

PIN:250001, Meerut Cantt HD

From:PRAVIN KUMAR AGARWAL, MUMBAI

Wt:7gms

Am:48.00 (Cash)

(Track on www.indiapost.gov.in)

(Dial 18002666888) (Wear Masks, Stay Safe)

Dear Sir/ Madam,

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")

1. This is in reference to disclosure of your name and names of entities in which you are interested or associated, as promoter group member in terms of Regulation 2(1) (pp) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") read with Schedule VI of SEBI ICDR Regulations and as group company in terms of Regulation 2(1) (t) of SEBI ICDR Regulations, in the red herring prospectus and the prospectus (together, the "Offer Documents") which the Company intends to file or submit with Securities and Exchange Board of India ("SEBI"), the stock exchanges and the Registrar of Companies, Maharashtra at Mumbai in relation to the Offer.
2. By your letter dated December 22, 2021, you had conveyed your unwillingness to disclose your name and name of entities in which you are interested or associated in the Offer Documents and therefore the Company had accordingly not disclosed them in the Draft Red Herring Prospectus ("DRHP") of the Company filed with SEBI. The Company had filed an exemption application dated March 22, 2022 with SEBI to seek an exemption from disclosing your name and names of entities in which you are interested or associated, in the Offer Documents as promoter group members and also from disclosing the names of your entities Electroplast (India) Private Limited and Vinayak Cement Corporation Limited as group companies for the purpose of the Offer in the DRHP and the Offer Documents. However, SEBI has by its letter bearing reference number SEBI/ HO/ CFD/ DIL-2/ P/ OW/ 2022/ 27119/ 1 dated July 4, 2022, declined to grant the aforesaid exemption and has directed IDBI Capital Markets and Securities Limited and BOB Capital Markets Limited ("BRLMs") to disclose your name and name of entities in which in which you are interested or associated, in the Offer Documents as promoter group members and/or as group companies, as the case may be.
3. In light of the denial of exemption by SEBI, and by virtue of my relationship with you as a son in law you would be regarded as a member of "Promoter Group" of the Company pursuant to Regulation 2(1) (pp) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") read with Schedule VI of SEBI ICDR Regulations, the Company is required to disclose names of all persons/companies/entities which fall under the category of "Promoter Group" in the Offer Documents for the ascertainment of any inherent risk involved which is important for the purpose of investor protection. The definition of "Promoter Group" under the SEBI ICDR Regulations inter-alia includes (i) immediate relatives of Promoter, (ii) anybody corporate in which 20% or more of the equity share capital is held by the promoter or an immediate relative of the promoter or a firm or Hindu Undivided Family in

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which the promoter or any one or more of their relative is a member; (iii) a firm or a Hindu Undivided Family in which the promoter or any one or more of their relative is a member; and (iv) anybody corporate in which a body corporate as provided in (ii) above holds twenty per cent. or more, of the equity share capital (v) any Hindu Undivided Family or firm in which the aggregate share of the promoter and their relatives is equal to or more than twenty per cent. of the total capital; and (vi) all persons whose shareholding is aggregated under the heading "shareholding of the promoter group. We may clarify that the term 'immediate relative of the promoter' means any spouse of that person, or any parent, brother, sister or child of the person or of the spouse.

4. By virtue of my relationship with you as son in law as mentioned above, you would be regarded as a member of the promoter group of the Company and consequently, some of the companies, sole proprietaries, partnerships, H.U.Fs, L.L.Ps and any association of persons which are associated with you, may also fall under the category of 'Promoter Group members' that are required to be disclosed in the Offer Documents.
5. Further, I request you to kindly provide me and the Company with the details of (A) all body corporates in which you or (i) a firm and/or (i) a Hindu Undivided Family, in which you are a member hold equity share capital; (B) all sole proprietaries, partnerships, H.U.F.s, L.L.P.s and any Association of Persons which is either promoted, controlled by you or in which you hold any share; (C) anybody corporates in which the body corporate as mentioned in (A) above holds 20% or more of the equity share capital, along with certain confirmations as mentioned in **Annexure 'A'**. Further, I would also request you to provide us with the documents enlisted in **Annexure 'C'** for the purposes of our record.
6. Further, in terms of Regulation 2(1)(t) of the SEBI ICDR Regulations, "group companies", shall include such companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards, and also other companies as considered material by the board of the issuer.
7. The Company has entered into related party transactions during last three fiscals i.e. 2022, 2021 and 2020 with following entities in which you are associated as follows: **NIL**
8. In light of the denial of exemption by SEBI as mentioned above and by virtue of related party transaction(s) of the Company during last three fiscals i.e. 2022, 2021 and 2020 and as mentioned above, the entities in which you are associated namely, [●], [●] and [●] will be regarded as 'Group Company (ies)' of the Company in terms of Regulation 2(1)(t) of the SEBI ICDR Regulations.
9. Accordingly, the Company will be required to disclose names, certain details and confirmations with respect to the entities namely, [●], [●] and [●] in the Offer Documents. The Company will be also required to upload certain financial details of the entities namely, [●], [●] and [●] such as (a) reserves (excluding revaluation reserve); (b) sales; (c) profit after tax; (d) earnings per share; (e) diluted earnings per share; and (f) net asset value, on our website at <http://pkhventures.com/>. Accordingly, please provide details along with certain details and confirmations pertaining to aforementioned entities as mentioned in **Annexure 'B'**. Further, we would also request you to provide us with the documents enlisted in **Annexure 'C'** for the purposes of our record.
10. Further, I request you to provide your consent in favour of the Company for (a) the inclusion of your name along with details & other confirmations as a member of the promoter group of the Company along with consents of the other entities in which you are interested or associated, as mentioned above, which fall within the definition of the term 'promoter group' under Regulation 2(1)(pp)(ii) and Regulation 2(1)(pp)(iv) of the SEBI ICDR Regulations; (b) the

inclusion of details & other confirmations in relation to entities, which fall within the definition of the term 'Group Company' under Regulation 2(t) of the SEBI ICDR Regulations; and (c) such other entities in which you are interested or associated which the Company deems fit to include as promoter group member, in the Offer Documents.

11. We hope that you will positively respond to this humble request of ours by providing the names and details of the organisations falling within the abovementioned categories as requested along with the requisite documents on a high priority basis to ensure compliance with SEBI's directions. It is imperative for us to provide the said details in the Offer Documents as mandated by SEBI.
12. Rest assured that the information provided to me and the Company will be used only for the aforesaid purpose.
13. In case if you have any doubt or require any clarification, then kindly feel free to revert to us or speak to our Mr. Neelam Prakash Sharma (Chief Financial Officer) of the company.
14. Please consider the contents of this letter and the information regarding the Offer as strictly confidential.
15. I request you to respond to the above request within 7 (seven) days of receipt of this letter by you. I assure you that all your queries regarding the above disclosure and the legal implications of such disclosures will be explained and clarified to you in detail, if required.
16. In the event no response to the above request is received from you within 7 (seven) days of delivery of this letter to you, then the Company will have no option but to proceed with complying with the directions of SEBI to disclose such details pertaining to you and your entities in the manner as directed by SEBI at your entire risk, in the Offer Documents and any other Offer related material, without recourse to you. The Company will then proceed to file the Offer Documents and any other Offer related material with the SEBI, the stock exchanges and the Registrar of Companies, Maharashtra at Mumbai, as may be required, and/or disseminate the same publicly.

All capitalized terms not defined herein would have the same meaning as attributed to it in the Offer Documents.

Yours faithfully,



Pravin Kumar Agarwal

Encl.: As above.

Annexure 'A'

(Details and confirmations required from the Promoter Group member)

- a) Name: [●]
- b) PAN: [●]
- c) Address: [●]
- d) Other details and interest of the member of the Promoter Group:

- (i) Shareholding of the member of the promoter group in the Company and/or its subsidiaries

[Note: Insert details, including number of equity shares, stock options, warrants and convertible securities of the Company and/or its subsidiaries held by the promoter group member. Also specify aggregate shareholding of the member of the promoter group as a percentage of the paid-up and issued share capital of the Company]

- (ii) Sales, purchases and financings of securities of the Company in the last six months [*Note: Insert details or state NIL*]

Transferor	Transferee	Date	Number of Securities	Price per Security (Rs.)
[●]	[●]	[●]	[●]	[●]

- (iii) Amount or benefit paid by the Company and/or its subsidiaries to the member of the promoter group within the two immediately preceding years or intended to be paid or given to the member of the promoter group

[Note: Insert details, including consideration for any amount paid or benefit given to the promoter group member by the Company and/or its subsidiaries in the last two years, or intended to be paid in the future. This should include shared services, royalty paid, raw materials purchased/sold and so on. For each such amount paid/benefit given, provide: copy of all documentation/agreements, reasons for payment, nature of benefit, total amount of consideration paid/to be paid; and amount paid/to be paid to the promoter group member]

- (iv) The related business transactions within the Company and [Name of promoter group entity] and their significance on the financial performance of the Company is as below:

[Note: Details in relation to related business transactions within Company and promoter group entity along with copies of back-up documents in relation to the same is to be provided.]

- (v) The details of interest of [name of promoter group entity] in the Company including, in any property acquired or proposed to be acquired by our Company, or in promotion or formation of our Company, or in any transaction in acquisition of land, construction of building and supply of machinery.

[Note: Details in relation to interest of promoter group entity in the Company including, in any property acquired or proposed to be acquired by our Company, or in promotion or

formation of our Company, or in any transaction in acquisition of land, construction of building and supply of machinery, along with copies of back-up documents in relation to the same is to be provided.]

- (vi) There are no common pursuits between the Company and/ or its subsidiaries and [name of promoter group entity]. *[Note: Details in relation to common pursuits between the Company or its subsidiaries and promoter group entity along with copies of back-up documents in relation to the same is to be provided.]*
- (vii) I/we do not hold any equity shares, warrants/convertible securities or stock options in the Company and/or its subsidiaries;
- (viii) None of the Equity Shares held or owned (beneficially or otherwise) by me/us in the Company and/ or its subsidiaries are pledged or otherwise encumbered, including subject to any non-disposal undertaking, with any bank or financial institution or other creditor as collateral security for loans granted by such banks, financial institutions or with any other creditor; *[Note: Insert details, or state NIL if not applicable]*
- (ix) I/we have not, directly or indirectly, purchased or sold or financed the purchase by any other person, other than in the normal course of the business of the financing entity, of any securities of the Company during the six immediately preceding months;
- (x) There is no amount or benefit paid or given by the Company and/or its subsidiaries within the two immediately preceding years or intended to be paid or given to me/us.

e) Other Confirmations

- (i) I am/ we are not prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI, or any other securities market regulator in any other jurisdiction or any other authority, court or tribunal inside and outside India.
- (ii) Further, I/ we have not been identified as wilful defaulters or fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof in accordance with the guidelines on wilful defaulters and fraudulent borrowers issued by the Reserve Bank of India and our name does not appear in any intermediary caution list or list of shell companies or vanishing companies.
- (iii) Except as stated below, I am/ we are not registered with SEBI in any capacity. *[Note: Please provide registration details if any, or state NIL]*

Except as stated below, I am/ we are not / was not associated or registered with Insurance Regulatory and Development Authority ("IRDA") or Reserve Bank of India ("RBI") or Pension Fund Regulatory and Development Authority ("PFRDA") and none of proprietorship firm(s) or partnership firm(s) or Hindu Undivided Family(ies) or limited liability partnership(s) belonging to me/us or body corporate of which I/us am/are member or director are or were associated or registered with IRDA or RBI or PFRDA.

[•][Note: Please provide registration details if any, or state NIL]

- (iv) I/ we have not been found to be non-compliant with applicable securities laws during the three immediately preceding years. *[Note: Please check and provide details/ confirmations as mentioned below.]*
 - a. We have not, at any point in time, committed or been found to have committed, any

- violation/s of any securities law/s, nor are any allegations pending against us in this regard before any court, tribunal or other forum.
- b. We have not been subject to any adverse findings against us in connection with compliance with securities law/s;
 - c. no notice or action has been issued or initiated against us, with respect to our association with any entities, in any capacity; and
 - d. there is no litigation or proceeding, threatened or pending, against us or any of the companies in which we are interested as a promoter, which could have a materially adverse effect on the position of the Company.
- (v) I have complied with/ we are in compliance with the provisions of the Companies Act, 2013 in relation to beneficial ownership, and the Companies (Significant Beneficial Owners) Rules, 2018, as amended and any notifications and circulars related thereto.
- (vi) I/ we confirm that we are not subject to any penalties or disciplinary action or investigation by the SEBI or the stock exchanges or any other regulatory authority, court or tribunal, inside or outside India nor has any regulatory authority or court/ tribunal, inside and outside India, found any probable cause for enquiry, adjudication, prosecution or other regulatory action.
- (vii) We are not under winding up, nor has our name (or the name of any entities in which our promoters or directors are associated as promoters, directors or persons in control) been struck off from any list of companies by any statutory or regulatory authority, ministry or other government body. We are not a sick company within the meaning of the erstwhile Sick Industrial Companies (Special Provisions) Act, 1995 and have not been referred to the Board of Industrial and Financial Reconstruction, and we are not a company under the corporate insolvency resolution process under the Insolvency and Bankruptcy Code, 2016. [*Note: Please provide details if any, or state NIL*]
- (viii) [None of our [equity shares] are listed on any stock exchange.]/[Our [equity shares] are listed on the [•] and [•].] [*Note: Retain as applicable*]
- (ix) Except as stated below, there have been no securities markets violations by entities in which I am associated/ interested/ us:
- [*Note: Please provide details if any, or state NIL*]
- (x) I/ we have not defaulted in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders. [*Note: Retain, If applicable.*]
- (xi) No incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, shall be provided by me/ us to any person for making an application for Equity Shares in the Offer.
- (xii) I/ we undertake that transactions in the securities of the Company by me/ us during the period between the date of filing the DRHP and the date of closure of the Offer will be promptly reported to the Company so as to enable the Company to report such transactions to the Stock Exchanges within 24 hours of such transactions.
- (xiii) I/ we will not participate in the Offer and will not make any application for Equity Shares in the Offer. No person related to me/ us shall apply under the Anchor Investor portion of the Offer, if any.
- (xiv) There is no proposal whereby I/ we will receive any portion of the proceeds from the proposed Offer and there is no material existing or anticipated transaction with me/ us in relation to utilization of such proceeds. Further, there is no arrangement between the

Company and me/ us pursuant to which the proceeds of the Offer shall be indirectly routed to me/ us. [*Note: Please include all relevant documents if there are any existing or anticipated transactions with the member of the promoter group in relation to utilization of Offer proceeds*]

- (xv) [My/ our entire shareholding in the Company [shall be in dematerialized form prior to filing the RHP with the RoC]/[is in dematerialized form as of the date of this certificate.] [*Note: Retain applicable statement*] A copy of the latest shareholding statement from the depository participant is annexed herewith as **Annexure I**.][*Note: To be included only if member of the promoter group holds shares in the Company*]
- (xvi) We further confirm that we have not issued equity shares in the past to more than 49 persons / 200 persons, as applicable, in violation of: [*Note: Applicable in case of Promoter Group Entity and Group Company.*]
- (a) Section 67(3) of Companies Act, 1956, as amended; or
 - (b) Relevant section(s) of Companies Act, 2013, including Section 42, as amended and the rules notified thereunder; or
 - (c) The SEBI regulations including the SEBI (Disclosure and Investor Protection) Guidelines, 2000, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, each as amended, as applicable;
- (xvii) If we have not been in default in payment of listing fees to any stock exchange in the last three years or have not been delisted or suspended in the past and have not been proceeded against by SEBI or other regulatory authority for any reason; [*Note: If the certifying entity has failed to pay the listing fees to any stock exchange in the last three years or has been delisted or suspended in the past or proceeded against by SEBI, please include such relevant details, including penalty, if any, imposed by such stock exchange, SEBI or regulatory authority*]

Annexure 'B'

(Details and confirmations required from the Group Company)

- a) Name: [●]
- b) PAN: [●]
- c) Address: [●]
- d) **Other details and interest of the Member of the Group Company:**
 - (i) **Shareholding of the group company in the Company and/or its subsidiaries**

[Note: Insert details, including number of equity shares, stock options, warrants and convertible securities of the Company and/or its subsidiaries held by the group company. Also specify aggregate shareholding of the group company as a percentage of the paid-up and issued share capital of the Company and/or its subsidiaries]
 - (ii) **The related business transactions within the Company and the Group Companies and their significance on the financial performance of the Company is as below:**

[Note: Details in relation to related business transactions within the Company and the Group Company is to be mentioned along with copies of back-up documents in relation to the same is to be provided.]
 - (xi) **The details of interest of [name of group company] in the Company including, in any property acquired or proposed to be acquired by our Company, or in promotion or formation of our Company, or in any transaction in acquisition of land, construction of building and supply of machinery.**

[Note: Details in relation to interest of group company in the Company including, in any property acquired or proposed to be acquired by our Company, or in promotion or formation of our Company, or in any transaction in acquisition of land, construction of building and supply of machinery, along with copies of back-up documents in relation to the same is to be provided.]
 - (iii) **There are no common pursuits between the Company and/ or its subsidiaries and [name of Group Company].** *[Note: Details in relation to common pursuits between the Company or its subsidiaries and Group Company along with copies of back-up documents in relation to the same is to be provided.]*
 - (iv) **None of the Equity Shares held or owned (beneficially or otherwise) by us in the Company and/ or its subsidiaries are pledged or otherwise encumbered, including subject to any non-disposal undertaking, with any bank or financial institution or other creditor as collateral security for loans granted by such banks, financial institutions or with any other creditor;** *[Note: Insert details, or state NIL if not applicable]*
 - (v) **There is no amount or benefit paid or given by the Company and/or its subsidiaries within the two immediately preceding years or intended to be paid or given to us.**
- e) **Other Confirmations**
 - (i) **We are not prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI, or**

any other securities market regulator in any other jurisdiction or any other authority, court or tribunal inside and outside India.

- (ii) Further, I/ we have not been identified as wilful defaulters or fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof in accordance with the guidelines on wilful defaulters and fraudulent borrowers issued by the Reserve Bank of India and our name does not appear in any intermediary caution list or list of shell companies or vanishing companies.
- (iii) Except as stated below, we are not registered with SEBI in any capacity. [*Note: Please provide registration details if any, or state NIL*]
- (iv) Except as stated below, we are not / was not associated or registered with Insurance Regulatory and Development Authority ("IRDA") or Reserve Bank of India ("RBI") or Pension Fund Regulatory and Development Authority ("PFRDA") and none of proprietorship firm(s) or partnership firm(s) or Hindu Undivided Family(ies) or limited liability partnership(s) belonging to us or body corporate of which I/us am/are member or director are or were associated or registered with IRDA or RBI or PFRDA. [*Note: Please provide registration details if any, or state NIL*]
- (v) We have not been found to be non-compliant with applicable securities laws during the three immediately preceding years. [*Note: Please check and provide details/ confirmations as mentioned below.*]
 - a. We have not, at any point in time, committed or been found to have committed, any violation/s of any securities law/s, nor are any allegations pending against us in this regard before any court, tribunal or other forum,
 - b. We have not been subject to any adverse findings against us in connection with compliance with securities law/s;
 - c. no notice or action has been issued or initiated against us, with respect to our association with any entities, in any capacity; and
 - d. there is no litigation or proceeding, threatened or pending, against us or any of the companies in which we are interested as a promoter, which could have a materially adverse effect on the position of the Company.
- (vi) Except as stated in **Annexure I**, there is no pending litigation involving the [name of Group Company]. [*Note: Details in relation to litigation involving group company is to be provided in Annexure I separately for each group company, along back-up documents in relation to the same.*]
- (vii) We confirm that we are not subject to any penalties or disciplinary action or investigation by the SEBI or the stock exchanges or any other regulatory authority, court or tribunal, inside or outside India nor has any regulatory authority or court/ tribunal, inside and outside India, found any probable cause for enquiry, adjudication, prosecution or other regulatory action.
- (viii) We are not under winding up, nor has our name (or the name of any entities in which our promoters or directors are associated as promoters, directors or persons in control) been struck off from any list of companies by any statutory or regulatory authority, ministry or other government body. We are not a sick company within the meaning of the erstwhile Sick Industrial Companies (Special Provisions) Act, 1995 and have not been referred to the Board of Industrial and Financial Reconstruction, and we are not a company under the corporate insolvency resolution process under the Insolvency and Bankruptcy Code, 2016. [*Note: Please provide details if any, or state NIL*]

- (ix) [None of our [equity shares] are listed on any stock exchange.]/[Our [equity shares] are listed on the [●] and [●].] *[Note: Retain as applicable]*
- (x) Except as stated below, there have been no securities markets violations by us
- [Note: Please provide details if any, or state NIL.]*
- (xi) We have not defaulted in respect of payment of interest and/or principal to the debenture/bond/ fixed deposit holders. *[Note: Retain, If applicable.]*
- (xii) We undertake that transactions in the securities of the Company by me/ us during the period between the date of filing the DRHP and the date of closure of the Offer will be promptly reported to the Company so as to enable the Company to report such transactions to the Stock Exchanges within 24 hours of such transactions. *[Note: Retain, If applicable.]*
- (xiii) Our entire shareholding in the Company [shall be in dematerialized form prior to filing the RHP with the RoC]/[is in dematerialized form as of the date of this certificate.] *[Note: Retain applicable statement]* A copy of the latest shareholding statement from the depository participant is annexed herewith as **Annexure I.** *[Note: To be included only if member of the promoter group holds shares in the Company]*
- (xiv) We further confirm that we have not issued equity shares in the past to more than 49 persons / 200 persons, as applicable, in violation of: *[Note: Applicable in case of Promoter Group Entity and Group Company.]*
- (a) Section 67(3) of Companies Act, 1956, as amended; or
 - (b) Relevant section(s) of Companies Act, 2013, including Section 42, as amended and the rules notified thereunder; or
 - (c) The SEBI regulations including the SEBI (Disclosure and Investor Protection) Guidelines, 2000, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, each as amended, as applicable;

Annexure 'C'

(List of Documents required from the Promoter Group member/ group companies)

1. Copy of PAN Card
2. Copy of Certificate of Incorporation
3. Copy of registration certificate granted to promoter group entity/ group company by any statutory or regulatory authority
4. Copies of Financial Statements for last three financial years of promoter group entity/ group company along with copies of income tax returns filed with the Income Tax authorities
5. Copies of other documents in relation to business interests or transactions between promoter group entity/ group company and the Company or its subsidiaries during fiscals 2022, 2021 and 2020 [*Note: To be provided, if any.*]

(6)

PRAVIN KUMAR AGARWAL

1105 Tower A, Raheja Sherwood, Western Express Highway, Behind Hub Mall,
Goregaon (East) Mumbai 400063

Registered Post A.D.

Date: 2nd September, 2022

To,

[Smt Roshna Garg]
[Address] 510, Sadar Dal Mandi
Meerut Cantt,
Uttar Pradesh- 250001

(Dial 1800266868) (Wear Masks, Stay Safe)

IN055077675IN IVR:8277855077675

RL AUDIT BHAVAN 5.0 (400051)

Counter No:2,03/09/2022,11:56

To:ROSHNA GARG,MEERUT

PIN:250001, Meerut Cantt HD

From:PRAVIN KUMAR AGARWAL, MUMBAI

Wt:76gms

Am:40.00(Cash)

(Track on www.indianet.nv.in)

Dear Sir/ Madam,

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")

1. This is in reference to disclosure of your name and names of entities in which you are interested or associated, as promoter group member in terms of Regulation 2(1) (pp) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") read with Schedule VI of SEBI ICDR Regulations and as group company in terms of Regulation 2(1) (t) of SEBI ICDR Regulations, in the red herring prospectus and the prospectus (together, the "Offer Documents") which the Company intends to file or submit with Securities and Exchange Board of India ("SEBI"), the stock exchanges and the Registrar of Companies, Maharashtra at Mumbai in relation to the Offer.
2. By your letter dated December 22, 2021, you had conveyed your unwillingness to disclose your name and name of entities in which you are interested or associated in the Offer Documents and therefore the Company had accordingly not disclosed them in the Draft Red Herring Prospectus ("DRHP") of the Company filed with SEBI. The Company had filed an exemption application dated March 22, 2022 with SEBI to seek an exemption from disclosing your name and names of entities in which you are interested or associated, in the Offer Documents as promoter group members and also from disclosing the names of your entities Electroplast (India) Private Limited and Vinayak Cement Corporation Limited as group companies for the purpose of the Offer in the DRHP and the Offer Documents. However, SEBI has by its letter bearing reference number SEBI/ HO/ CFD/ DIL-2/ P/ OW/ 2022/ 27119/ 1 dated July 4, 2022, declined to grant the aforesaid exemption and has directed IDBI Capital Markets and Securities Limited and BOB Capital Markets Limited ("BRLMs") to disclose your name and name of entities in which in which you are interested or associated, in the Offer Documents as promoter group members and/or as group companies, as the case may be.
3. In light of the denial of exemption by SEBI, and by virtue of my relationship with you as a brother in law you would be regarded as a member of "Promoter Group" of the Company pursuant to Regulation 2(1) (pp) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") read with Schedule VI of SEBI ICDR Regulations, the Company is required to disclose names of all persons/companies/entities which fall under the category of "Promoter Group" in the Offer Documents for the ascertainment of any inherent risk involved which is important for the purpose of investor protection. The definition of "Promoter Group" under the SEBI ICDR Regulations inter-alia includes (i) immediate relatives of Promoter, (ii) anybody corporate in which 20% or more of the equity share capital is held by the promoter or an immediate relative of the promoter or a firm or Hindu Undivided Family in which the promoter or any one or more of their relative is a member; (iii) a firm or a Hindu Undivided Family in which the promoter or any one or more of

their relative is a member; and (iv) anybody corporate in which a body corporate as provided in (ii) above holds twenty per cent. or more, of the equity share capital (v) any Hindu Undivided Family or firm in which the aggregate share of the promoter and their relatives is equal to or more than twenty per cent. of the total capital; and (vi) all persons whose shareholding is aggregated under the heading "shareholding of the promoter group. We may clarify that the term 'immediate relative of the promoter' means any spouse of that person, or any parent, brother, sister or child of the person or of the spouse.

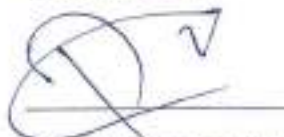
4. By virtue of my relationship with you as brother in law as mentioned above, you would be regarded as a member of the promoter group of the Company and consequently, some of the companies, sole proprietaries, partnerships, H.U.F.s, L.L.P.s and any association of persons which are associated with you, may also fall under the category of 'Promoter Group members' that are required to be disclosed in the Offer Documents.
5. Further, I request you to kindly provide me and the Company with the details of (A) all body corporates in which you or (i) a firm and/or (i) a Hindu Undivided Family, in which you are a member hold equity share capital; (B) all sole proprietaries, partnerships, H.U.F.s, L.L.P.s and any Association of Persons which is either promoted, controlled by you or in which you hold any share; (C) anybody corporates in which the body corporate as mentioned in (A) above holds 20% or more of the equity share capital, along with certain confirmations as mentioned in **Annexure 'A'**. Further, I would also request you to provide us with the documents enlisted in **Annexure 'C'** for the purposes of our record.
6. Further, in terms of Regulation 2(1)(t) of the SEBI ICDR Regulations, "group companies", shall include such companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards, and also other companies as considered material by the board of the issuer.
7. The Company has entered into related party transactions during last three fiscals i.e. 2022, 2021 and 2020 with following entities in which you are associated as follows: **NIL**
8. In light of the denial of exemption by SEBI as mentioned above and by virtue of related party transaction(s) of the Company during last three fiscals i.e. 2022, 2021 and 2020 and as mentioned above, the entities in which you are associated namely, [●], [●] and [●] will be regarded as 'Group Company(ies)' of the Company in terms of Regulation 2(1)(t) of the SEBI ICDR Regulations.
9. Accordingly, the Company will be required to disclose names, certain details and confirmations with respect to the entities namely, [●], [●] and [●] in the Offer Documents. The Company will be also required to upload certain financial details of the entities namely, [●], [●] and [●] such as (a) reserves (excluding revaluation reserve); (b) sales; (c) profit after tax; (d) earnings per share; (e) diluted earnings per share; and (f) net asset value, on our website at <http://pkhventures.com/>. Accordingly, please provide details along with certain details and confirmations pertaining to aforementioned entities as mentioned in **Annexure 'B'**. Further, we would also request you to provide us with the documents enlisted in **Annexure 'C'** for the purposes of our record.
10. Further, I request you to provide your consent in favour of the Company for (a) the inclusion of your name along with details & other confirmations as a member of the promoter group of the Company along with consents of the other entities in which you are interested or associated, as mentioned above, which fall within the definition of the term 'promoter group' under Regulation 2(1)(pp)(ii) and Regulation 2(1)(pp)(iv) of the SEBI ICDR Regulations; (b) the inclusion of details & other confirmations in relation to entities, which fall within the definition of the term 'Group Company' under Regulation 2(t) of the SEBI ICDR Regulations; and (c)

such other entities in which you are interested or associated which the Company deems fit to include as promoter group member, in the Offer Documents.

11. We hope that you will positively respond to this humble request of ours by providing the names and details of the organisations falling within the abovementioned categories as requested along with the requisite documents on a high priority basis to ensure compliance with SEBI's directions. It is imperative for us to provide the said details in the Offer Documents as mandated by SEBI.
12. Rest assured that the information provided to me and the Company will be used only for the aforesaid purpose.
13. In case if you have any doubt or require any clarification, then kindly feel free to revert to us or speak to our Mr Neelam Prakash Sharma (Chief Financial Officer) of the company.
14. Please consider the contents of this letter and the information regarding the Offer as strictly confidential.
15. I request you to respond to the above request within 7 (seven) days of receipt of this letter by you. I assure you that all your queries regarding the above disclosure and the legal implications of such disclosures will be explained and clarified to you in detail, if required.
16. In the event no response to the above request is received from you within 7 (seven) days of delivery of this letter to you, then the Company will have no option but to proceed with complying with the directions of SEBI to disclose such details pertaining to you and your entities in the manner as directed by SEBI at your entire risk, in the Offer Documents and any other Offer related material, without recourse to you. The Company will then proceed to file the Offer Documents and any other Offer related material with the SEBI, the stock exchanges and the Registrar of Companies, Maharashtra at Mumbai, as may be required, and/or disseminate the same publicly.

All capitalized terms not defined herein would have the same meaning as attributed to it in the Offer Documents.

Yours faithfully,



Pravin Kumar Agarwal

Encl.: As above.

Annexure 'A'

(Details and confirmations required from the Promoter Group member)

- a) Name: [•]
- b) PAN: [•]
- c) Address: [•]
- d) Other details and interest of the member of the Promoter Group:

- (i) Shareholding of the member of the promoter group in the Company and/or its subsidiaries

[•] [*Note: Insert details, including number of equity shares, stock options, warrants and convertible securities of the Company and/or its subsidiaries held by the promoter group member. Also specify aggregate shareholding of the member of the promoter group as a percentage of the paid-up and issued share capital of the Company*]

- (ii) Sales, purchases and financings of securities of the Company in the last six months [*Note: Insert details or state NIL*]

Transferor	Transferee	Date	Number of Securities	Price per Security (Rs.)
[•]	[•]	[•]	[•]	[•]

- (iii) Amount or benefit paid by the Company and/or its subsidiaries to the member of the promoter group within the two immediately preceding years or intended to be paid or given to the member of the promoter group

[•] [*Note: Insert details, including consideration for any amount paid or benefit given to the promoter group member by the Company and/or its subsidiaries in the last two years, or intended to be paid in the future. This should include shared services, royalty paid, raw materials purchased/sold and so on. For each such amount paid/benefit given, provide: copy of all documentation/agreements, reasons for payment, nature of benefit, total amount of consideration paid/to be paid; and amount paid/to be paid to the promoter group member*]

- (iv) The related business transactions within the Company and [Name of promoter group entity] and their significance on the financial performance of the Company is as below:

[•] [*Note: Details in relation to related business transactions within Company and promoter group entity along with copies of back-up documents in relation to the same is to be provided.*]

- (v) The details of interest of [name of promoter group entity] in the Company including, in any property acquired or proposed to be acquired by our Company, or in promotion or formation of our Company, or in any transaction in acquisition of land, construction of building and supply of machinery.

[•] [*Note: Details in relation to interest of promoter group entity in the Company including, in any property acquired or proposed to be acquired by our Company, or in promotion or formation of our Company, or in any transaction in acquisition of land,*

construction of building and supply of machinery, along with copies of back-up documents in relation to the same is to be provided.]

- (vi) There are no common pursuits between the Company and/ or its subsidiaries and [name of promoter group entity]. [*Note: Details in relation to common pursuits between the Company or its subsidiaries and promoter group entity along with copies of back-up documents in relation to the same is to be provided.*]
- (vii) I/we do not hold any equity shares, warrants/convertible securities or stock options in the Company and/or its subsidiaries;
- (viii) None of the Equity Shares held or owned (beneficially or otherwise) by me/us in the Company and/ or its subsidiaries are pledged or otherwise encumbered, including subject to any non-disposal undertaking, with any bank or financial institution or other creditor as collateral security for loans granted by such banks, financial institutions or with any other creditor; [*Note: Insert details, or state NIL if not applicable*]
- (ix) I/we have not, directly or indirectly, purchased or sold or financed the purchase by any other person, other than in the normal course of the business of the financing entity, of any securities of the Company during the six immediately preceding months;
- (x) There is no amount or benefit paid or given by the Company and/or its subsidiaries within the two immediately preceding years or intended to be paid or given to me/us.

e) Other Confirmations

- (i) I am/ we are not prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI, or any other securities market regulator in any other jurisdiction or any other authority, court or tribunal inside and outside India.
- (ii) Further, I/ we have not been identified as wilful defaulters or fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof in accordance with the guidelines on wilful defaulters and fraudulent borrowers issued by the Reserve Bank of India and our name does not appear in any intermediary caution list or list of shell companies or vanishing companies.
- (iii) Except as stated below, I am/ we are not registered with SEBI in any capacity. [*Note: Please provide registration details if any, or state NIL*]

Except as stated below, I am/ we are not / was not associated or registered with Insurance Regulatory and Development Authority ("IRDA") or Reserve Bank of India ("RBI") or Pension Fund Regulatory and Development Authority ("PFRDA") and none of proprietorship firm(s) or partnership firm(s) or Hindu Undivided Family(ies) or limited liability partnership(s) belonging to me/us or body corporate of which I/us am/are member or director are or were associated or registered with IRDA or RBI or PFRDA.

[*][*Note: Please provide registration details if any, or state NIL*]

- (iv) I/ we have not been found to be non-compliant with applicable securities laws during the three immediately preceding years. [*Note: Please check and provide details/ confirmations as mentioned below.*]
 - a. We have not, at any point in time, committed or been found to have committed, any violation/s of any securities law/s, nor are any allegations pending against us in this

- regard before any court, tribunal or other forum,
- b. We have not been subject to any adverse findings against us in connection with compliance with securities law/s;
 - c. no notice or action has been issued or initiated against us, with respect to our association with any entities, in any capacity; and
 - d. there is no litigation or proceeding, threatened or pending, against us or any of the companies in which we are interested as a promoter, which could have a materially adverse effect on the position of the Company.
- (v) I have complied with/ we are in compliance with the provisions of the Companies Act, 2013 in relation to beneficial ownership, and the Companies (Significant Beneficial Owners) Rules, 2018, as amended and any notifications and circulars related thereto.
- (vi) I/ we confirm that we are not subject to any penalties or disciplinary action or investigation by the SEBI or the stock exchanges or any other regulatory authority, court or tribunal, inside or outside India nor has any regulatory authority or court/ tribunal, inside and outside India, found any probable cause for enquiry, adjudication, prosecution or other regulatory action.
- (vii) We are not under winding up, nor has our name (or the name of any entities in which our promoters or directors are associated as promoters, directors or persons in control) been struck off from any list of companies by any statutory or regulatory authority, ministry or other government body. We are not a sick company within the meaning of the erstwhile Sick Industrial Companies (Special Provisions) Act, 1995 and have not been referred to the Board of Industrial and Financial Reconstruction, and we are not a company under the corporate insolvency resolution process under the Insolvency and Bankruptcy Code, 2016. [*Note: Please provide details if any, or state NIL*]
- (viii) [None of our [equity shares] are listed on any stock exchange.]/[Our [equity shares] are listed on the [●] and [●].] *[Note: Retain as applicable]*
- (ix) Except as stated below, there have been no securities markets violations by entities in which I am associated/ interested/ us:
- [●] *[Note: Please provide details if any, or state NIL]*
- (x) I/ we have not defaulted in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders. *[Note: Retain, If applicable.]*
- (xi) No incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, shall be provided by me/ us to any person for making an application for Equity Shares in the Offer.
- (xii) I/ we undertake that transactions in the securities of the Company by me/ us during the period between the date of filing the DRHP and the date of closure of the Offer will be promptly reported to the Company so as to enable the Company to report such transactions to the Stock Exchanges within 24 hours of such transactions.
- (xiii) I/ we will not participate in the Offer and will not make any application for Equity Shares in the Offer. No person related to me/ us shall apply under the Anchor Investor portion of the Offer, if any.
- (xiv) There is no proposal whereby I/ we will receive any portion of the proceeds from the proposed Offer and there is no material existing or anticipated transaction with me/ us in relation to utilization of such proceeds. Further, there is no arrangement between the Company and me/ us pursuant to which the proceeds of the Offer shall be indirectly routed to

me/ us. [*Note: Please include all relevant documents if there are any existing or anticipated transactions with the member of the promoter group in relation to utilization of Offer proceeds*]

- (xv) [My/ our entire shareholding in the Company [shall be in dematerialized form prior to filing the RHP with the RoC]/[is in dematerialized form as of the date of this certificate.] [*Note: Retain applicable statement*] A copy of the latest shareholding statement from the depository participant is annexed herewith as **Annexure I**.] [*Note: To be included only if member of the promoter group holds shares in the Company*]
- (xvi) We further confirm that we have not issued equity shares in the past to more than 49 persons / 200 persons, as applicable, in violation of: [*Note: Applicable in case of Promoter Group Entity and Group Company.*]
- (a) Section 67(3) of Companies Act, 1956, as amended; or
 - (b) Relevant section(s) of Companies Act, 2013, including Section 42, as amended and the rules notified thereunder; or
 - (c) The SEBI regulations including the SEBI (Disclosure and Investor Protection) Guidelines, 2000, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, each as amended, as applicable;
- (xvii) If we have not been in default in payment of listing fees to any stock exchange in the last three years or have not been delisted or suspended in the past and have not been proceeded against by SEBI or other regulatory authority for any reason; [*Note: If the certifying entity has failed to pay the listing fees to any stock exchange in the last three years or has been delisted or suspended in the past or proceeded against by SEBI, please include such relevant details, including penalty, if any, imposed by such stock exchange, SEBI or regulatory authority*]

Annexure 'B'

(Details and confirmations required from the Group Company)

- a) Name: [•]
- b) PAN: [•]
- c) Address: [•]
- d) Other details and interest of the Member of the Group Company:
 - (i) Shareholding of the group company in the Company and/or its subsidiaries
[•] [Note: Insert details, including number of equity shares, stock options, warrants and convertible securities of the Company and/or its subsidiaries held by the group company. Also specify aggregate shareholding of the group company as a percentage of the paid-up and issued share capital of the Company and/or its subsidiaries]
 - (ii) The related business transactions within the Company and the Group Companies and their significance on the financial performance of the Company is as below:
[•] [Note: Details in relation to related business transactions within the Company and the Group Company is to be mentioned along with copies of back-up documents in relation to the same is to be provided.]
 - (xi) The details of interest of [name of group company] in the Company including, in any property acquired or proposed to be acquired by our Company, or in promotion or formation of our Company, or in any transaction in acquisition of land, construction of building and supply of machinery.
[•] [Note: Details in relation to interest of group company in the Company including, in any property acquired or proposed to be acquired by our Company, or in promotion or formation of our Company, or in any transaction in acquisition of land, construction of building and supply of machinery, along with copies of back-up documents in relation to the same is to be provided.]
 - (iii) There are no common pursuits between the Company and/ or its subsidiaries and [name of group company]. *[Note: Details in relation to common pursuits between the Company or its subsidiaries and group company along with copies of back-up documents in relation to the same is to be provided.]*
 - (iv) None of the Equity Shares held or owned (beneficially or otherwise) by us in the Company and/ or its subsidiaries are pledged or otherwise encumbered, including subject to any non-disposal undertaking, with any bank or financial institution or other creditor as collateral security for loans granted by such banks, financial institutions or with any other creditor; *[Note: Insert details, or state NIL if not applicable]*
 - (v) There is no amount or benefit paid or given by the Company and/or its subsidiaries within the two immediately preceding years or intended to be paid or given to us.
- e) Other Confirmations
 - (i) We are not prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI, or any other securities market regulator in any other jurisdiction or any other authority, court or tribunal inside and outside India.

- (ii) Further, I/ we have not been identified as wilful defaulters or fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof in accordance with the guidelines on wilful defaulters and fraudulent borrowers issued by the Reserve Bank of India and our name does not appear in any intermediary caution list or list of shell companies or vanishing companies.
- (iii) Except as stated below, we are not registered with SEBI in any capacity. [*Note: Please provide registration details if any, or state NIL*]
- (iv) Except as stated below, we are not / was not associated or registered with Insurance Regulatory and Development Authority ("IRDA") or Reserve Bank of India ("RBI") or Pension Fund Regulatory and Development Authority ("PFRDA") and none of proprietorship firm(s) or partnership firm(s) or Hindu Undivided Family(ies) or limited liability partnership(s) belonging to us or body corporate of which I/us am/are member or director are or were associated or registered with IRDA or RBI or PFRDA. [*Note: Please provide registration details if any, or state NIL*]
- (v) We have not been found to be non-compliant with applicable securities laws during the three immediately preceding years. [*Note: Please check and provide details/ confirmations as mentioned below.*]
- a. We have not, at any point in time, committed or been found to have committed, any violation/s of any securities law/s, nor are any allegations pending against us in this regard before any court, tribunal or other forum,
 - b. We have not been subject to any adverse findings against us in connection with compliance with securities law/s;
 - c. no notice or action has been issued or initiated against us, with respect to our association with any entities, in any capacity; and
 - d. there is no litigation or proceeding, threatened or pending, against us or any of the companies in which we are interested as a promoter, which could have a materially adverse effect on the position of the Company.
- (vi) Except as stated in **Annexure I**, there is no pending litigation involving the [name of group company]. [*Note: Details in relation to litigation involving group company is to be provided in Annexure I separately for each group company, along back-up documents in relation to the same.*]
- (vii) We confirm that we are not subject to any penalties or disciplinary action or investigation by the SEBI or the stock exchanges or any other regulatory authority, court or tribunal, inside or outside India nor has any regulatory authority or court/ tribunal, inside and outside India, found any probable cause for enquiry, adjudication, prosecution or other regulatory action.
- (viii) We are not under winding up, nor has our name (or the name of any entities in which our promoters or directors are associated as promoters, directors or persons in control) been struck off from any list of companies by any statutory or regulatory authority, ministry or other government body. We are not a sick company within the meaning of the erstwhile Sick Industrial Companies (Special Provisions) Act, 1995 and have not been referred to the Board of Industrial and Financial Reconstruction, and we are not a company under the corporate insolvency resolution process under the Insolvency and Bankruptcy Code, 2016. [*Note: Please provide details if any, or state NIL*]

- (ix) [None of our [equity shares] are listed on any stock exchange.]/[Our [equity shares] are listed on the [•] and [•].] *[Note: Retain as applicable]*
- (x) Except as stated below, there have been no securities markets violations by us
- [Note: Please provide details if any, or state NIL]*
- (xi) We have not defaulted in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders. *[Note: Retain, If applicable.]*
- (xii) We undertake that transactions in the securities of the Company by me/ us during the period between the date of filing the DRHP and the date of closure of the Offer will be promptly reported to the Company so as to enable the Company to report such transactions to the Stock Exchanges within 24 hours of such transactions. *[Note: Retain, If applicable.]*
- (xiii) Our entire shareholding in the Company [shall be in dematerialized form prior to filing the RHP with the RoC]/[is in dematerialized form as of the date of this certificate.] *[Note: Retain applicable statement]* A copy of the latest shareholding statement from the depository participant is annexed herewith as **Annexure I**. *[Note: To be included only if member of the promoter group holds shares in the Company]*
- (xiv) We further confirm that we have not issued equity shares in the past to more than 49 persons / 200 persons, as applicable, in violation of: *[Note: Applicable in case of Promoter Group Entity and Group Company.]*
- (a) Section 67(3) of Companies Act, 1956, as amended; or
 - (b) Relevant section(s) of Companies Act, 2013, including Section 42, as amended and the rules notified thereunder; or
 - (c) The SEBI regulations including the SEBI (Disclosure and Investor Protection) Guidelines, 2000, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, each as amended, as applicable;

Annexure 'C'

(List of Documents required from the Promoter Group member/ group companies)

1. Copy of PAN Card
2. Copy of Certificate of Incorporation
3. Copy of registration certificate granted to promoter group entity/ group company by any statutory or regulatory authority
4. Copies of Financial Statements for last three financial years of promoter group entity/ group company along with copies of income tax returns filed with the Income Tax authorities
5. Copies of other documents in relation to business interests or transactions between promoter group entity/ group company and the Company or its subsidiaries during fiscals 2022, 2021 and 2020 | *Note: To be provided, if any.*