KUNVARJI®
Let's Grow Together™

To,
The General Manager
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001

Dear Sir /Madam,

Sub: Recommendations of the Committee of Independent Directors on the Open Offer for acquisition of 1,10,45,811 (One Crore Ten Lakh Forty Five Thousand Eight Hundred and Eleven) Equity Shares of Kothari Industrial Corporation Limited ('Target Company') in terms of Regulation 3(1) and Regulation 4 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir/Madam,

We, Kunvarji Finstock Pvt. Ltd. (hereafter referred to as "Manager to the Offer"), are hereby submitting the Recommendations of the Committee of Independent Directors of Kothari Industrial Corporation Limited on the Open Offer for the acquisition of **1,10,45,811 (One Crore Ten Lakh Forty Five Thousand Eight Hundred and Eleven)** Equity Shares of Target Company by Mr. J. Rafiq Ahmed ('Acquirer') pursuant to and in compliance with Regulation 3(1) and Regulation 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto.

Request you to take the same on your record.

Thanking You,

For, Kunvarji Finstock Private Limited

Satish Virjibhai Bhanushali
Digitally signed by Satish Virjibhai Bhanushali
Date: 2024.12.11 09:30:36 +05'30'

Satish Bhanushali
Compliance Officer **Date: 11/12/2024**
SEBI Reg. No: INM000012564 **Place: Mumbai**

Encl.: 1. Recommendation from Committee of Independent Directors
2. E- Newspaper Copy

Kunvarji Finstock Pvt. Ltd.
☎ +91 79 6666 9000 ✉ mb@kunvarji.com
Registered Office : Kunvarji, B - Wing, Siddhivinayak Towers, Off. S.G. Road, Ahmedabad - 380 051.
Corporate Office : "1208-20, 12th Floor, Summit Business Bay, Opp. PVR Cinema,
Near Western Express Highway – Metro Station, Andheri (E), Mumbai, Maharashtra - 400093.
CIN - U65910GJ1986PTC008979
www.kunvarji.com

Recommendation of the Independent Director Committee **("IDC")** of Kothari Industrial Corporation Limited **("Target Company")** in relation to the Open Offer ("**Offer**") made by Mr. J. Rafiq Ahmed ('Acquirer') to the Public Shareholders of the Target Company **("Shareholders")** under Regulations 26(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and Subsequent Amendments thereto ("SEBI (SAST) Regulations, 2011").

1.	Date	December 10, 2024
2.	Name of the Target Company (TC)	Kothari Industrial Corporation Limited
3.	Details of the Offer pertaining to TC	Open Offer for Acquisition of upto 1,10,45,811 (One Crore Ten Lakh Forty Five Thousand Eight Hundred and Eleven)fully paid up equity shares of Face Value of ₹ 5/- (Rupees Ten Only) each ("Offer Shares") representing 26.00% of the Voting Share Capital of Kothari Industrial Corporation Limited ("Target Company") at a Price of ₹ 14.33 /- (Rupees Fourteen and thirty- three Paisa only) per Equity Share from The Public Shareholders of The Target Company, by Mr. J. Rafiq Ahmed ('Acquirer')
4.	Name(s) of the acquirer and PAC with the acquirer	Mr. J. Rafiq Ahmed ('Acquirer')
5.	Name of the Manager to the offer	Kunvarji Finstock Private Limited
6.	Members of the Committee of Independent Directors (Please indicate the chairperson of the Committee separately)	chairperson - Mr. Dilip Mahado Member – Mr. D Gunasekaran
7.	IDC Member's relationship with the TC (Director, Equity shares owned, any other contract / relationship), if any	IDC Members are Independent and Non-Executive Directors of the Target Company. None of the IDC Members have any contract/ relationship with the Target Company at present.

<table>
<tr><td></td><td></td><td></td></tr>
<tr><td>8.</td><td>Trading in the Equity shares/other securities of the TC by IDC Members</td><td>None of the IDC members have traded in the Equity Shares of Target Company since their appointment.</td></tr>
<tr><td>9.</td><td>IDC Member’s relationship with the acquirer (Director, Equity shares owned, any other contract / relationship), if any.</td><td>None of the IDC members has any relationship with the Acquirers at present.</td></tr>
<tr><td>10.</td><td>Trading in the Equity shares/other securities of the acquirer by IDC Members</td><td>No trading in the Equity Shares/other securities of the Acquire by IDC Member</td></tr>
<tr><td>11.</td><td>Recommendation on the Open offer, as to whether the offer is fair and reasonable</td><td>The IDC members believe that the Offer is fair and reasonable. However, the shareholders should independently evaluate the Offer and take informed decision in the matter.</td></tr>
<tr><td>12.</td><td>Summary of reasons for recommendation

<i>(IDC may also invite attention to any other place, e.g. company’s website, where its detailed recommendations along with written advice of the independent adviser, if any can be seen by the shareholder)</i></td><td>IDC has taken into consideration the following for making the recommendation : IDC has reviewed
a) Public Announcement (PA) dated July 29,2024,
b) the Detailed Public Statement (DPS) dated August 05,2024,
c) the Draft Letter of Offer (DLOF) dated August 12,2024
d) the Letter of Offer (LOF) dated December 05 ,2024
Based on the PA, DPS, DLOF, LOF the IDC Members are of the opinion that the Offer Price of ₹ 14.33/- (Rupees Fourteen and thirty-three Paisa Only) offered by the Acquirers is in accordance with the relevant regulations prescribed in the Takeover Code and prima facie appear to be justified.

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<tr><th>Sr.</th><th>Particulars</th><th>Price (₹ per Equity Share)</th></tr>
<tr><td>A</td><td>The highest negotiated price per Equity Share of the Target Company for acquisition under any agreement attracts the obligation to make a PA of an OpenOffer.</td><td>₹14.33 /-</td></tr>
<tr><td>B</td><td>The volume-weighted average price paid or payable for acquisitions, whether bythe acquirers or by any person acting in concert with him, during the 52 (Fifty-two) weeks immediately preceding the date of the public announcement.</td><td>Not Applicable</td></tr>
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		C	The highest price paid or payable for any acquisition, whether by the acquirersor by any person acting in concert with him, during the 26 (Twenty-six) weeks immediately preceding the date of the public announcement.	Not Applicable
		D	The volume-weighted average market price of such Equity Shares for a period ofsixty trading days immediately preceding the date of PA as traded on an exchange, provided such shares are frequently traded.	Not Applicable
		E	The per Equity Share value computed under Regulation 8(5) of the TakeoverRegulations, if applicable.	Not Applicable
		F	Where the shares are not frequently traded, the price determined by the Acquirers and the Manager taking into account valuation parameters includingbook value, comparable trading multiples and earnings per share.	₹ 14.33 /-
		(Source: Certificate dated July 29, 2024, issued by CS Shreyansh M Jain Registered Valuer, (SFA) registered with IBBI having Registration Number-IBBI/RV/03/2019/12124, having its office at Kauttilya, Office No. 102, F.P. No. 327, Beside Rajni House, Khatodara, Surat-395002, Gujarat, India, India.Email: rvshreyanshmjain@gmail.com(C) +91 95582 19019)		
13.	Details of Independent Advisors, if any.	None		
14.	Any other matter(s) to be highlighted	None		

"To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by Kothari Industrial Corporation Limited under the Takeover Code."

For Kothari Industrial Corporation Limited

Sd/-
Mr. Dilip Machado
Chairman - Committee of Independent Directors
DIN : 06895289
Date: 10/12/2024
Place: Chennai

KOTHARI INDUSTRIAL CORPORATION LIMITED

Registered Office: 114, KOTHARI BLDS, NUNGAMBAKKAM HIGH RD NUNGAMBAKKAM, CHENNAI, TAMIL NADU, INDIA, 600034, Tel. No. +91 044-28334565, E-mail: enquiries@kotharis.in, companysecretary@kotharis.in, Website: www.kicl.in, CIN: L74110TN1970PLC005865

Recommendation of the Independent Director Committee **("IDC")** of Kothari Industrial Corporation Limited **("Target Company")** in relation to the Open Offer **("Offer")** made by Mr. J. Rafiq Ahmed ('Acquirer') to the Public Shareholders of the Target Company **("Shareholders")** under Regulations 26(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and Subsequent Amendments thereto **("SEBI (SAST) Regulations, 2011")**.

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"To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by Kothari Industrial Corporation Limited under the Takeover Code."

For Kothari Industrial Corporation Limited
Sd/-
(Mr. Dilip Machado
Chairman - Committee of Independent Directors
DIN : 06895289

Date: 10/12/2024
Place: Chennai