



STATEMENT OF SPECIAL TAX BENEFITS

To,

The Board of Directors

KRN Heat Exchanger and Refrigeration Limited

Plot No. F-46,47,48,49 EPIP, RIICO Industrial Area, Neemrana,

Alwar – 301705, Rajasthan, India

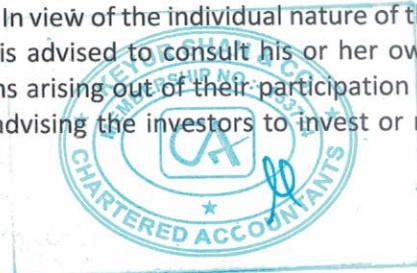
Dear Sir,

Sub: Statement of Special Tax Benefits ('the statement') available to KRN Heat Exchanger and Refrigeration Limited (the "Company"), the shareholders of the Company and its material subsidiary being KRN HVAC Products Private Limited prepared to comply with the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI ICDR Regulations').

1. We, Keyur Shah & Company, Chartered Accountants, the Statutory Auditors of the Company, hereby report that the **Enclosed Statement and its Annexure A** is in connection with (i) the special tax benefits available to (i) the Company and, (ii) to the shareholders of the Company, under applicable tax laws presently in force in India including the Income Act, 1961 (**Act**), the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017 and the applicable states' Goods and Services Tax Act, the Finance Act, 2023, the Foreign Trade Policy and Handbook of Procedures, Customs Act, 1962, State Industrial Incentive Policies and rules made under any of the aforementioned legislations.

Several of these benefits are dependent on the Company or its shareholders and its material subsidiary KRN HVAC Products Private Limited fulfilling the conditions prescribed under the relevant statutory provisions. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon fulfilling such conditions, which is based on business imperatives the Company faces in the future, the Company may or may not choose, or be able, to fulfil.

2. The benefits discussed in the enclosed **Annexure A** cover only special tax benefits available to the Company and its shareholders and *its Material Subsidiaries* KRN HVAC Product Private Limited do not cover any general tax benefits available to the Company. Further, the benefits discussed in the enclosed statement are neither exhaustive nor conclusive. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Offer/Issue. We are neither suggesting nor are we advising the investors to invest or not to invest money based on this statement.



3. We do not express any opinion or provide any assurance as to whether:
- a) The Company or its shareholders and *its Material Subsidiary* KRN HVAC Products Private Limited will continue to obtain these benefits in the future; or
 - b) The conditions prescribed for availing of the benefits have been/would be met with.
4. The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and based on our understanding of the business activities and operations of the Company. We undertake to update you of any change in the above-mentioned disclosures until the Equity Shares allotted, pursuant to the Issue, are listed and commence trading on the Stock Exchanges. In the absence of any such communication from us, the above information should be considered as an updated information until the Equity Shares commence trading on the Stock Exchanges, pursuant to the Issue.
5. This certificate is for information and for inclusion, in part or in full, in, the Updated Draft red herring prospectus / Red herring prospectus and the prospectus to be filed in relation to the Issue ("**collectively the "Issue Documents"**") or any other Issue-related material, and may be relied upon by the Company, the Book Running Lead Managers and the legal advisors to the Issue. We hereby consent to the submission and disclosure of this certificate as may be necessary to the SEBI, the ROC, the Stock Exchanges and any other regulatory or judicial authorities and, or, for any other litigation purposes and, or, for the records to be maintained by the Book Running Lead Managers, in accordance with applicable law.

Enclosed: - Statement of special tax benefits annexure.

Yours sincerely,

For Keyur Shah & Co.
Chartered Accountants
FRN: 141173W

Keyur Shah
Proprietor
Membership No: 153774
UDIN: 24153774BKB0BY5852



Place: Ahmedabad
Date:- 16th August, 2024

STATEMENT OF SPECIAL TAX BENEFITS

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND TO ITS SHAREHOLDERS OF THE COMPANY, ITS MATERIAL SUBSIDIARIES UNDER THE DIRECT AND INDIRECT TAX LAWS IN INDIA.

I. SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY UNDER DIRECT TAXATION

Outlined below are the special tax benefits available to KRN Heat Exchanger (the "Company") under the Income-tax Act, 1961 (the "Act") as amended by the Finance Act, 2023 applicable for Financial Year 2023-24 relevant to the Assessment Year 2024-25.

- **Lower corporate tax rate under section 115BAA**

Section 115BAA has been inserted in the Act w.e.f. FY 2019-20. It gives an option to domestic company to be governed by this section from a particular assessment year. If a company opts for section 115BAA of the Act, the company can pay corporate tax at a reduced rate of 25.168% (22% plus surcharge of 10% and education cess of 4%). However once opted for reduced rate of taxation under the said section, it cannot be subsequently withdrawn.

Section 115BAA further provides that domestic companies availing the option will not be required to pay Minimum Alternate Tax (MAT) on their 'book profits' under section 115JB of the Act. However, such a company will no longer be eligible to avail any specified exemptions / incentives under the Act and will also need to comply with the other conditions specified in section 115BAA. Also, if a company opts for section 115BAA, the tax credit (under section 115JAA), if any, which it is entitled to on account of MAT paid in earlier years, will no longer be available.

Further, it shall not be allowed to claim set-off of any brought forward losses arising to it on account of additional depreciation and other specified incentives.

As of now Company has not adopted lower corporate tax rate under section 115BAA

II. SPECIAL TAX BENEFITS AVAILABLE TO THE SUBSIDIARY COMPANY UNDER DIRECT TAXATION

Outlined below are the special tax benefits available to KRN HVAC Product Private Limited (the wholly owned subsidiary company) under the Income-tax Act, 1961 (the "Act") as amended by the Finance Act, 2023 applicable for Financial Year 2023-24 relevant to the Assessment Year 2024-25

- **Lower corporate tax rate under section 115BAA**

Section 115BAA has been inserted in the Act w.e.f. FY 2019-20. It gives an option to domestic company to be governed by this section from a particular assessment year. If a company opts for section 115BAA of the Act, the company can pay corporate tax at a reduced rate of 25.168% (22% plus surcharge of 10% and education cess of 4%). However once opted for reduced rate of taxation under the said section, it cannot be subsequently withdrawn.



Section 115BAA further provides that domestic companies availing the option will not be required to pay Minimum Alternate Tax (MAT) on their 'book profits' under section 115JB of the Act. However, such a company will no longer be eligible to avail any specified exemptions / incentives under the Act and will also need to comply with the other conditions specified in section 115BAA. Also, if a company opts for section 115BAA, the tax credit (under section 115JAA), if any, which it is entitled to on account of MAT paid in earlier years, will no longer be available.

Further, it shall not be allowed to claim set-off of any brought forward losses arising to it on account of additional depreciation and other specified incentives.

As of now Company has not adopted lower corporate tax rate under section 115BAA

- **Lower corporate tax rate under section 115BAB**

Section 115BAB of Income Tax Act is a special provision for domestic companies engaged in manufacturing or producing any article or thing. Under this provision, such companies can opt for a lower tax rate of 15% (plus surcharge and cess) if they meet certain conditions. Some of the conditions are: the company should be set up and registered on or after October 1, 2019; the company should not claim any deduction or exemption under other sections of the Act; the company should not have any income from specified businesses; and the company should exercise this option before filing its return of income for the relevant assessment year.

Eligibility Criteria u/s 115BAB

- The company should be set up and registered on or after October 1, 2019, and begin manufacturing on or before March 31, 2024.
- The company should not be formed by splitting up or reconstructing an existing business, except in case of a business reorganization under section 33B.
- The company should not use any plant or machinery previously used for any purpose, except in the case of imported machinery or plant which has not been used in India before.
- The company should not use any building previously used as a hotel or a convention center, as defined in section 80-ID.
- The total income of the company should be computed without claiming any deduction under Chapter VI-A (except section 80JJAA & 80M) or section 10AA related to SEZ.
- The total income shall be computed without claiming deduction of additional depreciation U/s 32(1)(ia), deduction for Investment allowance U/s 32 AD, or deduction section 33AB Tea coffee rubber development a/c, or deduction U/s 33ABA Site restoration fund, deduction for expenditure made for scientific research under section 35, or deduction U/s 35CCD for Agriculture and skill development project, or deduction in respect of expenditure on specified business U/s 35AD
- The company should not claim any set-off of any loss and unabsorbed depreciation carried forward from any previous assessment year if such loss is allocated to any deduction under Chapter VI-A (except section 80JJAA) or section 10AA.
- The company should opt for this section by furnishing a prescribed form and the income return for the relevant assessment year. Once exercised, such an option cannot be withdrawn for subsequent assessment years.

As of now company has not furnished prescribed form to adopt taxation u/s 115BAB

Special direct tax benefits available to the Shareholders of the Company

There are no special direct tax benefits available to the shareholders



III. TAX BENEFITS AVAILABLE TO THE COMPANY & ITS SUBSIDIARY COMPANY UNDER INDIRECT TAXES

At present, the Company & its Subsidiary Company is not entitled to any special tax benefits under the Act.

Special indirect tax benefits available to the Shareholders

The Shareholders of the Company are not entitled to any special tax benefits under the Act

Notes:

1. There are no other special direct and indirect tax benefits that are available to the Company presently.
2. The above Statement sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.
3. For direct tax benefits, this Annexure sets out only the special tax benefits available to the Company and the shareholders under the current Income-tax Act, 1961 i.e., the Act as amended by the Finance Act, 2023 applicable for the Financial Year 2023-24 relevant to the Assessment Year 2024-25, presently in force in India.
4. This Annexure is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax arising out of their participation in the Issue.
5. Our views expressed in this statement are based on the facts and assumptions as indicated in the statement. No assurance is provided that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

