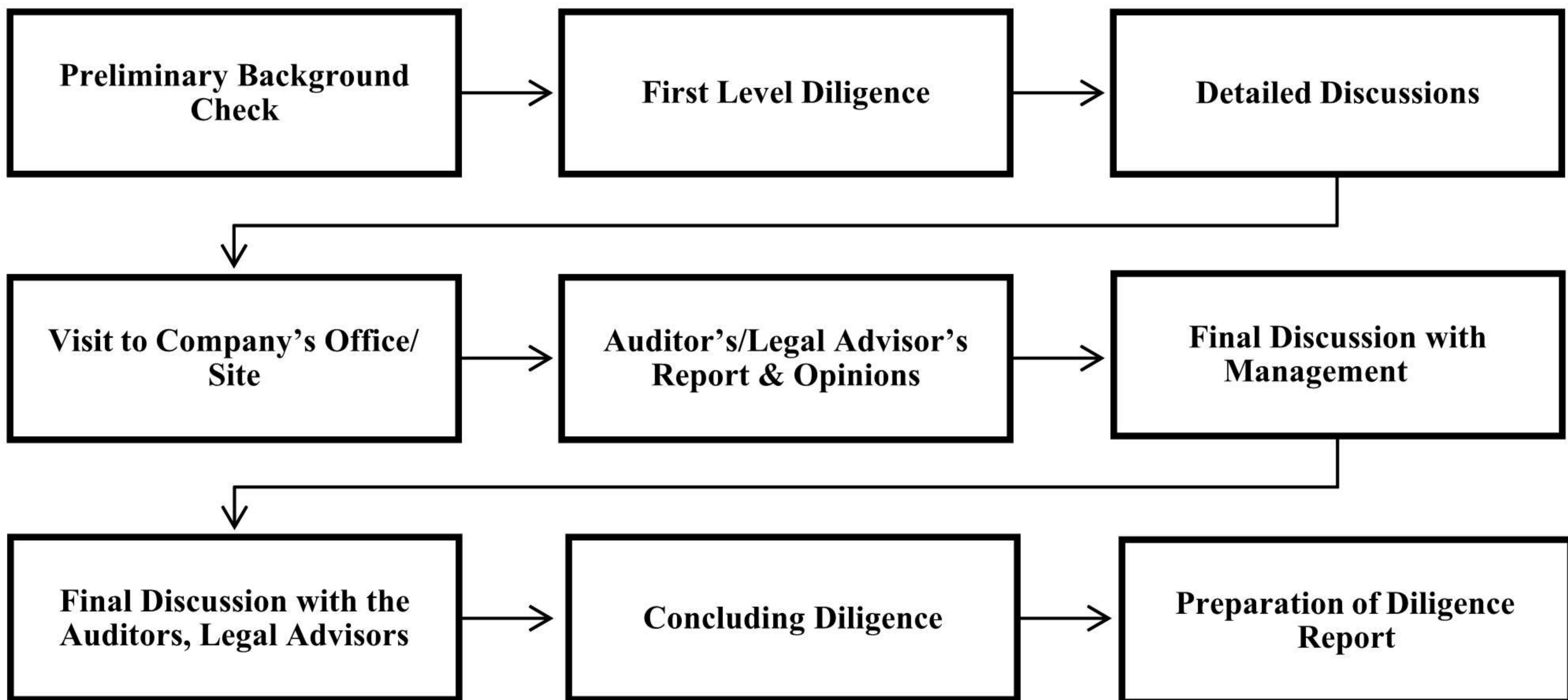


NOTE REGARDING OUR DUE DILIGENCE PROCESS

We, the Book Running Lead Manager to the proposed SME IPO of **Kay Cee Energy & Infra Limited** (the “Company”), have conducted the Due Diligence of the Company, a summary of which is explained herein below:

A step plan of our entire Due Diligence exercise is depicted below for easy understanding:



However, the Due Diligence procedure set forth below is only a summary and is not exhaustive.

Some of the key highlights of the above process are captured below as a summary:

Preliminary Background Check: We conducted a preliminary background check of the Company, its existing Directors and Promoters through websites in public domain like watchoutinvestors.com, RBI list of willful defaulters and the like.

First-level Diligence: We submitted a check list of documents containing salient features of the Draft Prospectus covering areas like General Corporate Information, Capital Structure, Business Overview, Management, History and Corporate Structure, Group Companies, Legal Information, Governments as well as general approvals amongst others.

On receipt of documents from the Company as per the Due Diligence Checklist, we have examined all the documents with their supporting back up source documents and have evaluated the product/services issued by the Company, the management team and their background, technology (if any), market, competition, differentiators, financial plan amongst other areas.

Detailed Discussions & Visit:

We further had follow-up meetings with the management team of the Company including visits to their Registered office and Corporate Office at Tiruvallur Tamil Nadu, which enabled us to assess management and operational capabilities, business nature of the company, Corporate Governance compliances etc. During the course of visit, we interacted with the various personnel of Company and after a detailed discussion we developed an understanding on the model of the Company.

Post visit, we made broad comparison of the Company's process with the help of Company write ups, published documents, annual report etc. which enabled us to carry out SWOT Analysis, and areas of risk relating to the industry as well as specific to the company.

Concluding Due Diligence:

In this phase of Due Diligence, we consolidated the inputs received through the earlier phases and concluded our Due Diligence with carrying out inter alia the following activities:

- a) We have verified whether the Company is regular with their RoC compliances, Income Tax and compliances of other statutory authorities by reviewing RoC Challans, Forms, Income Tax Acknowledgements, and Company's Resolutions etc.
- b) We have reviewed the minutes books of AGM, EGM and Board Meetings, which helped us to know the important decisions taken by the company & inherent risk with decisions and also checked the Company's compliances with RoC.
- c) We checked the registration of intermediaries proposed to be involved in the issue in various capacities.
- d) We prepared a checklist of all the disclosures required to be made in the Draft Red Herring Prospectus as per the SEBI (ICDR) Regulations and mapped all those against the actual disclosures made in the Draft Red Herring Prospectus of this Issue.

We discussed the basis for Issue Price with the Company's management and its auditors. -

We have examined originals or where that was not possible copies, certified or otherwise, of such documents, corporate records, certificates from public officials and other instruments as we have deemed relevant to the Issue. In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents and records submitted to us as originals and the conformity with the originals of all documents and records submitted to us as copies thereof.

We have relied on the Certifications or Undertakings provided by the Management of the Company Statutory Auditors, Legal Advisor to the Issue and other Advisors/Consultants if any for various disclosures in the Offer Documents.

For, GYR Capital Advisors Private Limited



Mohit Baid
Director
DIN: 08594571

SEBI Reg. No.: INM000012810
Place: Ahmedabad