

Serial No. 7

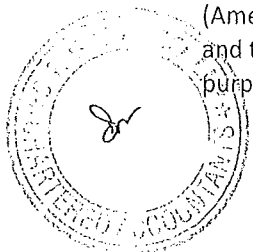
**S R B C & CO LLP**  
Chartered Accountants

21st Floor, B Wing, Privilon  
Ambli BRT Road, Behind Iskon Temple  
Off SG Highway, Ahmedabad - 380 059, India  
Tel : +91 79 6608 3900

## Auditors' Certificate

To  
The Board of Directors  
Meghmani Organics Limited  
"Meghmani House"  
Behind Safal Profitare, Corporate Road,  
Prahad Nagar,  
Ahmedabad - 380 015.  
Gujarat, India

1. We, the statutory auditors of Meghmani Organics Limited (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in clause 8 of the draft Scheme of Arrangement between the Company, Meghmani Finechem Limited and Meghmani Organochem Limited and their respective shareholders and creditors (hereinafter referred to as "the Scheme"), in terms of provisions of Sections 230 to 232 and other relevant provisions of the Companies Act, 2013 ("the Act") with reference to its compliance with the applicable Indian Accounting Standards notified under Section 133 of the Act read together with the Companies (Indian Accounting Standard) Rules, 2015 (as amended) ("the Applicable Accounting Standards") and Other Generally Accepted Accounting Principles in India.
  2. The responsibility for the preparation of the Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and report whether the accounting treatment contained in the Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles in India. Nothing contained in this certificate, nor anything said or done in the course of, or in connection with the services that are subject to this certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016), issued by the Institute of Chartered Accountants of India.
- Our examination did not extend to any aspects of a legal or propriety nature covered in the Scheme.
3. Read with paragraph 2 above and based on our examinations and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid Scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and circulars issued thereunder and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 2013 and other generally accepted accounting principles in India
  4. This certificate is issued at the request of Meghmani Organics Limited pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 for onward submission to the Bombay Stock Exchange Limited and the National Stock Exchange of India Limited. This certificate should not be used for any other purpose without our prior written consent.



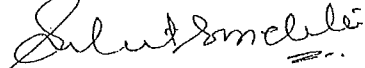
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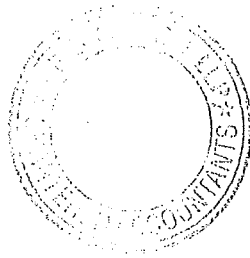
5. This certificate should be read together with the Annexures attached herewith. (refer Annexure A and Annexure B).

For, S R B C & C O L L P  
ICAI Firm Registration Number: 324982E/E300003  
Chartered Accountants



per Sukrut S Mehta  
Partner

Membership Number: 101974  
UDIN: 20101974AAAAAG5408  
Place of Signature: Ahmedabad  
Date: January 30, 2020



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