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The Board of Directors
Piramal Enterprises Limited,
Piramal Ananta,
Agastya Corporate Park,
Opp. Fire Brigade,
Kamani Junction,
LBS Marg, Kurla (West),
Mumbai - 400 070.

Independent Auditor's Certificate certifying the accounting treatment contained in the Draft Scheme of amalgamation of Piramal Phytocare Limited with Piramal Enterprises Limited and their respective shareholders under sections 230 to 232 read with other applicable provisions of the Companies Act, 2013 and rules framed thereunder.

1. This certificate is issued in accordance with the terms of our engagement letter dated May 28, 2018.
2. We, Deloitte Haskins & Sells LLP, Chartered Accountants, the Statutory Auditors of Piramal Enterprises Limited ("the Company"), have examined the proposed accounting treatment specified in 18.1 Clause in the draft scheme of amalgamation (hereinafter referred as 'The Scheme') of Piramal Phytocare Limited with Piramal Enterprises Limited and their respective shareholders under Sections 230 to 232 read with other applicable provisions of the Companies Act, 2013 and rules framed thereunder, with reference to its compliance with the applicable Accounting Standards notified under Section 133 of the Companies Act, 2013, read with the rules made thereunder and Other Generally Accepted Accounting Principles.

Management's responsibility

3. The responsibility for the preparation of the Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards read with the rules made there under and Other Generally Accepted Accounting Principles as aforesaid, is that of the Board of Directors of the Companies involved. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Scheme and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

Auditor's responsibility

4. Our responsibility is only to examine and report whether the accounting treatment referred to in Clause 18.1 of the Scheme referred to above comply with the applicable Accounting Standards, and Other Generally Accepted Accounting Principles. 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. The Appointed Date for the purpose of this certificate is considered as April 1, 2018.



5. We carried out our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India (ICAI) and Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate. This Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements. Further our examination did not extend to any other parts and aspects of a legal or proprietary nature in the aforesaid Scheme.

Opinion

7. Based on our examination and according to the information and explanations given to us, we are of the opinion that the accounting treatment contained in Clause 18.1 of the Scheme and as reproduced in Annexure 1, is in compliance with Accounting Standards notified under Section 133 of the Companies Act, 2013, read with the rules made there under, and Other Generally Accepted Accounting Principles, as applicable.
8. For ease of references, Clause 18.1 of the Scheme, duly authenticated on behalf of the Company, is reproduced in Annexure 1 to this Certificate and is initialed by us only for the purposes of identification.

Restriction on use

9. This certificate is issued at the request of the Company pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, for onward submission by the Company to the Stock Exchange(s), Regional Director of Registrar of Company and National Company Law Tribunal. This Certificate should not be used for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For Deloitte Haskins & Sells LLP
Chartered Accountants
ICAI Regn. No. 117366W/W-100018



Rupen K. Bhatt
Partner
Membership No. 046930

Mumbai, July 18, 2018

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Annexure 1

Relevant extract of Draft Scheme of amalgamation of Piramal Phytocare Limited with Piramal Enterprises Limited and their respective shareholders under sections 230 to 232 read with other applicable provisions of the Companies Act, 2013 and rules framed thereunder.

Accounting Treatment

18.1 Accounting Treatment in the books of Transferee Company:

- 18.1.1 Upon the scheme becoming effective the Transferee Company shall account for the amalgamation of the Transferor Company in the books of accounts in accordance with 'Pooling of Interest Method' of accounting as laid down in Appendix C of IND-AS 103 (Business Combinations of entities under common control) as under:
- 18.1.2 All the assets, liabilities and reserves in the books of the Transferor Company shall stand transferred to and vested in the Transferee Company pursuant to the scheme and shall be recorded by the Transferee Company at their carrying amounts as appearing in the books of Transferor Company, on the Appointed Date.
- 18.1.3 The Transferee Company shall credit to its share capital account, the aggregate nominal value, represented by the face value, of the new shares issued by it pursuant to Clause 16.1 of this Scheme.
- 18.1.4 The carrying amount of investments in the equity shares of the Transferor Company to the extent held by Transferee Company, shall stand cancelled and there shall be no further obligation in that behalf.
- 18.1.5 Upon the scheme coming into effect, the surplus /deficit, if any of the net value of assets, liabilities and reserves of the Transferor Company acquired and recorded by the Transferee Company in terms of clause 18.1.2 over the sum of (a) the face value of the new shares on merger issued and allotted pursuant to clause 16.1 and (b) the value of investments cancelled pursuant to Clause 18.1.4 , shall be adjusted in "Capital Reserve Account" in the financial statements of the Transferee Company.
- 18.1.6 Inter-Company transactions and balances including loans, advances, receivable or payable inter se between the transferor and transferee Companies as appearing in their books of accounts if any shall stand cancelled;
- 18.1.7 In case of difference in accounting policies between the Transferor Company and Transferee Company, the impact of the same till Appointed Date of amalgamation will be quantified and adjusted in the reserves of the Transferee Company to ensure that the financial statements of the Transferee Company reflect the true financial position on the basis of consistent accounting policies.
- 18.1.8 Comparative Financial Information in the financial statements of the Transferee Company shall be restated for the accounting impact of merger, as stated above, as if the merger had occurred from the beginning of the comparative period.



Piramal Enterprises Limited

(Formerly Known as Piramal Healthcare Limited)

CIN : L24110MH1947PLC005719

Registered Office: Piramal Ananta, Agastya Corporate Park, Opp Fire Brigade, Kamani Junction, LBS Mag, Kurla (West), Mumbai 400 070 India

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piramal.com

Notes:

- 1) The Appointed Date for the purpose of this certificate is considered as April 1, 2018.
- 2) Face Value as mentioned in 18.1.3 above will be nominal value of equity share.

For Piramal Enterprises Limited



Vivek Valsaraj
Chief Financial Officer
Mumbai : 17 July, 2018

