

**V SAHAI TRIPATHI & CO**  
**CHARTERED ACCOUNTANTS**

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To,  
The Board of Directors,  
**Amrit Agro Industries Limited**  
CM-28, First Floor, Gagan Enclave,  
Amrit Nagar, GT Road,  
Ghaziabad - 201009 (UP)

We, the statutory auditors of **Amrit Agro Industries Limited** (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in clause 4.19 of the Scheme of Arrangement between Amrit Agro Industries Limited and Amrit Banaspati Company Limited and their respective shareholders in terms of the provisions of section(s) 391 to 394 read with section(s) 100 to 103 of the Companies Act, 1956 with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 1956/ Companies Act, 2013 and Other Generally Accepted Accounting Principles.

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 Scheme complies 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. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination 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) Regulations, 2015 and circulars issued there under and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 1956/ Companies Act, 2013.

This Certificate is issued at the request of the Amrit Agro Industries Limited pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the National Stock Exchange of India Limited. This Certificate should not be used for any other purpose without our prior written consent.



For V Sahai Tripathi & Co.  
Chartered Accountants  
Firm Registration No: 000262N

  
Manish Mohan  
Partner

Membership Number : 091607  
Place : New Delhi  
Date : 03<sup>rd</sup> November 2016