



To,  
The Board of Directors,  
Gorani Industries Limited  
Address- 32-33, Sector-F, Sanwer Road,  
Indore (M.P.) 452015

Dear Sir,

**Sub:** Independent Auditor's Certificate certifying the proposed accounting treatment in the books of Gorani Industries Limited as mentioned in Clause 17 of the Draft Scheme of Arrangement

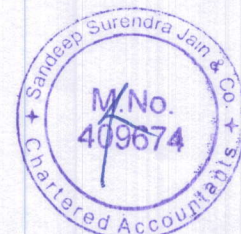
1. We, M/s. Sandeep Surendra Jain & Co., the statutory auditors of Gorani Industries Limited (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in Clause 17(reproduced as an 'Annexure A' to this certificate, as provided by the Transferee Company) of the Draft Scheme of arrangement in the nature of merger of Blow Hot Kitchen Appliances Private Limited (Transferor Company) with Gorani Industries Limited (Transferee Company) in terms of the provisions of Sections 230 to 232 of the Companies Act, 2013 read with applicable rules made thereunder, with reference to its compliance with the applicable Accounting Standards notified under Section-133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and other Generally Accepted Accounting Principles.

#### Management's Responsibility

2. The responsibility for the preparation of the Draft 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.

#### Auditor's Responsibility

3. Our responsibility is to examine and report whether the Draft Scheme complies with the applicable Accounting Standards notified under Section-133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 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.
4. 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.



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### Opinion

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 Section 133 of the Companies Act 2013 read with Companies (Indian Accounting Standards) Rules, 2015.

### Restriction on use

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

For Sandeep Surendra Jain & Co.  
(Chartered Accountants)  
Firm Reg. No. 010172C

*Seema*

Seema Vijayvargiya  
Partner  
Membership No.409674

UDIN: 22409674APIOIV9636  
Place: Indore  
Date: 19/08/2022



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## Annexure A

Relevant extract of Clause 17 of the Draft Scheme of Amalgamation between Blow Hot Kitchen Appliances Private limited ("Transferor Company") and Gorani Industries Limited ("Transferee Company") and their respective shareholders and creditors ("Scheme") under Sections 230 to 232 of the Companies Act, 2013 read with applicable rules made thereunder.

### Clause 17

#### 17. ACCOUNTING TREATMENT IN THE BOOKS OF THE TRANSFEEE COMPANY

On the Scheme becoming effective and with effect from the Appointed Date, the Transferee Company shall account for the amalgamation of the Transferor Company in its books of account in accordance with of accounting as provided for business combinations under IND AS 103 notified under Section 133 of the Companies Act, 2013, under the Companies (Indian Accounting Standard) Rules, 2015, as may be amended from time to time.

