ANNX-B

# JDS & Co.

CHARTERED ACCOUNTANTS

## Auditor's Certificate

To,

The Board of Directors,
Godawari Power and Ispat Limited
Plot No. 428/2, Phase-I, Industrial Area, Siltara,
Raipur – 493111 (C.G.)

We, the statutory auditors of *Godawari Power and Ispat Limited* (hereinafter referred to as "the Transferee Company"), have examined the proposed accounting treatment specified in clause 12 of the Draft Scheme of Amalgamation between the Transferee Company and Jagdamba Power and Alloys Limited (hereinafter referred to as "the Transferor Company") in terms of the provisions of section(s) 230 to 234 of the Companies Act, 2013 with reference to its compliance with the applicable Indian Accounting Standards notified under the Companies Act, 2013 and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Indian 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 Draft Scheme complies with the applicable Indian 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 Indian Accounting Standards notified by the Central Government under the Companies Act, 2013.

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 to the Bombay Stock Exchange and the National Stock Exchange. This Certificate should not be used for any other purpose without our prior written consent.

For **JDS & Co.,**
(Firm Regn. No.018400C)
Chartered Accountants

(Vijay Jadwani)
Partner
Membership No.432878

JDS & CO. FR. No. 018400C RAIPUR (CHHATTISGARH) Chartered Accountants

GODAWARI POWER & ISPAT LTD. HIRA RAIPUR (C.G.)

Place : Raipur
Date : 19.02.2018



House No-51/2323, Behind Ekta Chowk, Laxmi Nagar, Pachpedi Naka, Raipur – 492001 (C.G.),
PHONE: 0771 –6999011, 4061216; E-mail : jdscoraipur@gmail.com