Jatin Vora
B.Com., F.C.A.

Jatin Vora & Associates
Chartered Accountants
Address:
203, Chheda Bhavan, 98, Surat Street,
Masjid (East), Mumbai - 400 009.
Tel: 022 – 4006 1063
Email: cajitvora@gmail.com

Annexure 10

To,
The Board of Directors,
Aarti Pharmalabs Limited
(Formerly Known as Aarti Organics Limited)
Plot No. 22/C/1 & 22/C/2, 1st Phase, G.I.D.C. Vapi,
District Valsad, Gujarat – 396 195

Sub : Auditors Certificate on Accounting Treatments Specified in Clause 14 of the Scheme of Arrangement for Transfer of Demerged Undertaking of Aarti Industries limited to Aarti Pharmalabs Limtied (Formerly Known as Aarti Organics Limited).

We, the statutory auditors of Aarti Pharmalabs Limited (Formerly Known As Aarti Organics Limited)("the Company"), have examined the proposed accounting treatment specified in clause 14 of the Draft Scheme of **Arrangement** between Aarti Industries Limited **(AIL) and Aarti Pharmalabs limited (Formerly Known as Aarti Organics Limited (APL)and their respective shareholders** in terms of the provisions of SEBI Circulars, Sections **230 to 232 read with applicable provisions of** the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 with reference to its compliance with the applicable Accounting Standards notified under section 133 of 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 Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is to examine and report whether the Draft 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 Reports or Certificates for Special Purpose (Revised 2016) ("Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control Firm that Performs Audits and Review of the Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the ICAI.

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 (as amended) and SEBI circulars issued there under and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 2013.

CERTIFIED TRUE COPY

AARTI PHARMALABS LIMITED MUMBAI

This Certificate is issued at the request of the Aarti Pharmalabs Limited (Formerly Known as Aarti Organics Limited) pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the BSE Limited, National Stock Exchange of India Limited and the relevant National Company Law Tribunal. This Certificate should not be used for any other purpose without our prior written consent.

For **Jatin Vora & Associates**
Chartered Accountants
Registration No. 118024W

Jatin Sundarji Vora

Digitally signed by Jatin Sundarji Vora
DN: c=IN, o=Personal, title=0963, pseudonym=c85956328284b910173f857e9370c0d8dc904534b0d2e343482631 5c2423433a, postalCode=400031, st=Maharashtra, serialNumber=d4a07d81dfbcd44b907c2efa6337504d199cf44726a53665f2b8ff14bc0f677, cn=Jatin Sundarji Vora
Date: 2021.08.19 09:14:21 +05'30'

(CA Jatin S. Vora)
Proprietor
Membership No. 103866
UDIN: **21103866AAAAJV7926**

Place: Mumbai
Date: 19th August, 2021.

CERTIFIED TRUE COPY

AARTI PHARMALABS LIMITED MUMBAI

Accounting treatment in the books of APL

On the Scheme be coming effective and with effect from the Appointed Date, APL shall account for demerger in its books of accounts in accordance with the accounting standards prescribed under Section 133 of the Act in the following manner:

- APL shall record the assets and liabilities (the difference between the assets and liabilities hereinafter being referred to as the "Net Assets") vested in it pursuant to this Scheme, at the respective book values thereof, as appearing in the books of the of AIL, relating to Demerged UndertakingattheclosеofbusinessofthedayimmediatelypрecedingtheAppointedDateinaccordancewith the provisions of Section 2(19AA)of the Income Tax Act, 1961.

- APL shall credit to its Equity share capital in its books of account, the aggregate of face value of the New Equity Shares issued by it to the members of AIL pursuant to clause 13.1. And reduce its Share Capital Account which are reduced and cancelled in terms of Clause 13.2.

- The excess of the Net Assets as per Clause 14.8 over the face value of the New Securities allotted inaccordance with the Scheme Under Clause 14.9,shallbecreditedto same reserves as debited in the books of AIL with adjustment for balance, if any, to Profit and Loss Account/Retained Earnings.

- APL shall Disclosed Contingent Liability, if any, transferred under the scheme of arrangement, in its first Financial Statement Prepared on the Scheme becoming effective and with effect from the Appointed Date.

- APL shall Record Other Comprehensive Income Transfer, if any, transferred under the Scheme of Arrangement, in its first financial statement prepared on the Scheme be coming effective and with effect from the Appointed Date.

- In case APL is required to follow accounting policies that are different from that of AIL for any regulatory reasons, the effect of the difference in the accounting policies between AIL and APL will be quantified and adjusted in the opening reserve (other than the securities premium account), to ensure that the financial statements of APL reflect the financial position on the basis of consistent accounting policy.

- Notwithstanding the above, the Board of Directors of APL is authorised to account for any of these balances in any manner whatsoever, as may be deemed fit, in accordance with the accounting standards specified under Section 133 oftheActreadwiththerulesmadethereunderincludingbutnotlimitedtoIndianAccounting Standards (Ind-AS) 103 'Business Combination' and Generally Accepted Accounting Principles.

Jatin Sundarji Vora

Digitally signed by Jatin Sundarji Vora
DN: c=IN, o=Personal, title=0963, pseudonym=c835563282842b910173f857c9370c0d8dc9045349dd2e3436826315c2423433a, postalCode=400031, st=Maharashtra, serialNumber=d4a07d81dfbcd44b907e2efa6337504d199cf44720a53665f2b88f14be0ff677, cn=Jatin Sundarji Vora
Date: 2021.08.19 10:49:15 +05'30'

CERTIFIED TRUE COPY

AARTI PHARMALABS LIMITED MUMBAI

KIRTANE & PANDIT LLP

Annexure V

To,
The Board of Directors,
Aarti Industries Limited
Plot No.801/23, G.I.D.C Estate,
Phase III, Vapi, Dist., Valsad,
Gujarat -396 195

Sub : Auditors Certificate on Accounting Treatments Specified in Clause 14 of the Scheme of Arrangement for Demerger of 'Pharma Business' with its supporting manufacturing units, Investments, cash & cash equivalents for future capital expenditure.

We, Kirtane & Pandit LLP, Chartered Accountants, the statutory auditors of Aarti Industries Limited, (hereinafter referred to as "**the Company**"), have examined the proposed accounting treatment specified in clause_14_ of the Draft Scheme of **Arrangement** between **Aarti Industries Limited (AIL) and Aarti Pharmalabs limited (Formerly Known as Aarti Organics Limited (APL) and their respective shareholders** in terms of the provisions of SEBI Circulars, sections **230 to 232 read with** applicable provisions of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 with reference to its compliance with the applicable Accounting Standards notified under section 133 of 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 Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is to examine and report whether the Draft 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 Reports or Certificates for Special Purpose (Revised 2016) ("Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control Firm that Performs Audits and Review of the Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the ICAI.

KIRTANE & PANDIT LLP FRN 105215W W100005 Chartered Accountants

For AARTI INDUSTRIES LIMITED

Raj Satra
Company Secretary
ICSI M. No. A15526

AARTI INDUSTRIES LIMITED

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 (as amended) and SEBI circulars issued there under and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 2013.

This Certificate is issued at the request of the Aarti 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, National Stock Exchange of India Limited and the relevant National Company Law Tribunal. This Certificate should not be used for any other purpose without our prior written consent.

For Kirtane & Pandit LLP,
Chartered Accountants
Firm Registration No.: 105215W/W100057

KIRTANE & PANDIT LLP
FRN 105215W/ W100057
Chartered Accountants

Milind Bhave
Partner
Membership Number: 047973

UDIN - 21047973AAAADO5784

Place: Mumbai
Date: August 19, 2021

Encl.: Extract of Accounting Treatments

For AARTI INDUSTRIES LIMITED

Rajiv Aarti
Company Secretary
ICSI M. No. A15526

AARTI INDUSTRIES LIMITED

Extract of Accounting Treatments Specified in Clause 14 of the Scheme of Arrangement Between Aarti Industries Limited (AIL)(Demerged Company) & Aarti Pharmalabs Limited (APL)(Formerly Known as Aarti Organics Limited) (Resultant Company)

Accounting treatment in the books of AIL

On the Scheme becoming effective and with effect from the Appointed Date, AIL shall account for demerger in its books of accounts in accordance with The Indian Accounting Standards (Ind AS), as notified under section 133 of the Companies Act 2013of the Act in the following manner:

- AIL shall reduce the book value of assets (net of diminution/depreciation, if any) and liabilities relating to the Demerged Undertaking, transferred to APL accordance with the provisions of Section 2(19AA) of the Income Tax Act, 1961.
- The excess of book value of the assets transferred (net of diminution/depreciation, if any) over the book value of the liabilities of the Demerged Undertaking to APL shall be adjusted first to Securities Premium & General Reserve in the ratio of Values of Business transfer and thereafter balance if any to Retained earnings/profit and loss account balance of AIL.
- AIL shall reduce & Transfer Contingent Liability, if any, pertains to the Demerged Undertaking to APL.
- AIL shall reduce & Transfer Other Comprehensive Income created as per IND AS related to Assets & Liability transferred of Demerged Undertaking under the Scheme of Demerger.
- The approval granted by the shareholders of AIL to this Scheme shall be deemed to be approval required under the provisions of the Act.
- Pursuant to Scheme becoming effective, AIL Investment in Resultant Company will Stands Cancelled & Resultant Company will seize to be 100% subsidiary of AIL

Notwithstanding the above, the Board of Directors of AIL, in consultation with its statutory auditors, is authorised to account any of the balances in any other manner, if such accounting treatment is considered more appropriate and is authorised by the Accounting Standards applicable to the Company and/or Generally accepted Accounting Principles.

KIRTANE & PANDIT LLP FRN 105215W W100055 Chartered Accountants

For AARTI INDUSTRIES LIMITED

Raj Sarraf
Company Secretary
ICSI M. No. A15526

AARTI INDUSTRIES LIMITED