Annexure 10 – Statutory Auditor's Certificate.

S.P. SHAW & CO.
CHARTERED ACCOUNTANTS

June 29, 2022

The Board of Directors
HG Industries Limited
(FORMERLY KNOWN AS HIMALAYA GRANTIES LIMITED)
Panchalam Village,
Melpettai Post, Tindivanam.
Tamil Nadu –604307

Independent Auditors Certificate on the accounting treatment specified in the Scheme of Arrangement

1. This certificate is issued to HG Industries Limited ('the Company'), having its registered office at the above mentioned address, to certify the proposed accounting treatment specified in Clause 10 of the Scheme of Arrangement ('the Scheme') between HG Industries Limited ('Transferor Company') and Greenlam Industries Limited ('Transferee Company') in terms of the provisions of Sections 230 to 232 of the Companies Act, 2013 ('the Act') with reference to its compliance with the applicable Accounting Standards specified under Section 133 of the Act, read with the relevant rules issued thereunder and other Generally Accepted Accounting Principles, for the purpose of onward submission to National Company Law Tribunal, ('NCLT').

2. For ease of reference, extract of the 'Accounting Treatment' specified in the Scheme, duly authenticated on behalf of the Company, is reproduced in the Annexure to this certificate and has been stamped and initialled by us only for the purpose of identification.

"Sagar Court" 7, Garstin Place 2nd Floor, Kolkata - 700 001
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HG INDUSTRIES LIMITED

Management's Responsibility

3. The responsibility for preparation of the Scheme and its compliance with the Act and other relevant laws and regulations, including applicable Accounting Standards 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 proposed Scheme and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances.

Auditors Responsibility

4. Pursuant to the requirements of Sections 230 to 232 of the Act, it is our responsibility to provide a reasonable assurance whether the Scheme complies with the Accounting Standards notified under Section 133 of the Act read with the relevant rules issued there under and other Generally Accepted Accounting Principles.

5. We conducted our examination of the Accounting Treatment specified in the Scheme as reproduced in Annexure to the certificate in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) ('Guidance Note') issued by the Institute of Chartered Accountants of India (ICAI), in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethicsissued by the 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.

SHAW & CO. F R 324229E Chartered Accountants

INDUSTRIES LIMITED

Opinion

7. Based on our examination, as above, and the information and explanations given to us, we are of the opinion that the 'Accounting Treatment' specified in Clause 10 of the Scheme is in conformity with the Companies (Accounting Standards) Rules, 2006 and the Accounting Standards prescribed under section 133.

Restriction on Use

8. The certificate is issued at the request of the Company pursuant to the requirements of Section 230 to 232 of the Act for onward submission to NCLT. This certificate should not be used for any other purpose or to be distributed to any other parties 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 isshown or into whose hands it may come without our prior consent in writing.

For S.P. SHAW & CO.
Chartered Accountants
Firm's Regn No. 314229E

(S. P. Shaw)
Partner
Membership No. 051927
UDIN: 22051927AMITZ9523

Place: Kolkata
Date: 29th June, 2022

HG INDUSTRIES LIMITED

Annexure A

For the purposes of Statutory Auditor certificate, the proposed accounting treatment as mentioned in clause 10 to the Scheme of Arrangement shall be as follows:

Notwithstanding anything to the contrary contained herein, upon this Scheme becoming effective, the Transferee Company shall give effect to the accounting treatment in relation to the amalgamation in its books of account in accordance with Ind AS 103 – 'Business Combinations' read with Appendix C to Ind AS 103 – 'Business Combinations'. As the Transferor Company shall stand dissolved without being wound up upon the Scheme becoming effective, hence there is no accounting treatment prescribed under this Scheme in the books of the Transferor Company.

10.1 The Transferee company shall record the assets and liabilities including reserves of the Transferor Company vested in it pursuant to scheme, at their respective carrying values as appearing in the books of transferor company

10.2 No adjustments shall be made to reflect fair values or recognize any new assets or liabilities. The only adjustments made, will be made so as to harmonize the accounting policies.

10.3 The balance of the retained earnings appearing in the financial statements of the Transferor Company shall be aggregated with the corresponding balance appearing in the financial statements of the Transferee Company. Alternatively, it may be transferred to the general reserve, if any.

10.4 The identity of the reserves shall be preserved and shall appear in the financial statements of the Transferee Company in the same form in which they appeared in the financial statements of the Transferor Company.

10.5 Pursuant to the amalgamation of the Transferor Company with the Transferee Company, inter-company balances between Transferee Company and the Transferor Company, if any, appearing in the books of the Transferee Company shall stand cancelled. Further, the value of investments held by Transferee Company in the Transferor Company shall stand cancelled.

10.6 The difference between net assets (assets minus liabilities) of transferor company and share capital issued as consideration after factoring adjustment in clauses 10.1 to 10.5 as mentioned above shall be transferred to capital reserve.

For S.P. SHAW & CO.
Chartered Accountants
Firm's Regn No. 314229E

(S. P. Shaw)
Partner
Membership No. 051927
UDIN: 22051927AMCITZ9523

S.P. SHAW & CO. FRN 314229E Chartered Accountants

Place: Kolkata
Date: 29th June, 2022

HG INDUSTRIES LIMITED