

Auditor's Certificate required as per section 230 to 232 of Companies Act, 2013

The Board of Directors,
Genus Prime Infra Limited
Moradabad Dharam Kanta, Kanth Road,
Harthala, Moradabad
Uttar Pradesh – 244001

1. We, the statutory auditor of Genus Prime Infra Limited, (hereinafter referred to as “the Company”), have examined the proposed accounting treatment specified in clause 13 of Part II, clause 15 of Part III and clause 14 of Part IV of the draft scheme of arrangement (the “Scheme” or “Scheme of Arrangement”), attached herewith and signed by us for identification purpose, between the Company and Sansar Infrastructure Private Limited (“Amalgamating Company 1”) and Star Vanijya Private Limited (“Amalgamating Company 2”) and Sunima Trading Private Limited (“Amalgamating Company 3”) and Genus Power Infrastructures Limited (“Demerged Company”) and Yajur Commodities Limited (“Amalgamating Company 4”) and their respective shareholders and creditors in terms of the provisions of the Securities and Exchange Board of India (the SEBI) circular no. CFD/DIL3/CIR/2017121 dated 10 March 2017 read with SEBI circular no. CFD/DIL3/CIR/2018/2 dated 3 January 2018 and SEBI circular no. HO/CFD/DIL1/CIR/P/2020/215 dated 3 November 2020 (and as further amended from time to time), sections 230 to 232 and all other applicable provisions of the Companies Act, 2013 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) Amendment Rules, 2016 (as amended from time to time) and other generally accepted accounting principles and in compliance with SEBI (Listing and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder.
2. 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 in India. 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 auditor 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 (Revised 2016), issued by the Institute of Chartered Accountants of India.
3. Based on our examination and according to the information and explanations given to us, we confirm that, the accounting treatment contained in clause 13 of Part II, clause 15 of Part III and clause 14 of Part IV of the aforesaid Scheme is in compliance with the applicable accounting standards notified under Section 133 of the Companies Act 2013 read with Companies (Indian Accounting Standards) Amendment Rules, 2016 (as amended from time to time) and other generally accepted accounting principles and in compliance with SEBI (Listing and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder.
4. 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 National Company Law Tribunal, The BSE Limited and any other regulatory authorities in connection with the Scheme of Arrangement as mentioned in paragraph 1 above. This Certificate should not be used for any other purpose without our prior written consent.
5. This certificate is to be read with the enclosed Annexure 1.

For D Khanna & Associates
Chartered Accountants
FRN: 012917N

[Deepak Khanna]

Partner

M. No. 092140

UDIN: 20092140AAAAGD6148

Place: Jaipur

Date: 05th December, 2020

Office Address: G-6, Royal Sundram, Plot No.:1, Vivekanand Marg, C-Scheme, Jaipur-302001

Phone: 141-2372701, 2372752, 4026071

Annexure 1 to the certificate dated 05th December, 2020

Management's Responsibility

1. Management is responsible for:
 - a. The preparation of the Scheme and ensuring its compliance with all the applicable laws and regulations. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation of the Scheme.
 - b. Compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable accounting standards notified by the Central Government under section 133 of Companies Act 2013, read with Companies (Indian Accounting Standards) Amendment Rules, 2016 (as amended from time to time) and other generally accepted accounting principles.

Auditor's Responsibility

2. Pursuant to requirements prescribed under section 232 of the Companies Act 2013, our responsibility is to provide reasonable assurance in the form of an opinion that:
 - a. the proposed accounting treatment in the books of the Company specified in clause 13 of Part II, clause 15 of Part III and clause 14 of Part IV of the Scheme is in compliance with the applicable Accounting Standards notified under Section 133 of the Companies Act 2013 read with Companies (Indian Accounting Standards) Amendment Rules, 2016 (as amended from time to time) and other generally accepted accounting principles and in compliance with SEBI (Listing and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder.
3. A reasonable assurance engagement includes performing procedures to obtain sufficient appropriate evidence on the reporting criteria, mentioned in paragraph 2 above. We have performed the following procedures:
 - a. Obtained the Scheme, read and understood the accounting treatment in the books of the Company specified in clause 13 of Part II, clause 15 of Part III and clause 14 of Part IV of the Scheme along with the applicable accounting standards.
 - b. Our examination did not extend to any aspects of a legal or propriety nature covered in the Scheme.
4. We conducted our examination of accounting treatment in the books of the Company referred in paragraph 1 of the certificate above in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
5. 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.

Restriction on use

6. This Certificate is issued at the request of the Company for submission to National Company Law Tribunal, The BSE Limited and any other regulatory authorities in connection with the Scheme of Arrangement as mentioned in paragraph 1 of the certificate. This Certificate should not be used for any other purpose without our prior written consent.

UDIN: 20092140AAAAGD6148

