

**Deloitte  
Haskins & Sells LLP**

Chartered Accountants  
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To,  
The Board of Directors  
Fermenta Biotech Limited  
A-1501, Thane One,  
DIL Complex, Ghodbunder Road  
Majiwade,  
Thane – 400 610

**Independent Auditor's Certificate certifying the accounting treatment contained in the draft Composite Scheme of Amalgamation and Arrangement amongst DVK Investments Private Limited (the "Transferor Company 1") and Aegean Properties Limited (the "Transferor Company 2") and Fermenta Biotech Limited (the "Transferee Company") and their respective shareholders.**

1. This certificate is issued in accordance with the terms of our engagement letter dated June 29, 2021.
2. We, Deloitte Haskins & Sells LLP, Chartered Accountants, the Statutory Auditors of Fermenta Biotech Limited ("the Company"), have examined the proposed accounting treatment specified in Clause 11 of Part II of the draft Composite Scheme of Amalgamation and Arrangement (hereinafter referred as 'Scheme') with regard to amalgamation of DVK Investments Private Limited and Aegean Properties Limited with Fermenta Biotech Limited; as specified in the draft Scheme amongst DVK Investments Private Limited and Aegean Properties Limited and the Company and their respective shareholders in terms of the provisions of Section 230 to 232 read with other relevant provisions of the Companies Act, 2013 and rules made thereunder with reference to its compliance with the applicable Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013, read with the rules made there under and other generally accepted accounting principles in India.

**Management's responsibility**

3. The responsibility for the preparation of the Scheme and its compliance with the relevant laws and regulations, including the applicable Indian Accounting Standards read with the rules made there under and other generally accepted accounting principles in India 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 Scheme and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

**Auditor's responsibility**

4. Our responsibility is only to examine and report whether the accounting treatment referred to in Clause 11 of Part II of the Scheme referred to above comply with the applicable Indian 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 auditors of any financial statements of the Company.
5. We carried out our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016), issued by the Institute of Chartered Accountants of India (ICAI) and Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose

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(LLP Identification No. AAB-8737) **AMS**



of this certificate. This Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by (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.

**Opinion**

7. Based on our examination and according to the information and explanations given to us, we are of the opinion that the accounting treatment contained in Clause 11 of Part II of the Scheme, is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued there under, in terms of the provisions of Section 230 to 232 of the Companies Act, 2013 with reference to its compliance with the applicable Indian Accounting Standards, prescribed under Section 133 of the Companies Act, 2013, read with the rules made there under, and other generally accepted accounting principles in India.
8. For ease of references, Clause 11 of Part II of the Scheme, duly authenticated on behalf of the Company, is reproduced in Annexure to this Certificate and is initialed by us only for the purposes of identification.

**Restriction on use**

9. 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 by the Company to the BSE Limited, Securities and Exchange Board of India and for filing an application pursuant to the requirements of Section 230 to 232 of the Companies Act, 2013 with the National Company Law Tribunal, Mumbai Bench and other concerned statutory authorities in connection with the approval of the Scheme. This Certificate should not be used for any other purpose 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 is shown or into whose hands it may come without our prior consent in writing.

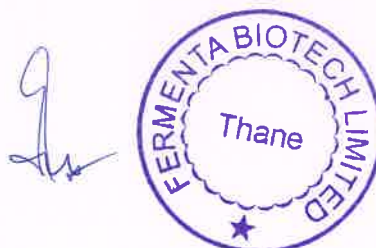
**For DELOITTE HASKINS & SELLS LLP**  
Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)



**Rajesh K. Hiranandani**  
(Partner)  
(Membership No. 036920)  
UDIN: 21036920AAAAFK7274

Ans

Place: Mumbai  
Date: October 11, 2021



**Annexure**

**Relevant extract of the Composite Scheme of Amalgamation and Arrangement between DVK Investments Private Limited (the “transferor Company 1”) and Aegean Properties Limited (the “transferor Company 2”) with Fermenta Biotech Limited (the “transferee Company”) and their respective shareholders in terms of the provisions of Section 230-232 of the Companies Act, 2013 .**

**11.1 Accounting Treatment on amalgamation of Transferor Company 1 with Transferee Company**

- 11.1.1 With effect from the Appointed Date and upon the Scheme becoming effective, the Transferee Company shall account for amalgamation of Transferor Company 1 in its books of account as per “Pooling of Interest Method” prescribed under Appendix C to Indian Accounting Standard – 103 “Business Combinations” as prescribed under Section 133 of the Act read with the relevant rules issued thereunder and other generally accepted accounting principles in India.
- 11.1.2 All the assets and liabilities of Transferor Company 1 shall stand transferred to and vested in the Transferee Company pursuant to the Scheme and shall be recorded by Transferee Company at their carrying values as on the Appointed Date. The financial information in the financial statements of the Transferee Company, to be prepared after amalgamation, in respect of prior periods will be restated to include financial information of the Transferor Company as if the business combination has occurred from the beginning of the preceding period in the financial statements.
- 11.1.3 The identity of the reserves shall be preserved standing in the books of account of Transferor Company 1 shall be preserved and they shall appear in the financial statements of the Transferee Company in the same form, as they appeared in the financial statements of Transferor Company 1. As a result of preserving the identity, reserves which are available for distribution as dividend before the amalgamation would also be available for distribution as dividend after amalgamation.
- 11.1.4 The intercompany balances, investments and other balances if any, in the books of accounts of the Transferee Company and Transferor Company 1 shall stand discharged and come to an end and the same shall be eliminated by giving appropriate elimination effect in the books of account and records of the Transferee Company.
- 11.1.5 The balance of the retained earnings in the books of account of Transferor Company 1 shall be aggregated with the corresponding balance of retained earnings of the Transferee Company.
- 11.1.6 The investment of Transferor Company 1 in the equity share capital of the Transferee Company shall stand cancelled as mentioned in clause 10 of the Scheme and accordingly the issued and paid up equity share capital of the Transferee Company shall stand reduced to the extent of face value of equity shares held by Transferor Company 1 in the Transferee Company.
- 11.1.7 New Equity Shares to be issued and allotted by the Transferee Company to the shareholders of Transferor Company 1 pursuant to clause 9.1.1 of this Scheme, shall be recognised in the books of accounts of the Transferee Company at face value.

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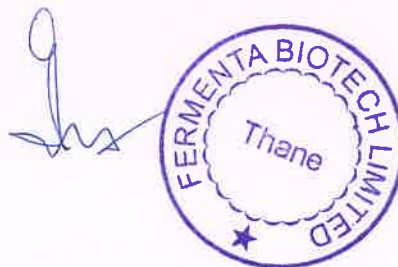


- 11.1.8 The difference between the Net Assets of Transferor Company 1 and the amount of share capital credited by the Transferee Company as per clause 11.1.7 above after adjusting the cancellation of book value of investments as stated in clause 11.1.6 would be transferred to capital reserve in the books of account of Transferee Company and such capital reserve shall be presented separately from other capital reserves.
- 11.1.9 In case of any difference in accounting policy between Transferor Company 1 and the Transferee Company, the accounting policies followed by the Transferee Company will prevail and the difference shall be quantified and adjusted in the Other Equity of the books of accounts of the Transferee Company.
- 11.1.10 In addition, the Transferee Company shall pass such accounting entries, as may be necessary, in connection with this Scheme to comply with any of the applicable Indian Accounting Standards and other generally accepted accounting principles in India.

## 11.2 Accounting Treatment on amalgamation of Transferor Company 2 with Transferee Company

- 11.2.1 With effect from the Appointed Date and upon the Scheme becoming effective, the Transferee Company shall account for amalgamation of Transferor Company 2 in its books of account as per "Pooling of Interest Method" prescribed under Appendix C of India Accounting Standard AS – 103 "Business Combinations" as prescribed under Section 133 of the Act read with the relevant rules issued thereunder and other generally accepted accounting principles in India.
- 11.2.2 All the assets and liabilities of Transferor Company 2 shall stand transferred to and vested in the Transferee Company pursuant to the Scheme and shall be recorded by Transferee Company at their carrying values as on the Appointed Date. The financial information in the financial statements of the Transferee Company, to be prepared after amalgamation, in respect of prior periods will be restated to include financial information of Transferor Company 2 as if the business combination has occurred from the beginning of the preceding period in the financial statements.
- 11.2.3 The identity of the reserves of Transferor Company 2 shall be preserved and the Transferee Company shall record the reserves of Transferor Company 2 in the same form, manner and at the same values as they appear in the financial statements of Transferor Company 2. As a result of preserving the identity, reserves which are available for distribution as dividend before the amalgamation would also be available for distribution as dividend after amalgamation.
- 11.2.4 The intercompany balances, investments and other balances if any, in the books of accounts of the Transferee Company and Transferor Company 2 shall stand discharged and come to an end and the same shall be eliminated by giving appropriate elimination effect in the books of account and records of the Transferee Company. The value of investments held by the Transferee Company in Transferor Company 2 shall stand cancelled pursuant to amalgamation.

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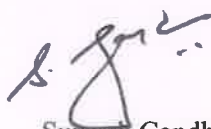


- 11.2.5 The difference, if any, between the Net Assets of Transferor Company 2 and the book value of investments in the Transferee Company cancelled would be transferred to capital reserve in the books of account of Transferee Company and such capital reserve shall be presented separately from other capital reserves.
- 11.2.6 In case of any difference in accounting policy between Transferor Company 2 and the Transferee Company, the accounting policies followed by the Transferee Company will prevail and the difference shall be quantified and adjusted in Other Equity of the books of accounts of the Transferee Company.
- 11.2.7 In addition, the Transferee Company shall pass such accounting entries, as may be necessary, in connection with this Scheme to comply with any of the applicable Indian Accounting Standards and other generally accepted accounting principles in India.

On behalf of the Board of Directors of Fermenta Biotech Limited



Prashant Nagre  
Managing Director



Sumesh Gandhi  
Chief Financial Officer

Thane, October 11, 2021

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