



KAPOOR JAIN & ASSOCIATES
Chartered Accountants

403, Pragati Deep, Laxmi Nagar District Centre, Delhi-110092 Tel.: 42448676, 77

Auditor Certificate for Non-Applicability of Para (I)(A)(9)(b) of Annexure I of SEBI
Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017

We, Kapoor Jain & Associates, Chartered Accountants, Statutory Auditors of **Golkonda Aluminium Extrusions Limited** (hereinafter referred to as “the Company”) have examined the Draft Scheme for Reduction of Share Capital of the Company in terms of Section 66, Section 55 and Section 52 of Companies Act, 2013.

On the basis of explanations and information given to us, we certify that the conditions prescribed in the **Para (I)(A)(9)(b) of Annexure I of SEBI Circular CFD/DIL3/CIR/2017/21** dated March 10, 2017 issued by SEBI is not applicable on account of the following reasons:

- i) No additional shares have been allotted to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the Company, or
- ii) The Scheme for Reduction of Share Capital the Company does not involves any other entity involving Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group.
- iii) The Company has not acquired, either directly or indirectly, the equity shares of the subsidiary from any of the shareholders of the subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the parent listed entity, and if that no subsidiary is being merged with the Company under the Scheme.
- iv) The Scheme for Reduction of Share Capital does not involve merger of an unlisted entity that results in reduction in the voting share of pre-scheme public shareholders of listed entity in the transferee / resulting company by more than 5% of the total capital of the merged entity;



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- v) The Scheme for Reduction of Share Capital does not involves transfer of whole or substantially the whole of the undertaking of the Company and where the consideration for such transfer is not in the form of listed equity shares;

Auditors Responsibility

We have conducted our examination in accordance with the 'Guidance Note on Audit Reports and certificates for special purposes' issued by Institute of Chartered Accounts of India. Our scope did not involve us performing any audit tests in the context of our examination. We have not performed an audit, the objective of which would be the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, we do not express such opinion.

Restriction on Use

This certificate is issued at the request of **Golkonda Aluminium Extrusions Limited** pursuant to the requirement of circular issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onwards submission to BSE Limited. This certificate should not be used for any other purpose without prior consent.

**For Kapoor Jain & Associates,
Chartered Accountants,
Firm Reg. No.: 015689N**



**Sunil Kapoor
(Partner)
Membership Number: 085666**

**Place: New Delhi
Date: 19th March, 2018**