



Report No.	286
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**Independent Practitioner's Report on the Accompanying statement certifying the accounting treatment contained in the Draft Scheme of amalgamation of Restile Ceramics Limited with Bell Granito Ceramica Limited under sections 230 to 232 read with other applicable provisions of the Companies Act, 2013 and rules framed thereunder.**

To  
**The Board of Directors**  
**Bell Granito Ceramica Limited**  
**("the Company")**

1. This Report is issued in accordance with the specific request made by the Company. The accompanying Statement certifying the accounting treatment contained in the Draft Scheme of amalgamation of Restile Ceramics Limited with Bell Granito Ceramica Limited under sections 230 to 232 read with other applicable provisions of the Companies Act, 2013 and rules framed thereunder ("accompanying statement") attached herewith contains the details as required by the company for enabling it to comply with the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and applicable Accounting Standards notified under Section 133 of the Companies Act, 2013, read with the rules made thereunder and Other Generally Accepted Accounting Principles..

#### **Management's Responsibility for the Statements**

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

#### **Practitioner's Responsibility for the Statements**

3. Our responsibility is only to examine and report whether the accounting treatment referred to in the Scheme referred to above comply 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. The Appointed Date for the purpose of this certificate is considered as April 1, 2020.;
4. We carried out our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes, 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 of this certificate. This Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI..



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. Further our examination did not extend to any other parts and aspects of a legal or proprietary nature in the aforesaid Scheme

#### Opinion

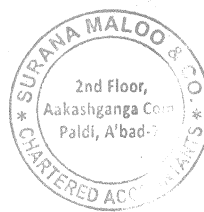
6. Based on our examination and according to the information and explanations given to us, we are of the opinion that the statement contained in annexure 1 comply with the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and accounting treatment contained in the scheme as reproduced in Annexure 2, is in compliance with Accounting Standards notified under Section 133 of the Companies Act, 2013, read with the rules made there under, and Other Generally Accepted Accounting Principles, as applicable.

#### Other Matters

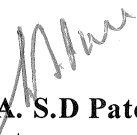
7. The certificate has been sought by the management of the Company for enabling to comply with the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. We make no representation regarding the questions of interpretations with respect to the SEBI requirements, definitions used by the management or regarding the sufficiency for the purposes of compliance with SEBI regulations. Further, we make no representations with respect to the projected data contained in any Annexure to this report.

#### Restriction on Use

8. The report is addressed and provided to the Board of Directors of the Company solely for the purpose of enabling it for onward submission to the Bombay Stock Exchange including the Hon'ble National Company Law Tribunal (NCLT)/Tribunal and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person or for the extracts of this certificates being used in isolation without conjunction to this report to whomsoever it issued or shown or into whose hands it may come without our prior consent in writing.



**For Surana Maloo and Co.**  
Chartered Accountants  
Firm Registration No.: 112171W

  
**CA. S.D Patel**  
Partner  
Membership No.: 037671  
UDIN: 19037671AAAAMM8858

**Date: 28/11/2019**  
**Place: Ahmedabad**



Report No.	Annexure 1 to Report No. 286
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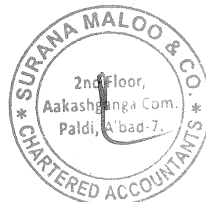
### CERTIFICATE

To,  
The Board of Directors,  
Bell Granito Ceramica Limited  
At & Post Village Gavasad taluka,  
Padra, Baroda – 391430, Gujarat.

We, **Surana Maloo & Co.**, Chartered Accountants, the statutory auditors of Bell Granito Ceramica Limited (“Company” or “BGCL” or “Transferee Company”), have examined the proposed accounting treatment specified in Clause 13 of the Scheme of Amalgamation and Arrangement (‘the Scheme’) involving the merger of the Restile Ceramics Limited (“Restile” or “the Transferor Company”) with Bell Granito Ceramica Limited under Section 230 to 232 read with Section 66 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, if any, with reference to its compliance with the applicable Accounting Standards notified by the Central Government in section 133 of the Companies Act, 2013 as amended from time to time along with the rules thereof, and Other Generally Accepted Accounting Principles.

The responsibility for preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards and other generally accepted accounting principles in India as aforesaid, is that of the Board of Directors of the Companies involved.

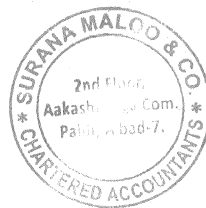
Our responsibility is only to examine and report whether the Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject 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 Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us and read together with the notes to this certificate, we confirm that the accounting treatment contained in Clause 14 of the aforesaid Scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 2013.

This Certificate is issued at the request of Bell Granito Ceramica Limited pursuant to the requirements of the Circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for onward submission to the Bombay Stock Exchange including the Hon'ble National Company Law Tribunal (NCLT)/Tribunal. This Certificate should not be used for any other purpose without our prior written consent.



**For Surana Maloo & Co.**

**Chartered Accountants**

Firm Registration No.: 112171W

*S. D. Patel*  
**CA S. D. Patel**

Partner

Membership Number:037671

UDIN: 19037671AAAAMM8858

Place: Ahmedabad

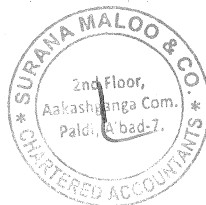
Date: 28/11/2019

Relevant extract of Draft Scheme of amalgamation of Restile Ceramics Limited with Bell Granito Ceramica Limited and their respective shareholders under sections 230 to 232 read with other applicable provisions of the Companies Act, 2013 and rules framed thereunder.

### 13. ACCOUNTING TREATMENT FOR AMALGAMATION

The Amalgamation of the Transferor Company with Transferee Company shall be accounted for as per the "pooling of interest method" of accounting as per Accounting Standard-14 issued by the Institute of Chartered Accountants of India subject to the following:

- 13.1 The Transferee Company shall, upon the Scheme coming into effect record the assets and liabilities, including reserves of Transferor Company vested in it pursuant to the Scheme, at their respective book values thereof as appearing in the books of the Transferor Company and in the same form with effect from the Appointed date.
- 13.2 The reserves of the Transferor Company at the close of the business of the day immediately preceding the respective Appointed date will be merged with those of the Transferee Company in the same form as they appear in the financial statements of the Transferor Company. Balances in the Profit & Loss account of the Transferor Company shall be similarly aggregated with the balances in Profit & Loss account of the Transferee Company. In other words, the identity of the reserves of the Transferor Company shall be preserved in the hand of the Transferee Company.



- 13.3 To the extent that there are inter-corporate loans or balances between the Transferor Company inter se and / or the Transferor Company and the Transferee Company, the obligations in respect thereof shall come to an end and corresponding effect shall be given in the books of account and records of the Transferee Company for reduction of any assets or liabilities, as the case may be. For the removal of doubts, it is hereby clarified that there would be no accrual of interest or other charges in respect of any such inter-company loans or balances with effect from the Appointed Date.
- 13.4 In case of any difference in accounting policy between the Transferor Company and Transferee Company, the impact of the same till the Appointed Date will be quantified and adjusted in the reserves to ensure that the financial statements of Transferee Company will reflect the financial position on the basis of consistent accounting policy.
- 13.5 The difference arising between the carrying value of the assets, liabilities and reserves pertaining to the Transferor Company recorded in terms of Clause 13.1 & 13.2 and the value of shares issued in terms of Clause 12.1 in the books of Transferee Company shall be in case of deficit debited to the General Reserve/Retained Earnings and in case of surplus credited to Capital Reserves of the Transferee Company.

