



# R. SUNDARARAJAN & ASSOCIATES

## CHARTERED ACCOUNTANTS

Annexure 11A

### CERTIFICATE

(In compliance with Section 230 and 232 of the Companies Act, 2013)

To,  
The Board of Directors,  
Restile Ceramics Limited  
204, Sakar Complex, Opp ABS Tower,  
Old Padra Road, Vadodara – 390015, Gujarat.

**Subject: Auditors' Certificate on the proposed accounting treatment specified in the Scheme of Amalgamation between Bell Granito Ceramica Limited and Restile Ceramics Limited and their respective shareholders and creditors ("Scheme")**

1. We, **R. SUNDARARAJAN & ASSOCIATES**, Chartered Accountants, the statutory auditors of Restile Ceramics Limited ("Company" or "RCL" or "Transferor Company"), have examined the proposed accounting treatment specified in Clause 13 of the Scheme of Amalgamation ('the Scheme') involving the merger of Restile Ceramics Limited ("RCL" or "Transferor Company") with Bell Granito Ceramica Limited ("BGCL" or "Transferee Company") under Section 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, if any, with reference to its compliance with the applicable Indian Accounting Standards notified by the Central Government in section 133 of the Companies Act, 2013 ("Act") as amended from time to time along with the rules thereof, and other generally accepted accounting principles. The relevant extract of Clause 13 of the Scheme is annexed hereto as Annexure 1.

#### Management's responsibility

2. The responsibility for preparation of the Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other generally accepted accounting principles in India as aforesaid, is that of the Board of Directors of the Companies involved.

#### Auditor's responsibility

3. Our responsibility is to examine and report whether the proposed accounting treatment in the books of the company as specified in Clause 13 of the Scheme complies with the applicable Accounting Standards and other generally accepted accounting principles prescribed under Section 133 of the Act. Nothing



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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.

4. 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 (ICAI). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.

### Opinion

5. 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 the aforesaid Scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder and all the applicable Indian Accounting Standards notified by the Central Government under the Companies Act, 2013.

### Restriction on use

6. This Certificate is issued at the request of Restile Ceramics 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 or any other regulatory authorities. This Certificate should not be used for any other purpose without our prior written consent.

**FOR, R. SUNDARARAJAN & ASSOCIATES,  
CHARTERED ACCOUNTANTS**

[Firm Registration No. 082823]

**S. KRISHNAN – Partner**

**Membership No: 26452**

**UDIN:23026452BGVSIG3151**

**Date: 21<sup>st</sup> February, 2023**

**Place: Chennai**







# R. SUNDARARAJAN & ASSOCIATES

## CHARTERED ACCOUNTANTS

### Annexure 1

**Relevant extract of the Scheme of Amalgamation between Bell Granito Ceramica Limited and Restile Ceramics Limited and their respective shareholders and creditors under Section 230 to 232 and other relevant provisions of the Companies Act, 2013**

#### 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 inter se between 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.

  




# R. SUNDARARAJAN & ASSOCIATES

## CHARTERED ACCOUNTANTS

- 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 accordance with the Scheme 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.

  




**CERTIFICATE**

*(In compliance with Section 230 and 232 of the Companies Act, 2013)*

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

**Independent Auditors' Certificate on the proposed accounting treatment specified in the draft Scheme of Amalgamation between Bell Granito Ceramica Limited and Restile Ceramics Limited and their respective shareholders and creditors ("the Scheme")**

1. We, **Dhirubhai Shah & Co LLP**, 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 ('the Scheme') between Bell Granito Ceramica Limited and Restile Ceramics Limited and their respective shareholders and creditors under Section 230 to 232 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 ("the Act") as amended from time to time along with the rules thereof, and other generally accepted accounting principles. The relevant extract of clause 13 of the Scheme is annexed hereto as Annexure 1.

**Management's Responsibility**

2. The responsibility for preparation of the draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other generally accepted accounting principles in India as aforesaid, is that of the Management/ Board of Directors of the Companies involved. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation of the Scheme and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances.



3. The Management is also responsible for ensuring that the Company complies with the requirements of the Act, SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015, as amended, and circulars issued thereunder, and the applicable accounting standards, in relation to the Scheme and for providing all relevant information to the National Company Law Tribunal, the Bombay Stock exchange ('the BSE')

#### Auditor's Responsibility

4. Our responsibility is to examine and report whether the proposed accounting treatment in the books of the Company as specified in Clause 13 of the Scheme complies with the applicable Accounting Standards and other generally accepted accounting principles prescribed under Section 133 of the Act. 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 Audit Reports and Certificates for Special Purposes (Revised 2016), issued by the Institute of Chartered Accountants of India (ICAI). The Guidance Note requires that we comply with the ethical requirement of the code of ethics issued by the ICAI.

#### Opinion

6. 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 the aforesaid Scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended, and circulars issued thereunder and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 2013.

#### Restriction on Use

7. 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, as amended, for onward submission to the Bombay Stock Exchange including the Hon'ble National Company Law Tribunal (NCLT)/Tribunal or any other regulatory authorities. This Certificate should not be used for any other purpose without our prior written consent.

For, Dhirubhai Shah & Co LLP  
Chartered Accountants  
Firm Registration No.: 102511W/W100298

*Samip K. Shah.*

Samip K Shah  
Partner  
Membership No.: 128531

ICAI UDIN: 2312853184RXTK7961



Date: 21/02/2023  
Place: Ahmedabad

## Annexure 1

**Relevant extract of the Draft Scheme of Amalgamation between Bell Granito Ceramica Limited and Restile Ceramics Limited and their respective shareholders and creditors under Section 230 to 232 and other relevant provisions of the Companies Act, 2013**

### **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 inter se between 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 accordance with the Scheme 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.

