DOOGAR & ASSOCIATES

Chartered Accountants

Statutory Auditor's Certificate on the proposed accounting treatment in the books of JSL Lifestyle Limited contained in the Composite Scheme of Arrangement

To,

The Board of Directors
JSL Lifestyle Limited
48th K.M. Stone, Delhi Rohtak Road,
Village Rohad Tehsil Bahadurgarh Jhajjar,
Haryana 124507

1. We, the statutory auditors of JSL LIFESTYLE LIMITED (hereinafter referred to as "**Company**" or "**Demerged Company**") have examined the proposed accounting treatment specified in the draft Composite Scheme of Arrangement (hereinafter referred to as "**Scheme**") amongst Jindal Stainless Limited ("**Amalgamated Company**"), Jindal Stainless (Hisar) Limited ("**Amalgamating Company No. 1**"), the Company / Demerged Company, JSL Media Limited ("**Amalgamating Company No. 3**"), Jindal Stainless Corporate Management Services Private Limited ("**Amalgamating Company No. 4**") and Jindal Lifestyle Limited ("**Resulting Company**") and their respective shareholders and creditors in terms of the provisions of Sections 230-232 read with Section 66 of the Companies Act, 2013 with reference to its compliance with 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

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. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation of the Scheme and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

3. A copy of Para 27 of Part C of the Scheme duly authenticated by the Company is attached as Annexure 1 to this Certificate.

4. A copy of Para 37 of Part D of the Scheme duly authenticated by the Company is attached as Annexure 2 to this Certificate.

DOOGAR & ASSOCIATES FRN: 000561N New Delhi Chartered Accountants

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Auditor's Responsibility

5. Our responsibility is to examine and report whether the proposed accounting treatment specified in 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.

6. 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. 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. A reasonable assurance engagement includes performing procedures to obtain sufficient appropriate audit evidence on the reporting criteria. Accordingly, we have performed procedures in the form of reading the Scheme and the proposed accounting treatment contained therein and obtained necessary information and explanations and appropriate representations from the Management. Our examination did not extend to any aspects of tax, legal or propriety nature of the Scheme and other Compliances thereof.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Performs Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. Based on our examination of Para 27 of the Part C of the Scheme and according to the information and explanations given to us, along with representations provided to us by the Management, in our opinion, the proposed accounting treatment specified in the Scheme (refer Annexure 1), attached herewith, is in compliance with the applicable accounting standards and other generally accepted accounting principles.

9. Based on our examination of Para 37 of the Part D of the Scheme (refer Annexure 2) and according to the information and explanations given to us, along with representations provided to us by the Management, in our opinion, the Company shall be amalgamated with Jindal Stainless Limited with effect from the relevant appointed date and shall stand dissolved without process of winding-up. Accordingly, we understand that no accounting treatment shall be required in the books of accounts of the Company pursuant to the Scheme becoming effective.

10. We hereby provide our consent for onward filing of this certificate with the National Company Law Tribunal and/or Central Government and/or any other concerned statutory or regulatory authority, if and as required.

LODHA? & ASSOCIATES FRN: 000561N New Delhi Chartered Accountants

Restriction on Use

11. This certificate is issued at the request of the Company pursuant to the requirements of Section 230 to section 232 of the Companies Act, 2013 for onward submission to the National Company Law Tribunal and other regulatory authorities in connection with the Scheme. This certificate should not be used for any other purposes without our prior 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 the certificate is shown or into whose hands it may come without our prior consent in writing.

For **Doogar & Associates**
Chartered Accountants
Firm Registration No: 000561N

Vardhman Doogar
Partner
Membership No: 517347
UDIN: **21517347AAAAGK2915**

Date: March 11, 2021
Place: New Delhi

Annexure I: Extract of the Accounting Treatment provided in the Composite Scheme of Arrangement

Part C, Para 27

27. ACCOUNTING TREATMENT IN THE BOOKS OF THE DEMERGED COMPANY

27.1 Upon Part C the Scheme becoming effective, with effect from the Appointed Date, Demerged Company shall account for the Scheme in its books of accounts in accordance with applicable Indian Accounting Standards and generally accepted accounting principles in India prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as may be amended from time to time. Accordingly, Demerged Company shall provide the following accounting treatment in its books of accounts:

(i) The Demerged Company shall reduce from its books of accounts, the carrying amount of all assets and liabilities pertaining to the Demerged Undertaking, being transferred to the Resulting Company;

(ii) The difference between the book values of assets and the book value of liabilities of the Demerged Undertaking shall be adjusted against general reserves of Demerged Company;

(iii) For any matter not specifically addressed above, the Board of Directors of Demerged Company is authorized to account for the balances in the manner, as may be deemed fit, in accordance with the prescribed Accounting Standards issued by the Central Government as may be amended from time to time and the Generally Accepted Accounting Principles in India.

JSL Lifestyle Limited

Annexure II: Extract of the Accounting Treatment provided in the Composite Scheme of Arrangement

ACCOUNTING TREATMEN

Part D, Para 37

37. Accounting treatment

Upon Part D of the Scheme becoming effective, with effect from the Appointed Date, the Amalgamated Company shall account for the amalgamation in its books of accounts, as per 'Acquisition Method' in accordance with accounting principles as laid down in Ind AS-103 notified under Section 133 of the Act and under the Companies (Indian Accounting Standards) Rules, 2015, as may be amended from time to time, such that:

I. In line with the recognition principles provided under Indian Accounting Standard 103 on Business Combinations, the Amalgamated Company shall recognise all assets and liabilities of the Amalgamating Company No. 2 transferred to and vested in the Amalgamated Company pursuant to this Scheme at their respective fair values as on the Appointed Date. Such assets may also include acquired identifiable intangible assets, whether previously recorded in the books of accounts of the Amalgamating Company No. 2 or not. Upon the Part D of the Scheme coming into effect, the above recognition shall result in the Amalgamated Company recording all the assets and liabilities of the Amalgamating Company No. 2 transferred to and vested in it 54 pursuant to Part D of this Scheme.

II. The Amalgamated Company shall record issuance of the new equity shares at fair value and accordingly credit to its share capital account the aggregate face value of the new equity shares issued by the Amalgamated Company. The excess of the fair value of the new equity shares over the face value of new equity shares issued by the Amalgamated Company in accordance with Clause 34 shall be credited to the securities premium account.

III. Investment held by Amalgamating Company no. 1 in the Amalgamating Company No. 2 shall be cancelled.

IV. Inter-company balances between the Amalgamated Company and the Amalgamating Company No. 2, if any, shall stand cancelled and there shall be no further obligation in that behalf.

V. Excess, if any, of fair value of new equity shares issued and cancellation of investments as per sub-Clause (ii) and (iii) respectively above the fair value of net assets taken over as per sub-Clause (i) above, after giving the effect to sub-Clause (iv) above, shall be recorded as goodwill. In case of deficit, it shall be credited to capital reserve account

JSL Lifestyle Limited