

The Board of Directors of  
**TPL Plastech Limited**  
102, 1<sup>st</sup> Floor, Centre Point,  
Somnath Daman, Road,  
Somnath, Dabhel,  
Nani Daman, UT - Daman - 396210

**Independent Auditor's Certificate certifying the accounting treatment contained in the draft Scheme of Amalgamation between Ecotech Green Lifecycle Limited (EGLL or Transferor Company) with TPL Plastech Limited (TPL or Transferee Company).**

1. This certificate is issued in accordance with the terms of our engagement letter dated 30<sup>th</sup> January, 2020.
2. We, M/s. Raman S Shah & Associates, Chartered Accountants, (Firm Registration No.: 119891W), the Statutory Auditors of TPL Plastech Limited ("TPL or Transferee Company"), have examined the proposed accounting treatment specified in Clause 5.1 of the draft Scheme of Amalgamation of Ecotech Green Lifecycle Limited (EGLL or Transferor Company) with TPL Plastech Limited (TPL or Transferee Company) (hereinafter referred as 'the Proposed Scheme') in terms of the provisions of Sections 230 to 232 of the Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards as per the Companies (Indian Accounting Standards) Rules, 2015 specified under Section 133 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 and other generally accepted accounting principles.

#### **Management's responsibility**

3. 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 Company. 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 5.1 of the Proposed Scheme referred to above comply with the applicable Accounting Standards as per the Companies (Indian Accounting Standards) Rules, 2015 specified under Section 133 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, 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.
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 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 5.1 of the Proposed Scheme, is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder, the Accounting Standards as per the Companies (Indian Accounting Standards) Rules, 2015 specified under Section 133 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 and other generally accepted accounting principles, as applicable.

Raman S Shah B.Com., F.C.A.  
Santosh A Sankhe B.Com., F.C.A.  
Bharat C Bhandari B.Com., F.C.A.

**RAMAN S SHAH & ASSOCIATES**  
CHARTERED ACCOUNTANTS

**Restriction on use**

8. 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 and National Stock Exchange of India Limited (NSE) and pursuant to the requirements of Sections 230 to 232 of the Companies Act, 2013 for onward submission to the National Company Law Tribunal as constituted under the provisions of the Companies Act, 2013. 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 Raman S Shah & Associates  
Chartered Accountants  
ICAI Firm Registration No: 119891W

Raman S Shah

Partner

Membership No.: 33272

Place: Mumbai

Date: 11<sup>th</sup> February, 2020

