



S K AGRAWAL AND CO CHARTERED

ACCOUNTANTS LLP

(FORMERLY S K AGRAWAL AND CO)

CHARTERED ACCOUNTANTS

LLPIN – AAV-2926

FRN- 306033E/E300272

SUITE NOS : 606-608

THE CHAMBERS, OPP. GITANJALI STADIUM

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KOLKATA - 700 107

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To,
The Board of Directors
Manaksia Limited
Turner Morrison Building,
6 Lyons Range, Mezzanine Floor,
North-West Corner,
Kolkata - 700001

Independent Auditor's certificate on accounting treatment in the Scheme of Arrangement

1. We, S K AGRAWAL AND COMPANY CHARTERED ACCOUNTANTS LLP, are the statutory auditors of Manaksia Limited (the "**Company**" or "**Demerged Company**") and have been requested by the management of the Demerged Company to examine the proposed accounting treatment given in clauses 10.1 of the proposed scheme of arrangement between the Demerged Company and Manaksia Ferro Industries Limited (the "**Resulting Company**") and their respective shareholders (hereinafter referred to as the "**Scheme**") with reference to its compliance with the applicable Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standard) Rules, 2015, Companies (Indian Accounting Standards) (Amendment) Rules, 2016.
2. This Certificate is issued pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onwards submission to the BSE Limited ("**BSE**"), National Stock Exchange of India Limited ("**NSE**"), Securities and Exchange Board of India ("**SEBI**"), National Company Law Tribunal ("**NCLT**") and other regulatory authorities in connection with the said Scheme.

Management's responsibility

3. The responsibility for the preparation of the draft 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.

Auditor's Responsibility

4. It is our responsibility to examine and report whether the draft Scheme complies with the applicable Accounting Standard 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 conducted our examination in accordance with the Guidance Note on Audit Report and Certificates for Special Purposes 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.
6. We have complied with the relevant applicable requirement 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.

Opinion

7. Based on our examination and the information and explanations given to us and as per management representations received by us, we confirm that the accounting treatment contained in the aforesaid draft Scheme as referred to in clause 10.1 (and as attached herewith for identification purposes) is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder and all the applicable Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and Other Generally Accepted Accounting Principles.

Restriction on Use

8. The certificate is addressed to and provided to the Board of Directors of the Demerged Company solely for the purpose of submission to BSE, NSE, SEBI, NCLT and other regulatory authorities in connection with the Scheme and should not be used for any other person or purpose or distributed to anyone or referred to in any document without our prior written consent. Accordingly, we do not accept or assume and liability or any duty for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come.

For, **S K AGRAWAL AND CO**
CHARTERED ACCOUNTANTS LLP
(Chartered Accountants)
Firm Registration No. 306033E/E300272



Hemant Kumar Lakhotia
Partner
Membership no. 068851

UDIN: 25068851BMIDPJ4725

Place: Kolkata
Date: March 26, 2025



ANNEXURE: EXTRACT OF ACCOUNTING TREATMENT FROM DRAFT SCHEME OF ARRANGEMENT BETWEEN MANAKSIA LIMITED ("DEMERGED COMPANY") AND MANAKSIA FERRO INDUSTRIES LIMITED ("RESULTING COMPANY") AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS PURSUANT TO SECTION 230-232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013.

IN THE BOOKS OF THE DEMERGED COMPANY

Notwithstanding anything else contained in the proposed Scheme, upon the Scheme being effective, the Demerged Company shall account for the Scheme in its books of accounts as per Clause 10.1 of the proposed Scheme and in accordance with Ind AS and generally accepted accounting principles in India.

Clause 10.1.1

The Demerged Company shall, upon the Scheme becoming effective, reduce the carrying values of the assets and book value of liabilities of the Demerged Undertaking vested in the Resulting Company pursuant to this Scheme at their respective book values as on the Effective Date.

Clause 10.1.2

Inter-company balances and transactions between the Resulting Company and the Demerged Undertaking of the Demerged Company, if any, including inter-company investments shall stand cancelled; and

Clause 10.1.3

The difference, being the excess of the carrying value of assets over the book value of the liabilities pertaining to the Demerged Undertaking and demerged from the Demerged Company pursuant to this Scheme after giving effect to Clause 10.1.2 shall be recognized in 'Other Equity' and will be adjusted to the balance in Retained Earnings of the Demerged Company.





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To,
The Board of Directors
Manaksia Ferro Industries Limited
Turner Morrison Building,
6 Lyons Range, Mezzanine Floor,
North-West Corner,
Kolkata - 700001

**Independent Auditor's certificate on accounting treatment in the Scheme of
Arrangement**

1. We, S K AGRAWAL AND COMPANY CHARTERED ACCOUNTANTS LLP, are the statutory auditors of Manaksia Ferro Industries Limited (the "Company" or "Resulting Company") and have been requested by the management of the Resulting Company to examine the proposed accounting treatment given in clauses 10.2 and 11 of the proposed scheme of arrangement between the Resulting Company and Manaksia Limited (the "Demerged Company") and their respective shareholders (hereinafter referred to as the "Scheme") with reference to its compliance with the applicable Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standard) Rules, 2015, Companies (Indian Accounting Standards) (Amendment) Rules, 2016.
2. This Certificate is issued pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onwards submission to the BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE"), Securities and Exchange Board of India ("SEBI"), National Company Law Tribunal ("NCLT") and other regulatory authorities in connection with the said Scheme.

Management's responsibility

3. The responsibility for the preparation of the draft 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.

Auditor's Responsibility

4. It is our responsibility to examine and report whether the draft Scheme complies with the applicable Accounting Standard 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 conducted our examination in accordance with the Guidance Note on Audit Report and Certificates for Special Purposes 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.
6. We have complied with the relevant applicable requirement 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.

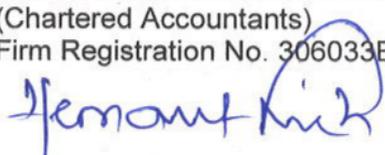
Opinion

7. Based on our examination and the information and explanations given to us and as per management representations received by us, we confirm that the accounting treatment contained in the aforesaid draft Scheme as referred to in clauses 10.2 and 11 (and as attached herewith for identification purposes) is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder and all the applicable Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and Other Generally Accepted Accounting Principles.

Restriction on Use

8. The certificate is addressed to and provided to the Board of Directors of the Resulting Company solely for the purpose of submission to BSE, NSE, SEBI, NCLT and other regulatory authorities in connection with the Scheme and should not be used for any other person or purpose or distributed to anyone or referred to in any document without our prior written consent. Accordingly, we do not accept or assume and liability or any duty for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come.

For, **S K AGRAWAL AND CO**
CHARTERED ACCOUNTANTS LLP
(Chartered Accountants)
Firm Registration No. 306033E/E300272


Hemant Kumar Lakhotia
Partner
Membership no. 068851



UDIN: 25068851BMIDPK1230

Place: Kolkata
Date: March 26, 2025

ANNEXURE: EXTRACT OF ACCOUNTING TREATMENT FROM DRAFT SCHEME OF ARRANGEMENT BETWEEN MANAKSIA LIMITED ("DEMERGED COMPANY") AND MANAKSIA FERRO INDUSTRIES LIMITED ("RESULTING COMPANY") AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS PURSUANT TO SECTION 230-232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013.

IN THE BOOKS OF THE RESULTING COMPANY

Notwithstanding anything else contained in the proposed Scheme, upon the Scheme being effective, the Demerged Company shall account for the Scheme in its books of accounts as per Clause 10.2 and Clause 11 of the proposed Scheme and in accordance with Ind AS and generally accepted accounting principles in India.

Clause 10.2.1

The Resulting Company shall record the assets and liabilities pertaining to the Demerged Undertaking, transferred to and vested in it, pursuant to this Scheme at their respective carrying values and book value as appearing in the books of the Demerged Company;

Clause 10.2.2

Inter-company balances between the Demerged Company and the Resulting Company shall stand cancelled;

Clause 10.2.3

The Resulting Company shall credit to its share capital in its books of account, the aggregate face value of the equity shares issued by it to the members of the Demerged Company pursuant to Clause 9.1 of this Scheme;

Clause 10.2.4

The difference, being the Net Assets transferred from the Demerged Company pursuant to Clause 10.2.1 as reduced by the share capital issued pursuant to Clause 10.2.3, netted by the existing share capital cancelled in terms of Clause 11.1 below shall be adjusted to the balance in Retained Earnings of the Resulting Company;

Clause 10.2.5

For the purpose of the Clause 10, "Net Assets" would mean difference between the carrying value of assets and book value of liabilities pertaining to the Demerged Undertaking, transferred to and vested in it pursuant to this Scheme.



Clause 11: REDUCTION AND CANCELLATION OF CERTAIN EQUITY SHARES OF THE RESULTING COMPANY

Clause 11.1

Simultaneously with the issuance and allotment of the equity shares by the Resulting Company in accordance with the Clause 9 of PART II, the initial issued and paid-up equity share capital of the Resulting Company as held by the Demerged Company and its nominees (hereinafter referred to as "Resulting Company Cancelled Shares") shall be cancelled. The share certificates held by the Demerged Company and its nominees representing the equity shares in the Resulting Company shall be deemed to be cancelled, extinguished and annulled and the paid up equity capital of the Resulting Company to that effect shall stand cancelled and reduced, which shall be regarded as reduction of equity share capital of the Resulting Company, pursuant to Section 66 of the Act as also any other applicable provisions of the Act.

Clause 11.2

The aforesaid reduction of the equity share capital of the Resulting Company shall be effected as an integral part of this Scheme itself, without having to follow the process under Section 66 of the Act separately and the order of the Tribunal sanctioning this Scheme shall be deemed to be an order under Section 66 of the Act confirming the reduction.

Clause 11.3

On effecting the reduction of the equity share capital as stated in Clause 11.1 above, the share certificates in respect of the Resulting Company Cancelled Shares held by their respective holders shall also be deemed to have been cancelled.

Clause 11.4

On the Effective Date, the Resulting Company shall debit its equity share capital account in its books of account with the aggregate face value of the Resulting Company Cancelled Shares.

Clause 11.5

The capital reserve in the books of the Resulting Company shall be increased to the extent of the amount of the Resulting Company Cancelled Shares.



Date: March 26, 2025

To,

The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001

To,

Manager - Listing Compliance
National Stock Exchange of India Limited,
'Exchange Plaza'. C-1, Block G, Bandra
Kurla Complex,
Bandra (E), Mumbai - 400 051

Scrip code: BSE: 532932 / NSE: MANAKSIA

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the proposed Scheme of Arrangement between Manaksia Limited ("ML" or the "Demerged Company" or the "Company") and Manaksia Ferro Industries Limited ("MFIL" or the "Resulting Company") and their respective shareholders (hereinafter referred to as the "Scheme") under Section 230 - 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 and relevant rules made thereunder.

Dear Sir/ Madam,

Attached is the Statutory Auditor's Certificate confirming the compliance of the **accounting treatment** etc. as specified in Para (A)(5) of Part I of SEBI Master Circular, as per the format given in **Annexure III of said SEBI Master Circular**.

For **Manaksia Limited**

Anatha Bandhaba Chakrabartty
Company Secretary and Compliance Officer
M.No. F7184

Date: March 26, 2025

Place: Kolkata