

**JAIN & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**

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**Statutory Auditor's certificate on the proposed accounting treatment included in the draft scheme of Demerger pursuant to SEBI Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ('Master Circular'), Sections 230 to 232 of the Companies Act, 2013 ('the Act') and Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ('the Rules).**

To,  
The Board of Directors,  
**Piccadily Agro Industries Limited.**  
Village Bhadson, Umri Indri Road,  
Karnal (Haryana).

1. This certificate is issued in accordance with the terms of our engagement letter dated December 30, 2025 with Piccadily Agro Industries Limited ("**Company**" / "**Demerged Company**" / "**PAIL**").
2. We, the statutory auditors of Piccadily Agro Industries Limited (hereinafter referred to as "**Company**" / "**Demerged Company**" / "**PAIL**"), have examined the proposed accounting treatment specified in clause 12 of Part- II of the Draft Scheme of Arrangement for Demerger of Sugar Business Division ("**Demerged Undertaking**") (as defined in the Scheme) of the Company into Piccadily Food & Essentials Limited ("**Resulting Company**") ("**Scheme**" / "**Scheme of Arrangement**") in terms of the provisions of sections 230 -232 of the Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 2013 and Other Generally Accepted Accounting Principles.
3. For ease of reference, the extract of clause 12 of Part II of the Draft Scheme, as duly authenticated on behalf of PAIL, is reproduced in **Annexure A** and has been initialed and stamped by us for identification purpose only.

**Management's Responsibility**

4. 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.

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

The Management is also responsible for ensuring that the Company complies with the requirements of the Act, and the applicable accounting standards, in relation to the Scheme and for providing all relevant information to the National Company Law Tribunal ('NCLT').



## Auditors Responsibility

5. Our responsibility is only to examine and report whether the Draft 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 and Certificates for Special Purposes (Revised 2016) ('the Guidance Note'), issued by the Institute of Chartered Accountants of India.
7. 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 issued by ICAI.

## Conclusion

8. Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in 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.

## Restriction on Use

9. 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 and Companies Act, 2013 for onward submission to BSE Limited, National Stock Exchange of India Limited, Securities and Exchange Board of India, Hon'ble National Company Law Tribunal and/or any other regulatory authorities in connection with the draft Scheme. This Certificate should not be used for any other purpose without our prior written consent. Our examination relates to the matters specified in this certificate and does not extend to the Company as a whole. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come. We have no responsibility to update this certificate for events and circumstances occurring after the date of this certificate.

For **Jain & Associates**  
Chartered Accountants  
Firm Registration No. 01361N



Place : Gurugram  
Dated : April 28, 2026  
UDIN : 26513236IFPAGV4029

Krishan Mangawa  
Partner  
Membership No. 513236

## Annexure A (Part II of Draft Scheme)

### 12. ACCOUNTING TREATMENT

Any matter not dealt with in this Clause hereinbelow shall be dealt with in accordance with the applicable accounting standards prescribed under the Act.

#### 12.1 ACCOUNTING TREATMENT IN THE BOOKS OF DEMERGED COMPANY

- (i) Notwithstanding anything to the contrary contained herein, the Demerged Company shall give effect to the demerger of the Demerged Business and Undertaking in accordance with the accounting principles prescribed under the Companies (Indian Accounting Standards) Rules, 2015, as notified under Section 133 of the Act ("Ind AS"), as amended and on the date as determined under Ind AS
- (ii) The assets and liabilities of the Demerged Company pertaining to the Demerged Business and Undertaking being transferred to the Resulting Company shall be at values appearing in the books of accounts of the Demerged Company on the close of business of the day immediately before the Appointed Date.
- (iii) The excess of the value of assets over the value of liabilities which have been transferred pursuant to the Scheme shall be appropriated against the general reserve account and where there remains any outstanding balance, after appropriation from the general reserve account, will be further adjusted against the Profit and Loss Account of the Demerged Company or the treatment will be given as per the applicable law in force on the Effective date of the Scheme.
- (iv) The excess of the value of liabilities over the value of assets which have been transferred pursuant to the Scheme shall be credited to general reserve or any other reserve as per the law in force on the Effective date of the Scheme

#### 12.2 ACCOUNTING TREATMENT IN THE BOOKS OF RESULTING COMPANY

- (i) Notwithstanding anything to the contrary contained in any other clause in the Scheme, Resulting Company shall give effect to the Scheme in the books of account in accordance with the "Pooling of Interest" method as laid down in Appendix C of Indian Accounting Standards Ind AS") 103 - Business Combinations, prescribed under Section 133 of the Act and the Companies (Indian Accounting Standard) Rules, 2015 ( as amended) and the generally accepted accounting principles in India.
- (ii) Upon coming into effect of the Scheme and upon the arrangement becoming operative, the Resulting Company shall record the assets and liabilities comprised in the Demerged Business and Undertaking transferred to and vested in it pursuant to this Scheme, at the same value appearing in the books of Demerged Company on the close of business of the day immediately before the Appointed Date
- (iii) The Resulting Company shall credit its share capital account in its books of account with the aggregate face value of the new equity shares issued to the shareholders of Demerged Company pursuant to the Scheme
- (iv) The difference being excess or deficit, if any, of assets over liabilities recorded by the Resulting Company over the amount credited as share capital, as specified above, shall be recorded as an adjustment to Capital Reserve Account or such other reserve as applicable and not routed through the statement of Profit and Loss.
- (v) The financial statements of the Resulting Company shall be restated in accordance with the requirements of Appendix C of Ind AS 10.



Certificate on the proposed accounting treatment included in the draft scheme of Demerger pursuant to SEBI Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ('Master Circular'), Sections 230 to 232 of the Companies Act, 2013 ('the Act') and Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ('the Rules).

To,

The Board of Directors,  
**Piccadily Food & Essentials Limited**  
No. 101, First Floor, JMD Pacific Square,  
Sector 15, Part 2, Gurgaon, Haryana – 122002

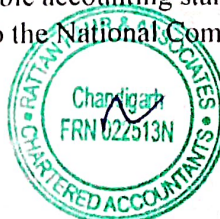
1. This certificate is issued in accordance with the terms of our engagement letter dated December 30, 2025 with Piccadily Food & Essentials Limited ("Company" / "Resulting Company" / "PFEL").
2. We, Rattan Kaur & Associates, the statutory auditors of Piccadily Food & Essentials Limited, have examined the proposed accounting treatment specified in clause 12 of Part- II of the draft Scheme of Arrangement for Demerger of Sugar Business Division ("**Demerged Undertaking**") (as defined in the Scheme) of the Company into Piccadily Food & Essentials Limited ("**Resulting Company**" or "**PFEL**") ("**Scheme**" / "**Scheme of Arrangement**") in terms of the provisions of sections 230 -232 of the Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 2013 and Other Generally Accepted Accounting Principles.
3. For ease of reference, the extract of clause 12 of Part II of the Draft Scheme, as duly authenticated on behalf of PFEL, is reproduced in **Annexure A** and has been initialled and stamped by us for identification purpose only.

#### **Management's Responsibility**

4. 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.

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

The Management is also responsible for ensuring that the Company complies with the requirements of the Act, and the applicable accounting standards, in relation to the Scheme and for providing all relevant information to the National Company Law Tribunal ("**NCLT**").



## Auditors Responsibility

5. Our responsibility is only to examine and report whether the Draft 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 independent chartered accountants of any financial statements of the Company.
6. We carried out our examination in accordance with the Guidance Note on Reports and Certificates for Special Purposes (Revised 2016) ('the Guidance Note'), issued by the Institute of Chartered Accountants of India.
7. 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 issued by ICAI.

## Conclusion

8. Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in 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.

## Restriction on Use

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For Rattan Kaur & Associates  
Chartered Accountants  
Firm Registration No. 022513N



Rattan Kaur  
Partner  
Membership No. 513530  
UDIN: 26513530HGYTXH2356

Date: April 28, 2026  
Place: Chandigarh

## Annexure A (Part II of Draft Scheme)

### 12. ACCOUNTING TREATMENT

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#### 12.1 ACCOUNTING TREATMENT IN THE BOOKS OF DEMERGED COMPANY

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- (ii) The assets and liabilities of the Demerged Company pertaining to the Demerged Business and Undertaking being transferred to the Resulting Company shall be at values appearing in the books of accounts of the Demerged Company on the close of business of the day immediately before the Appointed Date.
- (iii) The excess of the value of assets over the value of liabilities which have been transferred pursuant to the Scheme shall be appropriated against the general reserve account and where there remains any outstanding balance, after appropriation from the general reserve account, will be further adjusted against the Profit and Loss Account of the Demerged Company or the treatment will be given as per the applicable law in force on the Effective date of the Scheme.
- (iv) The excess of the value of liabilities over the value of assets which have been transferred pursuant to the Scheme shall be credited to general reserve or any other reserve as per the law in force on the Effective date of the Scheme

#### 12.2 ACCOUNTING TREATMENT IN THE BOOKS OF RESULTING COMPANY

- (i) Notwithstanding anything to the contrary contained in any other clause in the Scheme, Resulting Company shall give effect to the Scheme in the books of account in accordance with the "Pooling of Interest" method as laid down in Appendix C of Indian Accounting Standards Ind AS") 103 - Business Combinations, prescribed under Section 133 of the Act and the Companies (Indian Accounting Standard) Rules, 2015 ( as amended) and the generally accepted accounting principles in India.
- (ii) Upon coming into effect of the Scheme and upon the arrangement becoming operative, the Resulting Company shall record the assets and liabilities comprised in the Demerged Business and Undertaking transferred to and vested in it pursuant to this Scheme, at the same value appearing in the books of Demerged Company on the close of business of the day immediately before the Appointed Date
- (iii) The Resulting Company shall credit its share capital account in its books of account with the aggregate face value of the new equity shares issued to the shareholders of Demerged Company pursuant to the Scheme
- (iv) The difference being excess or deficit, if any, of assets over liabilities recorded by the Resulting Company over the amount credited as share capital, as specified above, shall be recorded as an adjustment to Capital Reserve Account or such other reserve as applicable and not routed through the statement of Profit and Loss.
- (v) The financial statements of the Resulting Company shall be restated in accordance with the requirements of Appendix C of Ind AS 10.

