

To,
The Board of Directors,
Trehara Solutions Limited,
Unit No. 601, Sigma IT Park,
Plot No. R-203, R-204,
T.T.C Industrial Estate, Rabale Navi Mumbai,
Thane, Mumbai 400701, India.

Independent Auditor's Certificate on the Accounting Treatment Proposed in the Scheme of Amalgamation of LP Logistics Plus Chemicals SCM Pvt. Ltd. (The "Transferor Company") and Trehara Solutions Limited (The "Transferee Company") and their Respective Shareholders and Creditors.

1. This certificate is issued in accordance with the terms of our engagement letter dated 16th March, 2024.
2. I, Bansi V Khandelwal, Chartered Accountants have been requested by the Management of Trehara Solutions Limited ("the Company") to, provide a certificate that the accounting treatment proposed in CLAUSE 16 of draft Scheme of Amalgamation of LP Logistics Plus Chemicals SCM Pvt. Ltd. (The "Transferor Company") and Trehara Solutions Limited (The "Transferee Company") and their Respective Shareholders and Creditors with the Company as reproduced in Annexure duly initialled by us for the purpose of identification, is in conformity with applicable Indian Accounting Standards specified under section 133 of the Act, read with the relevant Rules, as amended thereafter and other generally accepted accounting principles in India. This certificate is required to enable the Company to submit to National Stock Exchange of India Limited and the BSE Limited in order to obtain No objection certificate from both the stock exchanges.

Management's Responsibility

3. The Management of the Company is responsible for ensuring that the proposed accounting treatment as stated in Annexure is in conformity with the applicable Indian Accounting Standards under section 133 of the Act, read with the relevant Rules as amended thereafter and other generally accepted accounting principles in India. This responsibility includes design, implementation and maintenance of Internal control relevant for the purpose of ensuring that the proposed scheme of amalgamation is in conformity with applicable Indian Accounting Standards specified under section 133 of the Act, read with the relevant Rules, as amended thereafter and other generally accepted accounting principles in India.
4. The Management is also responsible for ensuring that the Company complies with the requirements of the provisions of Section 230 to 232 of the Act.

Auditors Responsibility

5. Our responsibility is only to examine and report whether the proposed accounting treatment in the books of the Transferee Company referred to in CLAUSE 16 of the draft Scheme referred to above comply with the applicable Accounting Standards notified under Section 133 of the Companies Act, 2013, as applicable, read with the rules made there under, and Other Generally Accepted Accounting Principles in India, as applicable and did not include examination of



compliance with other relevant provisions of the Companies Act, 2013 and applicable laws and regulations. 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 I may have in our capacity of the statutory auditors of any financial statements of the Company. Further, our examination did not extend to any other parts and aspects of a legal or proprietary nature in the aforesaid draft Scheme.

6. I conducted my examination of the Statement in accordance with the Guidance Note on reports or certificates for special purposes issued by Institute of Chartered Accountants of India (ICAI). The Guidance Note requires that I comply with the ethical requirements of the code of ethics issued by the Institute of Chartered Accountants of India (ICAI).
7. I have complied with 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 Service Engagements.

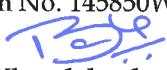
Opinion

8. The draft Scheme has been approved by the Board of Directors of the Company in its meeting held on March 26, 2024. The appointed date for the purpose of this draft scheme is April 1, 2024 or such other date as may be mutually agreed by the Board of Directors of the Companies and conveyed in writing to the National Company Law Tribunal in writing. The said appointed date mentioned in the draft scheme may precede the acquisition date as per Ind AS 103.
9. Based on our examination and according to the information and explanations given to us and considering the appointed date as referred to in paragraph 8 above, I confirm that the proposed accounting treatment contained in CLAUSE 16 of the draft Scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with circulars issued thereunder and all the applicable Indian Accounting Standards notified under the Companies Act, 2013 and other generally accepted accounting principles in India, as applicable.

Restrictions on use

10. This certificate is addressed to and provided to the Board of Directors solely for the above-mentioned purpose to enable the Company to file the certificate along with the draft Scheme of Amalgamation with the relevant statutory authorities and should not be used by any other person or for any other purpose. Accordingly, I 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 Bansi Khandelwal & Co.
Chartered Accountants
Firm Regn No. 145850W


Bansi V Khandelwal
(Proprietor)
Membership No. 138205
UDIN: 24138205BKBKBU5766



Place: Navi Mumbai
Date: 26th March, 2024

ANNEXURE

Proposed Accounting treatment as provided in the proposed Scheme of Amalgamation of LP Logistics Plus Chemicals SCM Pvt. Ltd. (The "Transferor Company") and Trejhara Solutions Limited (The "Transferee Company") and their Respective Shareholders and Creditors.

16. ACCOUNTING TREATMENT

16.1 Upon coming into effect of this Scheme and with effect from the Appointed Date, for the purpose of accounting for and dealing with the value of the assets and liabilities in the books of the Transferee Company, all assets and liabilities recorded in the books of the Transferor Company and transferred to and vested in the Transferee Company pursuant to this Scheme shall be recorded by the Transferee Company at their carrying value as appearing in the books of the Transferor Company;

16.2 The identity of statutory reserves of the Transferor Companies, if any, shall be preserved and they shall appear in the financial statements of the Transferee Company in the same form and manner in which they appeared in the financial statements of the Transferor Company prior to this Scheme becoming effective;

16.3 The balance in the Profit & Loss Account and the Free Reserves Account of the Transferor Company shall be carried as the balances in the accounts of the Transferee Company;

16.4 In case of any difference in accounting policy between the Transferor Company and the Transferee Company, the impact of the same till the Appointed Date will be quantified and adjusted in accordance with Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors, in the books of the Transferee Company to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of consistent accounting policy;

16.5 Pursuant to amalgamation, the inter-company transactions and balances between the Transferor Company and the Transferee Company shall stand cancelled and there shall be no further obligation in that behalf;

16.6 The difference, if any arising from the Consideration and the "Net Book Value" of the assets of the Transferor Company, shall be treated as goodwill or capital reserve as the case may be, in the books of the Transferee Company, and dealt with in accordance with Ind AS 103 Business Combinations;

16.7 Subject to provisions of this Scheme, the Transferee Company shall abide by Ind AS 103 Business Combinations;

16.8 In addition, the Transferee Company shall pass such accounting entries, as may be necessary, in connection with the Scheme, to comply with any of the applicable Ind AS and generally accepted accounting principles adopted in India. For regulatory and tax purpose, amalgamation would have been deemed to be effective from the Appointed Date of this Scheme.

