

Suresh Surana & Associates LLP

Chartered Accountants
308-309, A wing,
Technopolis Knowledge Park,
Mahakali Caves Road,
Andheri (East), Mumbai- 400 093.

Bagaria & Co LLP

Chartered Accountants
701, Stanford Building,
S V Road, Andheri West,
Mumbai – 400 058

To,
The Board of Directors,
Piramal Enterprises Limited,
Piramal Ananta, Agastya Corporate Park,
Ground Floor, Opposite Fire Brigade,
Kamani Junction, LBS Marg, Kurla (West),
Mumbai – 400070

Independent auditor's certificate on non-applicability of conditions prescribed in Part I (A)(10)(b), pursuant to the requirement under Part I (A)(10)(c) of SEBI Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20 June 2023 ("SEBI Master Circular")

1. This certificate is issued in accordance with the terms of our engagement letter dated 31 July 2023.
2. We, the Joint Statutory Auditors of the Piramal Enterprises Limited, have examined accompanying statement on "Undertaking in relation to non-applicability of conditions prescribed in Part I (A)(10)(b)" of SEBI Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20 June 2023 ("**SEBI Master Circular**") issued by the SEBI (the "**Undertaking**" or the "**Statement**") stating the reasons for non-applicability of the requirements set out in Part I (A)(10)(b) of the SEBI Master Circular in connection with the composite scheme of arrangement amongst Piramal Enterprises Limited ("**PEL**" or "the **Company**"), Piramal Capital & Housing Finance Limited ("**PCHFL**"), and their respective shareholders and creditors under Sections 230 to 232, Section 52, Section 66 and other applicable provisions of the Companies Act, 2013 ("**the Act**") and the rules thereunder, and Section 2(1B) of Income Tax Act, 1961 ("**Scheme**").

Management's Responsibility

3. The responsibility for the preparation of the Scheme, the Undertaking and ensuring compliance with the relevant laws and regulations, including the applicable Ind AS read with the rules made thereunder and other generally accepted accounting principles, as aforesaid, is that of the Board of Directors of PEL & PCHFL. This responsibility includes the design, implementation, and maintenance of internal control relevant to the preparation and presentation of the Scheme, applying an appropriate basis of preparation in compliance with the applicable laws and regulations; and making estimates that are reasonable in the circumstances.
4. The management is also responsible for ensuring that the Company complies with all the requirements of SEBI Master Circular and the Act in relation to the Scheme and for providing all relevant information to the BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**").

CERTIFIED TRUE COPY

For Piramal Enterprises Limited


Bipin Singh
Company Secretary



Auditor's responsibility

5. Pursuant to the requirements of the SEBI Master Circular, it is our responsibility to express a reasonable assurance, in the form of an opinion, based on our examination of the Undertaking and the Scheme, as to whether the requirements of Part I (A)(10)(b) of the SEBI Circular are applicable to the Scheme.
6. We carried out our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India ("ICAI") and Standards on Auditing specified under Section 143(10) of the Act, 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.
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. Further our examination did not extend to any other parts and aspects of a legal or proprietary nature in the aforesaid Scheme.

Opinion

8. Based on our examination of the Undertaking, the Scheme and according to the information and explanations provided to us, along with the representations provided to us by the management, in our opinion, the requirements of Part I (A)(10)(b) of the SEBI Master Circular are not applicable to the Scheme for the reasons as stated in the Undertaking.

Restriction on use

9. The certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling them to comply with the requirements of the SEBI Master Circular which require them to submit the certificate from the statutory auditors along with the accompanying Undertaking, duly approved by the Board of Directors of the Company, to BSE and NSE. 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 Suresh Surana & Associates LLP
Chartered Accountants
Firm Registration No. – 121750W/W-100010

Santosh Maller
Partner
Membership Number: 143824
UDIN: 24143824BKCNU1485

Place: Mumbai
Date: May 08, 2024

For Bagaria & Co LLP
Chartered Accountants
Firm Registration No. – 113447W/W-100019

Rahul Bagaria
Partner
Membership Number: 145377
UDIN: 24145377BKHXXV4634

Place: Mumbai
Date: May 08, 2024

Undertaking in relation to non-applicability of conditions prescribed in Part I (A)(10)(b) of SEBI Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20 June 2023 ("SEBI Master Circular")

This is in connection with the proposed composite scheme of arrangement amongst Piramal Enterprises Limited ("PEL" or the "Company"), Piramal Capital & Housing Finance Limited ("PCHFL") and their respective shareholders and creditors under Sections 230 to 232 read with Section 52, Section 66 and other applicable provisions of the Companies Act, 2013 ("Act") and the rules thereunder and Section 2(1B) of the Income Tax, 1961 ("Scheme").

Pursuant to Part I (A)(10)(c) of the SEBI Master Circular, the Company is required to provide an undertaking for the non-applicability of the requirements set out in Part I (A)(10)(b) of the SEBI Master Circular. Accordingly, the Company hereby undertakes that the requirements stated at Part I (A)(10)(b) of the SEBI Master Circular are not applicable to the Scheme for the reasons mentioned below:

1. **Part I (A)(10)(b)(i)** – "Where additional shares have been allotted to Promoter, Promoter Group, Related Parties of Promoter/ Promoter Group, Associates of Promoter/ Promoter Group, Subsidiary/(s) of Promoter/ Promoter Group of the listed entity."

Reasons for non-applicability:

- The Scheme involves the amalgamation of the Company with PCHFL, its wholly owned subsidiary, and dissolution of the Company without winding up. As consideration for the said amalgamation, the shareholders of the Company will be issued and allotted equity shares and, subject to receipt of approval from the Reserve Bank of India ("RBI"), non-convertible non-cumulative non-participating redeemable preference shares ("NCRPS") of PCHFL in proportion to their shareholding in the Company and in accordance with the share exchange ratio set out in the Scheme.
 - The Scheme does not contemplate the issuance or allotment of additional shares to the promoter/ promoter group, related parties of promoter/ promoter group, associates of promoter/ promoter group, subsidiary/(s) of promoter/ promoter group of the Company.
 - Accordingly, the transaction to be undertaken pursuant to the Scheme does not fall under the scenario contemplated in Part I (A)(10)(b)(i) of the SEBI Master Circular.
2. **Part I (A)(10)(b)(ii)** – "Where the Scheme of Arrangement involves the listed entity and any other entity involving Promoter/ Promoter Group, Related Parties of Promoter/ Promoter Group, Associates of Promoter/ Promoter Group, Subsidiary(s) of Promoter/ Promoter Group."

Reasons for non-applicability:

- The Scheme only involves PCHFL, the wholly owned subsidiary of the Company and does not involve any other entity involving promoter/promoter group, related parties of promoter/promoter group, associates of promoter/promoter group, subsidiary/(s) of promoter/promoter group of the Company.
- Accordingly, the transaction to be undertaken pursuant to the Scheme does not fall under the scenario contemplated in Part I (A)(10)(b)(ii) of the SEBI Master Circular.



Piramal Enterprises Limited

CIN: L24110MH1947PLCO05719



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3. **Part I (A)(10)(b)(iii)** – “Whether the parent listed entity has acquired, either directly or indirectly, the equity shares of the subsidiary from any of the shareholders of the subsidiary who may be Promoter/Promoter Group, Related Parties of Promoter/ Promoter Group, Associates of Promoter/ Promoter Group, Subsidiary/(s) of Promoter/ Promoter Group of the parent listed entity, and if that subsidiary is being merged with the parent listed entity under the Scheme.”

Reasons for non-applicability:

- The Company has not acquired, either directly or indirectly, the equity shares of PCHFL, its wholly owned subsidiary which is involved in the Scheme from any of the shareholders of PCHFL who may form a part of the promoter / promoter group, related parties of promoter/ promoter group, associates of promoter/ promoter group, subsidiary/(s) of promoter/ promoter group of the Company.
 - Accordingly, the transaction to be undertaken pursuant to the Scheme does not fall under the scenario contemplated in Part I (A)(10)(b)(iii).
4. **Part I (A)(10)(b)(iv)** – “Where the scheme involving merger of an unlisted entity results in reduction in the voting share of pre-scheme public shareholders of listed entity in the transferee/ resulting company by more than 5% of the total capital of the merged entity.”

Reasons for non-applicability:

- This provision contemplates merger of an unlisted entity with a listed entity, resulting in reduction in the voting share of pre-scheme public shareholders of the listed entity in the transferee/ resulting company by more than 5% of the total capital of the merged entity. The Scheme envisages the merger of the Company (which is a listed entity) with its wholly owned subsidiary PCHFL (whose equity shares are presently not listed on the stock exchanges). However, upon the Scheme becoming effective, the Company shall stand dissolved, and the entire shareholding held by the Company in PCHFL shall be cancelled pursuant to the Scheme. Pursuant thereto, the shareholders of the Company will be issued and allotted shares of PCHFL, in proportion to their shareholding in the Company and in accordance with the share exchange ratio as set out in the Scheme. Therefore, the Scheme does not contemplate any reduction in the voting share of the pre-scheme shareholders of the Company on account of the said merger.
 - Accordingly, the transaction to be undertaken pursuant to the Scheme does not fall under the scenario contemplated in Part I (A)(10)(b)(iv) of the SEBI Master Circular.
5. **Part I (A)(10)(b)(v)** – “Where the scheme involves transfer of whole or substantially the whole of the undertaking of the listed entity and the consideration for such transfer is not in the form of listed equity shares.”

Reasons for non-applicability:

- The Scheme involves the amalgamation of the Company with PCHFL. As consideration for the said amalgamation, the shareholders of the Company will be issued and allotted equity shares and, subject to receipt of approval from the RBI, NCRPS of PCHFL in proportion to their shareholding in the Company and in accordance with the share exchange ratio set out in the Scheme. Pursuant thereto, the equity shares and, subject to receipt of approval from the RBI, NCRPS issued and allotted by PCHFL to the shareholders of the Company are proposed to be listed on the Stock Exchanges (as defined in the Scheme).

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- Accordingly, the transaction to be undertaken pursuant to the Scheme does not fall under the scenario contemplated in Part I (A)(10)(b)(v) of the SEBI Master Circular.

For the reasons stated above, we undertake that the following condition specified under Part I (A)(10)(b) of the SEBI Master Circular is not applicable to the proposed Scheme:

"The Scheme shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it."

For and on behalf of Piramal Enterprises Limited


Bipin Singh
Company Secretary and Compliance Officer
Date: 08.05.2024



Piramal Enterprises Limited

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