



# R. SONI & CO.

## CHARTERED ACCOUNTANTS

1509, Ghanshyam Enclave, New Link Road, Near Lalji Pada Police Chowki,  
Kandivali (West), Mumbai - 400 067.

### Auditor's Certificate confirming the compliance of the Accounting Treatment

To,

The Board of Directors,  
**Proaim Enterprises Limited**  
E-109, Crystal Plaza, New Link  
Road, Andheri (W), Mumbai,  
MH-400053

We, the statutory auditors of **Proaim Enterprises Limited**, (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in clause 13 of the Draft Scheme of Amalgamation of the Proaim Enterprises Limited (the Transferor Company-1), Axon Ventures Limited (the Transferor Company-2) and Rockon Enterprises Limited (the Transferor Company-3) collectively referred to as "Transferor Companies" with Banas Finance Limited (Transferee Company) pursuant to provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules framed there under, with reference to its compliance with the applicable IND AS/ AS/ GAAP.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable IND AS/ AS/ GAAP, as aforesaid is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and report whether the Draft Scheme complies with the applicable IND AS/ AS/ GAAP. 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. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

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 there under and all the applicable IND AS/ AS/ GAAP, notified by the Central Government under The Companies Act, 2013 and/or the accounting treatment in respect of "Indian Accounting Standard (IND AS) 103 for Business Combination prescribed under section 133 of the Companies Act 2013, as notified under the Companies (Indian Accounting Standards) Rules, 2015.

This Certificate is issued at the request of **Proaim Enterprises Limited** pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the Bombay Stock Exchange. This Certificate should not be used for any other purpose without our prior written consent.

**For R Soni & Co.**

Chartered Accountants

Firm Registration No.: 130349W

Rajesh Soni

Partner

Membership Number: 133240

Place : Mumbai

Date : 04.05.2018

