

**V SAHAI TRIPATHI & CO**  
**CHARTERED ACCOUNTANTS**

8-E, Hansalaya, 15 Barakhamba Road,  
Connaught Place, New Delhi - 110001  
Tel. : +91-11-23319596, 23352449,  
+91-11-23324045  
E-Mail : vst@sahaitripathi.com

Date: December 12, 2022

To,

The Board of Directors  
**KAMA Holdings Limited**  
The Galleria, DLF Mayur Vihar,  
Unit No. 236 & 237, 2nd Floor, Mayur Palace,  
Noida Link Road, Mayur Vihar Phase I Extn.,  
Delhi – 110 091

Dear Sirs,

**Statutory Auditor's Report in respect of proposed buyback of equity shares by KAMA Holdings Limited not exceeding 10% of the aggregate of the fully paid-up share capital and free reserves as per the audited condensed standalone interim financial statements and audited condensed consolidated interim financial statements (hereinafter known as the "Financial Statements") of the Company as at and for the six months period ended September 30, 2022 pursuant to the requirements of clause (xi) of Schedule I of Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 as amended ("SEBI Buyback Regulations") from the Eligible Shareholders by way of a tender offer through the stock exchange mechanism ("Buyback")**

1. This Report is issued in accordance with the terms of our engagement letter dated December 12, 2022 with KAMA Holdings Limited (hereinafter referred to as the "Company").
2. The Board of Directors of the Company have approved a proposal for buy-back of equity shares of the Company at its meeting held on December 12, 2022 ("Board Meeting"), in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 as amended (the "Companies Act") along with the rules made thereunder, as amended, and the SEBI Buyback Regulations.
3. We have been requested by the Management of the Company to provide a report on the accompanying "Statement of Permissible Capital Payment" as at September 30, 2022 ('Annexure A') (hereinafter referred to as the "Statement"). The Statement is prepared by the management of the Company.

**Management Responsibility for the Statement**

4. The preparation of the Statement in compliance with Section 68 of the Companies Act, Regulation 4(i) of the SEBI Buyback Regulations and the proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations, is the responsibility of the Board of Directors of the Company, including the computation of the amount of the permissible capital payment (including securities premium), the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
5. The Board of Directors are responsible for the following:
  - a) Appropriate determination of the capital payment of the buyback.
  - b) The Board of Directors are responsible to make a full inquiry into the affairs and offer document of the Company and to form an opinion that the Company will not be rendered insolvent within a period of one year from the date of board meeting at which the buyback was approved. The Board of Directors are responsible for ensuring that the Company complies with the requirements of the Act and Buyback Regulations.
  - c) A declaration is signed by two directors of the Company to confirm the details stated in para (b) above.



## Auditors Responsibility

6. Pursuant to the requirements of the Companies Act and the SEBI Buyback Regulations, it is our responsibility to provide a reasonable assurance that whether:
- i. we have inquired into the state of affairs of the Company in audited condensed standalone interim financial statements and audited condensed consolidated interim financial statements as at and for the 6 months period ended September 30, 2022;
  - ii. the amount of permissible capital payment towards the proposed buy back of equity shares as stated in Annexure for the proposed buyback of equity shares has been properly determined considering the Financial Statements and is within the permissible limit and computed in accordance with the provisions of Section 68 of the Companies Act and Regulation 4(i) of the SEBI Buyback Regulations and the proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations; and
  - iii. The Board of Directors of the Company, in their meeting held on December 12, 2022, have formed the opinion as specified in Clause (x) of Schedule I to SEBI the Buyback Regulations on reasonable grounds that the Company will not, having regard to its state of affairs be rendered insolvent within a period of one year from the date of board meeting approving the buy-back.
7. The Financial Statements referred to in paragraph 6 above, have been audited by us, on which we have issued an unmodified audit opinion vide our report dated December 12, 2022. We conduct our audit of the Financial Statements in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India ('ICAI'). Those Standards require that we plan and perform the audit to obtain reasonable assurance whether the Financial Statements are free of misstatement.
8. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the applicable criteria mentioned above. The procedures selected depend on the auditors judgement, including the assessment of the risks associated with the applicable criteria. Our procedures included the following in relation to the Statement:
- i) Examined authorisation for buy-back from the Articles of Association of the Company;
  - ii) We have inquired into the state of affairs of the Company in relation to its Financial Statements as at and for the six months period ended September 30, 2022.
  - iii) Examined that the amounts of paid-up equity share capital, retained earnings, general reserves and securities premium as mentioned in Statement from the Financial Statements are within permissible limit computed in accordance with section 68 of the Companies Act and Regulation 4(i) of the Buyback Regulations.
  - iv) Examined that the ratio of debt owned by the Company, if any, is not more than twice the capital and its free reserve after such buyback based on the Financial Statements.
  - v) Examined that all the shares for buyback are fully paid up.
  - vi) Obtained from Company Secretary a certified copy of the minutes of the meeting of the Board of Directors in which the proposed buyback was approved and compared the buyback amount with the permissible limit computed in accordance with Section 68 of the Companies Act and Regulation 4(i) of the SEBI Buyback Regulations.
  - vii) Examined Directors' declarations for the purpose of buyback and solvency of the Company.
  - viii) Obtained appropriate representations from the Management of the Company.
  - ix) Obtained from Company Secretary a certified copy of the minutes of the meeting of the Board of Directors in which the proposed buyback was approved and the Board has formed the opinion as specified in clause (x) of Schedule I of the SEBI Buyback Regulation on reasonable grounds that the Company will, not having regard to its state of affairs, be rendered insolvent within a period of one year from the date of board meeting.



9. We conducted our examination of the Statement in accordance with the Guidance note on Reports or Certificates for Special Purposes (Revised 2016), issued by the ICAI (the 'Guidance Note') and Standards on Auditing specified under Section 143(10) of the Companies Act, in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
10. 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.
11. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

### Opinion

12. Based on enquiries conducted and our examination as above, and the information and explanations given to us, we report that:
  - i. We have inquired into the state of affairs of the Company in relation to its audited condensed standalone interim financial statements and audited condensed consolidated interim financial statements as at and for the 6 months period ended September 30, 2022 which have been approved by the Board of Directors of the Company on December 12, 2022.
  - ii. The amount of permissible capital payment towards the proposed buy back of equity shares as computed in the Statement, in our view has been properly determined in accordance with Section 68 of the Companies Act and Regulation 4(i) of the SEBI Buyback Regulations. The amounts of share capital and free reserves, as given in the in the Annexure have been extracted from the Financial Statements.
  - iii. The Board of Directors of the Company, in their meeting held on December 12, 2022 have formed their opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds that the Company will be able to pay its debts, if any from the date of Board meeting approving the buyback of its equity shares and will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the Board Resolution dated December 12, 2022.
13. Based on the representations made by the management, and other information and explanations given to us, which to the best of our knowledge and belief were necessary for this purpose, we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

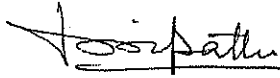
### Restriction on Use

14. This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed buyback of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Companies Act and the SEBI Buyback Regulations, (ii) to enable the Board of Directors of the Company to include in the public announcement, draft letter of offer, letter of offer and other documents pertaining to buy-back to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, BSE Limited, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) may be submitted to the manager for the said buy back i.e. SBI Capital Markets Limited, each for the purpose of extinguishment of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Companies Act and the SEBI Buyback Regulations. Therefore, this report is not intended to be and should not be used by anyone other than the above-mentioned purpose without our prior consent in writing. Further, we assume no responsibility to update this report for events and circumstances occurring after the date of this report.



15. We hereby consent to inclusion of the extracts of this certificate in the Draft Letter of Offer and the Letter of Offer or any other document in relation to the Buyback.

For V SAHAI TRIPATHI & CO.  
Chartered Accountants  
Firm Registration No.: 000262N



**(Vishwas Tripathi)**  
Partner  
Membership No. 086897  
UDIN: 22086897BFJBCN6311

Place: Gurugram, Haryana  
Date: 12<sup>th</sup> December, 2022