

G. M. KAPADIA & CO.

(REGISTERED)

CHARTERED ACCOUNTANTS

1007, RAHEJA CHAMBERS, 213, NARIMAN POINT, MUMBAI 400 021. INDIA

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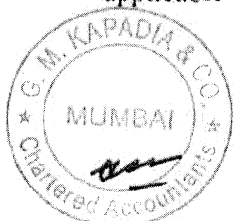
To,
The Board of Directors,
Prism Johnson Limited
305, Laxmi Niwas Apartments,
Ameerpet, Hyderabad – 500 016.

Statutory Auditor's Certificate on the proposed accounting treatment contained in clause 22 and clause 34 of the Draft Composite Scheme of Arrangement and Amalgamation amongst Prism Johnson Limited ('the Company'), H. & R. Johnson (India) TBK Limited ('HRJ TBK'), Milano Bathroom Fittings Private Limited ('Milano'), Silica Ceramica Private Limited ('Silica'), TBK Rangoli Tile Bath Kitchen Private Limited ('TBK Rangoli'), TBK Venkataramiah Tile Bath Kitchen Private Limited ('TBK Venkat'), TBK Samiyaz Tile Bath Kitchen Private Limited ('TBK Samiyaz') and their respective shareholders and creditors.

1. This certificate is issued in accordance with the terms of our engagement letter dated October 21, 2019.
2. We, G. M. Kapadia & Co. Chartered Accountants, Statutory Auditors of Prism Johnson Limited, have examined the proposed accounting treatment contained in clause 22 and clause 34 of the Draft Composite Scheme of Arrangement and Amalgamation ("the Draft Scheme") between Prism Johnson Limited, HRJ TBK, Milano, Silica, TBK Rangoli, TBK Venkat, TBK Samiyaz and their respective shareholders and creditors in terms of the provisions of sections 230 - 232 read with section 52 and other applicable provisions of the Companies Act, 2013 ("the Act"), with effect from Appointed Date of 1st April, 2018, with reference to its compliance with the applicable Accounting Standards notified under section 133 of the Act, read with the rules made there under and other recognised accounting practices as prevalent in India for the purposes of issue of this certificate. The extracts of clause 22 and clause 34 of the Draft Scheme duly authenticated on behalf of the Company are enclosed as "Annexure - A" and "Annexure - B" respectively to this certificate and initialled by us only for the purposes of identification.

Management's Responsibility

3. The Company's Management is overall responsible for the matters stated in section 134(5) of the Act, which includes compliance with the Accounting Standards specified under section 133 of the Act. Accordingly, the Company's Management is responsible for the preparation of the Draft Scheme which includes the proposed accounting treatment and also ensuring its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid. This responsibility also includes



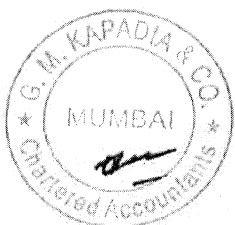
maintenance of adequate accounting records in accordance with the provisions of the Act; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal controls relevant to the preparation and presentation of the Draft Scheme.

Auditor's Responsibility

4. Our responsibility, for the purpose of this certificate is to express reasonable assurance in the form of an opinion as to whether the proposed accounting treatment contained in clause 22 and clause 34 of the Draft Scheme referred to above, comply with the applicable Accounting Standards and other recognised accounting practices as prevalent in India.
5. Our responsibility is restricted to proposed accounting treatment to the extent it relates to accounting in the books of Prism Johnson Limited and it does not get extended to accounting treatment in the books of other companies.
6. 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 as the statutory auditors of any financial statements of the Company.
7. We have conducted 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"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI. We have not performed an audit, the objective of which would be the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of the certificate.
8. 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*. Further our examination did not extend to any other parts and aspects of a legal or proprietary nature in the Draft Scheme.
9. We have no responsibility to update this certificate for events and circumstances occurring after the date of this Certificate.

Opinion

10. Based on our examination as stated above and the information and explanations given to us, we are of the opinion that the accounting treatment contained in clause 22 and clause 34 of the Draft Scheme, is in compliance with applicable accounting standards as



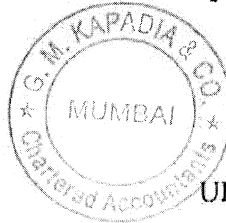
G. M. KAPADIA & CO.

specified in section 133 of the Act read with the rules made there under and other recognised accounting practices as prevalent in India

Restriction on Use

11. The certificate is issued at the request of the management of the Company and should not be used, referred to, published, distributed or relied upon by any person or entity for any purpose, whatsoever, without our prior written consent, except in accordance with the provisions of the Act and the rules made thereunder and for onward submission to the Stock Exchange(s), National Company Law Tribunal, the Registrar of Companies or other statutory authorities and the concerned tax authorities as may be required. 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 G. M. Kapadia & Co.
Chartered Accountants
Firm Registration No. 104767W



Atul Shah

Atul Shah
Partner

Membership No. 039569

UDIN: 19039569AAAANE2782

Place: Mumbai

Dated this 23rd day of October 2019



PRISM JOHNSON LIMITED


(FORMERLY PRISM CEMENT LIMITED)

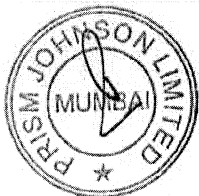
ANNEXURE – A

Accounting treatment of Demerger of HRJ TBK Demerged Undertaking with the Company

22. ACCOUNTING TREATMENT

Upon the Draft Scheme becoming effective, the Resulting Company 2 and Part IV Demerged Company shall account for Demerger 2 of the Part IV Demerged Undertaking in their books of account in accordance Ind AS 103 – ‘Business Combination’ and other Ind AS as may be applicable or prescribed under the 2013 Act.

SIGNED FOR IDENTIFICATION
BY

G. M. KAPADIA & CO.
MUMBAI.



Corporate Office: "Rahejas", Main Avenue, V.P. Road, Santacruz (W), Mumbai - 400 054, India. T: +91-22-66754142/43/44
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CIN: L26942TG1992PLC014033



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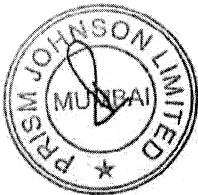
ANNEXURE – B

Accounting treatment of Amalgamation of Milano and Silca with the Company

34. ACCOUNTING TREATMENT

Upon the Draft Scheme becoming effective, the Amalgamated Company shall account for Amalgamation in their books of account in accordance with Ind AS 103 – ‘Business Combination’ and such other Ind AS as may be applicable or prescribed under the 2013 Act.

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MUMBAI.



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