

Independent Auditor's Report to confirm the proposed accounting treatment contained in the Scheme of Arrangement between Edelweiss Securities Limited ('ESL') and Edelweiss Financial Services Limited ('EFSL') and their respective shareholders and creditors ('the Scheme') under Sections 230 to 232 read with Section 52 and other applicable provisions of the Companies Act, 2013

The Board of Directors
Edelweiss Securities Limited
Edelweiss House,
Off CST Road, Kalina
Mumbai -400098

1. This report is issued in accordance with the terms of our service scope letter dated May 11, 2022 read with master engagement letter dated July 24, 2018 with Edelweiss Securities Limited (herein after the 'Company').
2. At the request of the Company, we have examined the proposed accounting treatment specified in Clause 10.2 of the Scheme of Arrangement between Edelweiss Securities Limited ('ESL') and Edelweiss Financial Services Limited ('EFSL') and their respective shareholders and creditors (hereinafter referred as 'the Scheme') under Sections 230 to 232 read with Section 52 and other applicable provisions of the Companies Act, 2013, with reference to its compliance with the applicable Indian Accounting Standards notified under Section 133 of the Companies Act, 2013, read with the rules made thereunder and other generally accepted accounting principles. This report is required for submission to National Company Law Tribunal ('NCLT') and any other regulatory authorities.

Management's responsibility

3. The responsibility for the preparation of the Scheme and its compliance with the relevant laws and regulations, including the applicable accounting standards, as aforesaid read with the rules made thereunder and Other generally accepted accounting principles as aforesaid, is that of the Board of Directors of the Companies involved. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Scheme and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

Auditor's responsibility

4. Pursuant to requirements prescribed under Section 232 of the Act, it is our responsibility to express reasonable assurance whether the accounting treatment referred to in Clause 10.2 of the Scheme referred to above comply with the Accounting Standards notified under Section 133 of the Companies Act, 2013, read with the rules made thereunder, and other generally accepted accounting principles, as applicable. This certificate relates only to examination of accounting aspects dealt with in Clause 10.2 of the Scheme and our examination did not extend to any aspect of legal or propriety nature of the Scheme and other compliance thereof.
5. 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 Companies Act, 2013, in so far as applicable for the purpose of this report. This Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.



6. 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.
7. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the Reporting criteria mention in paragraph 4 above. The procedures selected depends on the auditor's judgement, including the assessment of the risk associated with the reporting criteria. Accordingly, we have performed the following procedure in relation to the Scheme:
- Obtained the Scheme, read, understood and examined the accounting treatment specified in Clause 10.2 of the Scheme with the applicable accounting standards prescribed under section 133 of the Act.

Opinion

8. Based on our examination and according to the information and explanations given to us and procedures performed by us as stated in paragraph 7 above, we confirm that the accounting treatment contained in Clause 10.2 of the Scheme is in compliance with all the applicable accounting standards notified by the Central Government under the Act including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other generally accepted accounting principles.

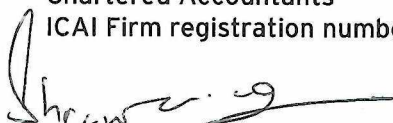
Restriction on use

9. The report has been issued on request of the Company, solely for the purpose set forth in the paragraph 2 of this report. It should not be used by any other person or for any other purpose. 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 report is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm registration number: 301003E/E300005

**per Shrawan Jalan**

Partner

Membership Number: 102102

UDIN: 22102102AJWPTD2787



Place of Signature: Mumbai

Date: May 30, 2022