

Annexure - V



**T.K. GUPTA & ASSOCIATES**  
CHARTERED ACCOUNTANTS

4228/1, ANSARI ROAD, DARYA GANJ,  
NEW DELHI - 110002

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**Certificate No. TKG/Misc/155/2018-19**

**AUDITOR'S CERTIFICATE**

To,  
The Board of Directors,  
**Share India Securities Ltd**  
6<sup>th</sup> Milestone, New Bhai-Chara Complex,  
Opposite Mata Mandir, Chikambarpur,  
Sahibabad, Ghaziabad- 201 006, Uttar Pradesh

Dear Sirs,

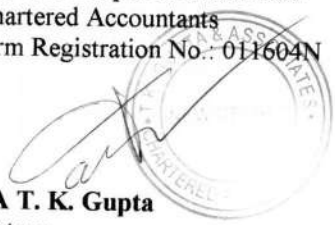
We, the statutory auditors of *Share India Securities Ltd*, (hereinafter referred to as “the Company”), have examined the proposed accounting treatment specified in Clause 11 of the Draft Scheme of Amalgamation of Total Securities Ltd with Share India Securities Ltd in terms of the provisions of sections 230 and 232 of the Companies Act, 2013, with reference to its compliance with the applicable Accounting Standards notified under Companies Act, 2013 and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards, 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 Accounting Standards and Other Generally Accepted Accounting Principles. 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 Accounting Standards notified by the Central Government under the Companies Act, 1956/ Companies Act, 2013 read with the Rules made thereunder and other Generally Accepted Accounting Principles, as applicable.

This Certificate is issued at the request of the Share India Securities Ltd pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the BSE Limited and other statutory Authorities. This Certificate should not be used for any other purpose without our prior written consent.

For **T.K. Gupta & Associates**  
Chartered Accountants  
Firm Registration No.: 011604N

  
**CA T. K. Gupta**  
Partner  
Membership No. 082235

**Place: New Delhi**  
**Date: December 3, 2018**