

Date: 08 May 2020

<b>The General Manager</b> Department of Corporate Services BSE Limited Floor 25, Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001	<b>National Stock Exchange of India Limited</b> “Exchange Plaza”, C-1, Block-G Bandra-Kurla Complex Bandra (E) Mumbai-400051
--	--

CC:  
Deputy General Manager,  
Division of Corporate Restructuring,  
Corporate Finance Department,  
The Securities and Exchange Board of India,  
SEBI Bhavan, C-4A, G-Block,  
Bandra-Kurla Complex,  
Mumbai – 400051.


Dear Sir,

**Subject: Annual compliance status certificate from an independent auditor in accordance with the SEBI Order No. SEBI /WTM/SR/CFD-DCR/58/09/2017) dated, September 05, 2017, for Arun Kumar Gupta Family Trust.**

In relation to Arun Kumar Gupta Family Trust (Acquirer), as per the conditions mentioned in para 4.2 point of the SEBI Order, please find enclosed independent auditor's annual compliance status certificate for the year ending March 31, 2020.

Kindly take the certificate on your record.

**For Arun Kumar Gupta Family Trust**

  
**Arun Kumar Gupta**  
Trustee  
Place: New Delhi

**Encl: Independent Auditor's Annual Compliance Status Certificate**

# SPMR & ASSOCIATES

Chartered Accountants

A-121, First Floor, Vikas Marg, Shakarpur,

New Delhi-110092

Phone: 011-22437491, 9810520551

E-mail: sspmrit@ca1972@gmail.com

Date: 08/05/2020

To,  
Arun Kumar Gupta Family Trust,  
KH No. 239, Rajokari Farm No 4, Bouglianvilla,  
Rajokari, New Delhi - 110038

## Auditor's Annual Compliance Certificate for Arun Kumar Gupta Family Trust ("Trust") – KRBL Limited

As per information provided, explanation furnished and other records produced before us by Arun Kumar Gupta Family Trust, this is to state that as at March 31, 2020, Arun Kumar Gupta Family Trust holds 17.76% of the share capital of KRBL Limited.

### Trust's Responsibility

1. The Trustees of the Trust are responsible for ensuring that the Acquirer (i.e. Trust) complies with the requirement of SEBI order no. "SEBI/ WTM/ SR/ CFD-DCR/58/09/2017" dated September 05, 2017, ("SEBI Order") and for providing all relevant information and disclosures to the SEBI.

### Auditor's Responsibility

2. Pursuant to the requirement enlisted in the SEBI Order, our responsibility is to express opinion based on examination of records and discussion with the Management to whether the Trust has complied with specific conditions of SEBI order.
3. For the purpose of our certification, we have reviewed the relevant documents and disclosures provided by the Management. The key documents reviewed by us have been enlisted in the Annexure-1 (enclosed).
4. Based on our review of the documents and disclosures, the details of the compliance made by the Trust in accordance of Para 4.2 of SEBI Order for the year ending March 31, 2020 are as follows:
  - a) The acquisition of shares of KRBL Limited has been in accordance with the applicable provisions of Companies Act, 2013;
  - b) There has been no change in the Trustees and beneficiaries of Arun Kumar Gupta Family Trust as comparison to previous year.
  - c) The Acquirer has filed an annual confirmation with KRBL Limited on May 01, 2020 confirming that they are in compliance with the provisions of SEBI exemption order



5. 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. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

**Opinion**

6. Based on our examination of records and the information and explanations given to us, we are of the opinion that the Trust has complied with the conditions listed in para 4.2 of the SEBI Order.

**Restriction on Use**

7. This certificate has been prepared at the request of the Trust solely with reference to the SEBI Order. 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 or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing.

**UDIN: 20095273AAAAEC1988**

For SPMR & Associates  
Chartered Accountants  
FRN 07578N



*Aj*  
**Ajay Kumar Mittal**  
Partner  
M. No. 095273

**Enclosed: Annexure-I**

**Arun Kumar Gupta Family Trust**  
**Part of Auditor's Annual Compliance Certificate for Arun Kumar Gupta Family Trust ("Trust")**  
**- KRBL Limited**

**Annexure-I**

**Key Documents reviewed for the purpose of certification:**

1. SEBI order no. ("SEBI/ WTM/ SR/ CFD-DCR/58/09/2017") dated September 05, 2017 in relation to KRBL Limited.
2. Report filed by the Acquirer in compliance of the SEBI exemption order detailing the disclosures regarding indirect acquisition (*para 4.2.ii of the SEBI Order*).
3. The annual compliance confirmation status letter filed by the Acquirer to KRBL Limited (*para 4.2.vii of the SEBI Order*).
4. Trust deed of Arun Kumar Gupta Family Trust along with the deed of amendment for Arun Kumar Gupta Family Trust.

**UDIN20095273AAAAEC1988**

**Date: 08/05/2020**

