B R MAHESWARI & CO LLP

CHARTERED ACCOUNTANTS

M – 118, Connaught Circus,
New Delhi – 110001
Phones: +91 (11) 4340 2222
+91 (11) 2341 7659
+91 (11) 2341 8130
Fax: +91 (11) 2341 8130
Email: brmc@brmco.com

Auditor's Certificate

To,
The Board of Directors,
Renaissance Advanced Consultancy Limited
POLLACHI ROAD, P.O. MALUMICHAMPATTI
Coimbatore, Tamil Nadu- 641021

We, the statutory auditors of Renaissance Advanced Consultancy Limited, (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in clause 7.1 and 46.2 of the Draft Scheme of Arrangement amongst Renaissance Advanced Consultancy Limited ("RACL") and Renaissance Consultancy Services Limited ("RCSL") and Renaissance Stocks Limited ("RSL") and Revathi Equipment Limited ("REL") and Semac Consultants Private Limited ("SCPL") and Renaissance Corporate Consultants Limited ("RCCL") and their respective shareholders and creditors (hereinafter referred to as "Scheme") is presented under Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013, and the rules and regulations made thereunder with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 1956/ Companies Act, 2013 and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the 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 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.

This Certificate is issued at the request of the Renaissance Advanced Consultancy Limited pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to National Company Law Tribunal, Bombay Stock Exchange Limited and National Stock Exchange Limited. This Certificate should not be used for any other purpose without our prior written consent.

For **B R Maheswari and Co LLP**
Chartered Accountants
Firm Registration No.: 001035N/N500050

SANJAY NATH
Digitally signed by SANJAY NATH
Date: 2020.06.30 10:47:38 +05'30'

Sanjay Nath
Partner
Membership Number: 082700

UDIN: 20082700AAAANF1501

Place: New Delhi
Date: June 30, 2020

For Renaissance Advanced Consultancy Limited

Authorised Signatory

B R MAHESWARI & CO LLP

CHARTERED ACCOUNTANTS

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New Delhi – 110001
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Fax: +91 (11) 2341 8130
Email: brmc@brmco.com

Auditor's Certificate

To,
The Board of Directors,
Renaissance Corporate Consultants Limited
Pollachi road, Malumichampatti P.O.
Coimbatore, Tamil Nadu- 641021

We, the statutory auditors of Renaissance Corporate Consultants Limited, (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in clause 39.2 of the Draft Scheme of Arrangement amongst Renaissance Advanced Consultancy Limited ("RACL") and Renaissance Consultancy Services Limited ("RCSL") and Renaissance Stocks Limited ("RSL") and Revathi Equipment Limited ("REL") and Semac Consultants Private Limited ("SCPL") and Renaissance Corporate Consultants Limited ("RCCL") and their respective shareholders and creditors (hereinafter referred to as "Scheme") is presented under Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013, and the rules and regulations made thereunder with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 1956/ Companies Act, 2013 and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the 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 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.

This Certificate is issued at the request of the Revathi Equipment Limited pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to National Company Law Tribunal, Bombay Stock Exchange Limited and National Stock Exchange Limited. This Certificate should not be used for any other purpose without our prior written consent.

For **B R Maheswari and Co LLP**
Chartered Accountants
Firm Registration No.: 001035N/N500050

SANJAY NATH Digitally signed by SANJAY NATH Date: 2020.06.30 10:47:55 +05'30'

Sanjay Nath
Partner
Membership Number: 082700

UDIN: 20082700AAAAND6501

Place: New Delhi
Date: June 30, 2020

For Renaissance Corporate Consultants Limited

Authorised Signatory

B R MAHESWARI & CO LLP

CHARTERED ACCOUNTANTS

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New Delhi – 110001
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Auditor's Certificate

To,
The Board of Directors,
Renaissance Consultancy Services Limited
POLLACHI ROAD, P.O. MALUMICHAMPATTI
Coimbatore, Tamil Nadu- 641021

We, the statutory auditors of Renaissance Consultancy Services Limited,(hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in clause 7.2 of the Draft Scheme of Arrangement amongst Renaissance Advanced Consultancy Limited ("RACL") and Renaissance Consultancy Services Limited ("RCSL") and Renaissance Stocks Limited ("RSL") and Revathi Equipment Limited ("REL") and Semac Consultants Private Limited ("SCPL") and Renaissance Corporate Consultants Limited ("RCCL") and their respective shareholders and creditors (hereinafter referred to as "Scheme") is presented under Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013, and the rules and regulations made thereunder, with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 1956/ Companies Act, 2013 and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the 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 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.

This Certificate is issued at the request of the Renaissance Consultancy Services Limited pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to National Company Law Tribunal, Bombay Stock Exchange Limited and National Stock Exchange Limited. This Certificate should not be used for any other purpose without our prior written consent.

For **B R Maheswari and Co LLP**
Chartered Accountants
Firm Registration No.: 001035N/N500050

SANJAY NATH

Digitally signed by SANJAY NATH
Date: 2020.06.30 10:48:08 +05'30'

Sanjay Nath
Partner
Membership Number: 082700

UDIN: 20082700AAAANE7918

Place: New Delhi
Date: June 30, 2020

For Renaissance Consultancy Services Limited

Authorised Signatory

S S KOTHARI MEHTA
& COMPANY
CHARTERED ACCOUNTANTS

To
The Board of Directors,
Revathi Equipment Limited
Pollachi road, Malumichampatti P.O.
Coimbatore, Tamil Nadu- 641021

Independent Auditor's Certificate certifying the accounting treatment contained in the Draft Scheme of Arrangement pursuant to the Securities and Exchange Board India (SEBI) Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017, as amended

We, the statutory auditor of Revathi Equipment Limited,(hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in clause 17, 28, and 39.1 of the Draft Scheme of Arrangement amongst Renaissance Advanced Consultancy Limited ("RACL") and Renaissance Consultancy Services Limited ("RCSL") and Renaissance Stocks Limited ("RSL") and Revathi Equipment Limited ("REL") and Semac Consultants Private Limited ("SCPL") and Renaissance Corporate Consultants Limited ("RCCL") and their respective shareholders and creditors (hereinafter referred to as "Scheme") is presented under Sections 230 to 232 read with Section 66 and other applicable provisions of The Companies Act, 1956/The Companies Act, 2013, and the rules and regulations made thereunder with reference to its compliance with the applicable Accounting Standards notified under the Section 133 of The Companies Act, 2013 and other Generally Accepted Accounting Principles.

The responsibility for the preparation of the 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 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, 2013.

S.S. KOTHARI MEHTA & COMPANY NEW DELHI CHARTERED ACCOUNTANTS

For Revathi Equipment Limited

K.Maheswaran
Company Secretary

For ease of references, clause 17, clause 28, and clause 39.1of the Scheme, duly authenticated on behalf of the Company, is reproduced in Annexure 1 to this Certificate and is initiated by us only for the purposes of identification.

Restriction on use

This Certificate is issued at the request of the Company, pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to National Company Law Tribunal, Bombay Stock Exchange Limited and National Stock Exchange Limited. This Certificate should not be used for any other purpose without our prior written consent.

For **S.S. Kothari Mehta & Co.**
(Chartered Accountants)
Firm Reg. No. 000756N

S.S. KOTHARI MEHTA & COMPANY
NEW DELHI
CHARTERED ACCOUNTANTS

Place: Delhi
Date: 30.06.2020
UDIN: 20095960AAAAFP2631

(Neeraj Bansal)
(Partner)
Membership No. 095960

For Revathi Equipment Limited

K.Maheswaran
Company Secretary

S S KOTHARI MEHTA
& COMPANY
CHARTERED ACCOUNTANTS

Annexure 1

Relevant extract of the Draft Scheme of Arrangement amongst Renaissance Advanced Consultancy Limited ("RACL") and Renaissance Consultancy Services Limited ("RCSL") and Renaissance Stocks Limited ("RSL") and Revathi Equipment Limited ("REL") and Semac Consultants Private Limited ("SCPL") and Renaissance Corporate Consultants Limited ("RCCL") and their respective shareholders and creditors (hereinafter referred to as "Scheme") presented under Sections 230 to 232 read with Section 66 and other applicable provisions of The Companies Act, 2013.

17 ACCOUNTING TREATMENT IN THE BOOKS OF REL

Upon the Scheme becoming effective and with effect from the Appointed Date, REL shall account for the amalgamation in its books as per Indian Accounting Standards ('IndAS') inter-alia taking into consideration the Pooling of Interest method prescribed under Appendix C of IndAS 103 – Business Combinations and principles of any other applicable IndAS.

28 ACCOUNTING TREATMENT IN THE BOOKS OF REL

Upon the Scheme becoming effective and with effect from the Appointed Date, REL shall account for the amalgamation and the cancellation of investments held by it in SCPL in its books as per IndAS inter alia taking into consideration the Pooling of Interest method prescribed under Appendix C of IndAS 103 – Business Combinations and principles of any other applicable IndAS.

39 ACCOUNTING TREATMENT

39.1 In the books of REL

39.1.1 Upon the Scheme becoming effective and with effect from Appointed Date, REL shall reduce the book value of assets and liabilities pertaining to the Demerged Undertaking 2 which are transferred to and vested in RCCL from the total book value of assets and liabilities appearing in its books;

39.1.2 The book value of assets and liabilities transferred to RCCL shall be adjusted against its general reserve or retained earnings account in accordance with the applicable accounting principles as may be applicable under the Act. If the net assets transferred is more than general reserves or retained earnings, same should be reflected as capital reserve.

S.S. KOTHARI MEHTA & COMPANY * NEW DELHI * CHARTERED ACCOUNTANTS

For Revathi Equipment Limited

K.Maheswaran
Company Secretary