

**Independent Auditor's Examination Report on the Restated Consolidated Statement of Assets and Liabilities as at December 31, 2022, March 31, 2022, March 31, 2021, and March 31, 2020, the Restated Statement of Profit and Loss (including Other Comprehensive Income), Restated Statement of Changes in Equity, Restated Cash- flow Statement, Summary Statement of Significant Accounting Policies and Other Explanatory Information for each of the period ended December 31, 2022, and the years ended March 31, 2022, March 31, 2021, and March 31, 2020.**

To

**The Board of Directors**

**IKIO Lighting Limited (Formerly Known as IKIO Lighting Private Limited)**

411, Arunachal Building, 19 Barakhamba Road,

Connaught Place, New Delhi-110001

Dear Sirs,

1. We have examined the attached Restated Consolidated Financial Information of **IKIO Lighting Limited (Formerly Known as IKIO Lighting Private Limited)** (the "**Company**" or "**Issuer**"), and its Group Companies/entities which are under common control of the promoter group (The Company and its Group Companies/entities which are under common control of promoter group together referred to as "**the Group**") comprising of Restated Consolidated Balance Sheet as at December 31, 2022, March 31, 2022, 2021 and 2020, the Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Statement of Changes in Equity and Restated Consolidated Statement of Cash Flows for the period/years ended December 31, 2022, March 31, 2022, 2021 and 2020 and related notes, including a summary of significant accounting policies and other explanatory information (hereinafter referred as '**Restated Consolidated Financial Information**'). as approved by the Board of Directors of the Company at their meeting held on May 12, 2023 for the purpose of inclusion in the Red Herring Prospectus ("**RHP**") and the Prospectus ("**Prospectus**") prepared by the Company in connection with its proposed Initial Public Offer of equity shares ("**IPO**") prepared in terms of the requirements of:
  - a. Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended (the "**Act**");
  - b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**ICDR Regulations**"); and
  - c. The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("**ICA**"), as amended from time to time (the "**Guidance Note**").

#### **Management's Responsibility for the Restated Consolidated Financial Information**

2. The Company's Board of Directors is responsible for the preparation of the **Restated Consolidated Financial Information** for the purpose of inclusion in the RHP and Prospectus to be filed with Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited, and the Registrar of Companies, Delhi in connection with the proposed IPO. The Restated Financial Information have been prepared by the management of the Company on the basis of preparation stated in note 2(a) to the Restated Consolidated Financial Information. The Company's Board of Directors responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the restated financial information. The Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note read with SEBI Regulations, as applicable in connection with the IPO.

#### **Auditors' Responsibilities**

3. We have examined such Restated Financial Information taking into consideration:



Head Office: Raj Tower-I, G-1, Alaknanda Community Center, New Delhi-110 019, India

Ph: +91-11-26025140 E-mail: bgjc@bgjc.in

Delhi Mumbai Noida Ranchi Udaipur

GSTIN: 07AAAFB0028K1ZW

- a. The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 1 May, 2022 in connection with the proposed IPO of equity shares of the Company;
- b. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
- c. Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and
- d. The requirements of Section 26 of the Act and the ICDR Regulations.

Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note read with SEBI Regulations, as applicable, in connection with the IPO.

#### **Restated Consolidated Financial Information**

4. These Restated Consolidated Financial Information have been compiled by the management from:
  - a. Audited Ind AS financial statements of the Group for the period ended December 31, 2022 prepared in accordance with Indian Accounting Standard 34 "Interim Financial Reporting" as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on March 25, 2023. It may be noted that Fine Technologies (India) Private Limited, IKIO Solutions Private Limited, Royalux Lighting Private Limited and Royalux Export Private Limited have become subsidiaries of the Company with effect from September 12, 2022 and accordingly, the financial information presented for the period ended December 31, 2022 contains consolidated information of the subsidiaries from September 12, 2022 to December 31, 2022. The period(s) prior to September 12, 2022 that have been mentioned in the Restated Consolidated Financial Information pertain to the Company.
  - b. Audited Ind AS financial statements of the Company for the year ended March 31, 2022, prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on June 22, 2022. The comparative information for the year ended March 31, 2021 included in such financial statements have been prepared by making Ind AS adjustments to the audited financial statements of the Company as at and for the year ended March 31, 2021, prepared in accordance with the accounting standards, notified under the Section 133 of the Act ("Indian GAAP") which was approved by the Board of Directors at their meeting held on November 29, 2021.
  - c. The audited special purpose Ind AS financial statements as at and for the year ended March 31, 2020 prepared on the basis as described in Note 2(i) to the Restated Financial Information, which have been approved by the Board of Directors at their meeting held on June 22, 2022.
  - d. The audited special purpose financial statements of Fine Technologies (India) Private Limited, IKIO Solutions Private Limited, Royalux Lighting Private Limited and Royalux Export Private Limited, have been prepared for the sole purpose of using the financial statements in preparation of "Restated Consolidated Financial Information" of IKIO Lighting Limited (Formerly Known as IKIO Lighting Private Limited). These special purpose financials have been drawn under Ind AS, as required for the purpose of presenting the Restated Consolidated Financial Information in Red Herring Prospectus (RHP) of IKIO Lighting Limited (Formerly Known as IKIO Lighting Private Limited). These special purpose audited financial statements of Fine Technologies (India) Private Limited, IKIO Solutions Private Limited, Royalux Lighting Private Limited and Royalux Export Private Limited have been approved by the respective Board of Directors/ Management at their respective meetings held on March 23, 2023, March 23, 2023, March 25, 2023 and March 23, 2023.

#### **Auditors' Report**

5. For the purpose of our examination, we have relied on:
  - a. Auditors' report issued by us dated March 25, 2023 on the financial statements of the Group as at and for the period ended December 31, 2022.
  - b. Auditors' report issued by us dated June 22, 2022 on the financial statements of the Company as at and for the year ended March 31, 2022 which included the comparative numbers for the year ended March 31, 2021 as referred in Paragraph 4 above;



- c. Auditors' report issued by us dated June 22, 2022 on the special purpose Ind AS Financial statements as at and for the year ended March 31, 2020 as referred in Paragraph 4 above.
- d. For the purpose of Special purpose audit report referred in para 5(b) above, we have relied on Auditors' Report issued by the previous auditors dated December 18, 2020 on the financial statements of the Company as at and for the year ended March 31, 2020.

The statutory audit under section 143 (10) of the Act for the financial year ended March 31, 2020 was conducted by the Company's previous auditors, M/s. Shiv Saroj & Associates, Chartered Accountants ("the Previous Auditors").

#### Auditors' Opinion

6. Based on our examination and according to the information and explanations given to us and based on the para 4 above, we report that the Restated Financial Information:
  - a. have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended March 31, 2022, 2021 and 2020 and the period ended December 31, 2022.
  - b. have been prepared in accordance with the Act, ICDR Regulations and the guidance note, as applicable.
  - c. There were no qualifications in auditor's report on the audited financial statements of the Company for the financial years ended March 31, 2022, 2021 and 2020 and the period ended December 31, 2022 which require any adjustments to the restated financial information.
7. 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.
8. The Restated Financial Information does not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited Ind AS financial statements / audited special purpose Ind AS financial statements mentioned in paragraph 4 above.
9. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us or the Previous Auditors, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
10. We have no responsibility to update our report for events and circumstances occurring after the date of the report. Our report is intended solely for use of the Board of Directors for the purpose for inclusion in the RHP and Prospectus to be filed with Securities and Exchange Board of India, BSE Limited and National Stock exchange of India Limited and the Registrar of Companies, Delhi in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. 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.

For **BGJC & Associates LLP**

Chartered Accountants

ICAI Firm Registration No. 003304N/N500056



**Pranav Jain**

Partner

Membership No. 098308



UDIN: 23098308BGVLQF1275

Date: May 12, 2023

Place: Noida