

The Board of Directors

Ceigall India Limited

A - 898, Tagore Nagar,
Opp. KVM School,
Ludhiana - 141001
Punjab, India

ICICI Securities Limited

ICICI Venture House, Appasaheb Marathe Marg,
Prabhadevi, Mumbai – 400 025
Maharashtra, India

JM Financial Limited

7th Floor, Cnergy,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai - 400 025
Maharashtra, India

IIFL Securities Limited

10th Floor, IIFL Centre,
Kamla City, Senapati Bapat Marg
Lower Parel (West)
Maharashtra, India

(ICICI Securities Limited, JM Financial Limited, IIFL Securities Limited and any other book running lead managers appointed by the Company are collectively referred to as the “Book Running Lead Managers” or the “BRLMs”)

Dear Sir/Ma’am,

Re: Proposed initial public offering of equity shares of face value of ₹ 5 each (the “Equity Shares”) of Ceigall India Limited (the “Company” and such initial public offering, the “Offer”)

Based on the Restated Consolidated Financial Information of the Company and its subsidiaries for the financial years ended March 31, 2024, March 31, 2023, March 31, 2022, and un-audited books of account for the period 1st April 2024 to July 24, 2024 in accordance with the Companies Act, 2013, read with the rules made thereunder, each as amended (the “Companies Act”), and the applicable accounting standards, and restated in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “Restated Consolidated Financial Information”), the books of accounts, agreements, invoices, statutory records maintained by the Company, minutes of the meetings of the board of directors of the Company, minutes of annual general meetings and extra-ordinary general meetings of the Company, relevant statutory registers, copies of arrangements/work orders, etc., executed between related parties; as defined in IND AS 24; for all material transactions, wherever applicable and other relevant documents including information and explanation provided to by the management, nothing has come to our attention to indicate that given below for the aforementioned period is materially misstated.

- (i) the transactions and the related parties mentioned in **Annexure 48 and 49(A)** of the Restated Consolidated Financial Information and included herewith as **Annexure I** (the “**Related Party Transactions**”) are the only related party transactions; which came to our attention; (as defined under the Indian Accounting Standard IND-AS 24 issued by the Institute of Chartered Accountants of India and covered under Section 188(2) of Companies Act) for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 involving the Company and the only related parties in relation to the Company;
- (ii) all Related Party Transactions, as mentioned in **Annexure I** are legitimate business transactions and the profits from the aforesaid related party transactions have arisen from legitimate business transactions;
- (iii) all related party transactions, unless otherwise disclosed in the Restated Consolidated Financial Statements or audited financial statements of the Company and the board resolution mentioned above, been on an arm’s length basis;
- (iv) there have not been any transactions with parties with whom the Company, or its related parties have a relationship that enables the parties to negotiate terms that may not be available from other, more clearly independent parties on an arm’s length basis;
- (v) related party transactions with the entities covered under the Companies Act requiring consents or approval from the board of directors or shareholders of the Company have been duly obtained, as applicable;
- (vi) there are no related party transactions which came to our attention that are not disclosed, or that are not fully disclosed, in the Restated Financial Statements; and
- (vii) all related party transactions entered into for the period disclosed in the red herring prospectus and prospectus have been entered into by the Company in accordance with the companies act after taking necessary consents and approvals from the board of directors and/or from the shareholders of the Company and at an arm’s length basis.

In addition to the processes carried out as set out above, at the request of the Book Running Lead Managers, we have also examined the unaudited management accounts of the Company for the period from April 01, 2024 to July 24, 2024. In addition, we have:

- (i) read the minutes of the meetings of the shareholders of the Company and the board of directors of the Company held since – April 1, 2024 to July 24, 2024 as set forth in the minute books; and
- (ii) queried the chief financial officer of the Company on the nature of the Related Party Transactions, post April 1, 2024 and until July 24, 2024 and if the profits arisen from such transactions have arisen pursuant to legitimate business transactions.

Based on the procedures carried out as set out above, nothing has come to our attention to indicate that given below for the aforementioned period is materially misstated.:

- (i) the profits of the Company from Related Party Transactions, during the period beginning from April 01, 2024 until July 24, 2024 have arisen pursuant to legitimate business transactions;
- (ii) list of related parties for the period from April 1, 2024 to July 24, 2024 is included herewith as **Annexure II**;
- (iii) all Related Party Transactions have been carried out on an arm’s length basis and are legitimate business transactions; and there have been no transactions with parties with whom the Company or its related parties have a relationship that enables the parties to negotiate terms that may not be available for other independent parties on an arm’s length basis.

Basis any information or communication received by us from the company in writing, we confirm that we will immediately inform any changes in writing to the above information to the Book Running Lead Managers until the date when the Equity Shares commence trading on the stock exchanges where the Equity Shares are proposed to be listed (the “**Stock Exchanges**”). In the absence of any such communication from us, the above information should be considered as updated information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we confirm that the information in this certificate is accurate and factually correct. We have conducted our examination in accordance with the applicable guidance note issued by the Institute of Chartered Accountants of India (the “**ICAI**”) which requires that we comply with ethical requirements of the Code of Ethics issued by the ICAI and accordingly, we confirm that we have complied with such Code of Ethics issued by the ICAI.

This certificate is for information and for inclusion (in part or full) in the red herring prospectus and the prospectus to be filed in relation to the Offer or any other Offer related material, and may be relied upon by the Company, the Book Running Lead Managers and the legal advisors to each of the Company and the Book Running Lead Managers. We hereby consent to the submission of this certificate as may be necessary to the Securities and Exchange Board of India, the Registrar of Companies, Punjab and Chandigarh, the Stock Exchanges and any other regulatory authority and/or for the records to be maintained by the Book Running Lead Managers and in accordance with applicable law.

Yours faithfully,

For BD Bansal & Co.
Chartered Accountants
Firm Regn. No. 000621N

(Anil Kumar Gupta)
Partner
M. No. 089988

Place: Ludhiana
Date: 26.07.2024

UDIN: 24089988BKELJA4734

Encl.: As above

CC:

Legal Counsel to the Company as to Indian Law

Shardul Amarchand Mangaldas & Co
Amarchand Towers
216, Okhla Industrial Estate Phase III
New Delhi 110 020
Delhi, India

Legal Counsel to the Book Running Lead Managers as to Indian Law

Trilegal
One World Centre,
10th floor, Tower 2A & 2B,
Senapati Bapat Marg, Lower Parel
Mumbai 400 013
Maharashtra, India

Annexure I

Nature of Party	Details of transactions	Amount in INR Million		
		31-Mar-24	31-Mar-23	31-Mar-22
Key Managerial Personnel	Mr. MP Singh			
	Director Remuneration	-	12.04	22.04
	Dividend Paid	-	3.32	-
	Purchase of land	-	-	-
	Balance Payable	-	0.02	0.48
Non-Executive & Independent Director	Mr. MP Singh			
	Director Remuneration	12.00	-	-
	Dividend Paid	6.64	-	-
	Purchase of land	52.46	-	-
	Balance Payable	0.03	-	-
Key Managerial Personnel	Ramneek Sehgal			
	Director Remuneration	377.61	186.98	146.82
	Dividend Paid	30.64	23.12	-
	Purchase of land	-	-	29.00
	Rent Received	6.08	-	-
	Rent Paid	0.30	-	-
	Balance Payable	51.01	30.26	2.21
	Balance Receivable	-	-	-
	Purchase stake in Joint Venture	10.00	-	-
Key Managerial Personnel	Bhagat Singh			

	Salary	-	3.55	2.15
	Balance Payable	-	0.26	0.13
Key Managerial Personnel	Puneet Singh Narula			
	Salary	8.08	-	-
	Balance Payable	1.07	-	-
Key Managerial Personnel	Kapil Aggarwal			
	Salary	4.36	1.99	-
	Balance Payable	0.43	0.26	-
Key Managerial Personnel	Sanchit Arora			
	Salary	0.92	0.76	0.29
	Balance Payable	0.12	0.05	0.05
Relative of Key Management Personnel	Parmjit Kaur			
	Salary	9.60	9.63	9.68
	Dividend Paid	19.56	1.98	-
	Purchase of land	16.00	-	72.50
	Balance Payable	0.74	0.15	0.71
Relative of Key Management Personnel	Simran Sehgal			
	Salary	4.80	4.83	4.88
	Dividend Paid	6.60	3.30	-
	Balance Payable	3.13	-	0.35
Relative of Key Management Personnel	Avneet Luthra			
	Salary	2.40	2.40	1.95
	Dividend Paid	0.04	0.02	-
	Balance Payable	0.16	0.16	0.20

Relative of Key Management Personnel	Kanwaldeep Singh Luthra			
	Dividend Paid	0.01	0.01	-
	Balance Payable	-	-	1.60
Enterprises over which Key Management Personnel and their relatives are able to exercise significance influence	M/s. Ramneek Sehgal & Sons(HUF)			
	Dividend Paid	54.36	27.18	-
Non-Executive and Independent Directors	Arun Goyal			
	Sitting fees	0.09	-	-
	Balance Payable	0.08	-	-
Non-Executive and Independent Directors	Vishal Anand			
	Sitting fees	0.09	-	-
	Balance Payable	0.08	-	-
Non-Executive and Independent Directors	Gurpreet Kaur			
	Sitting fees	0.06	-	-
	Balance Payable	0.05	-	-
Non-Executive and Independent Directors	Anisha Motwani			
	Director Remuneration	0.56	-	-
	Sitting fees	0.02	-	-
	Balance Payable	0.52	-	-
Joint Venture	M/S R.K. Infra			

	Purchase of Materials & Fixed Assets	6.59		
	Sale of Materials & Fixed Assets	197.29		
	Expenditure of Contract Work	164.55		
	Hiring Charges	4.66		
	Balance Payable	0.98		
	Balance Receivable	87.75		
	Investments in R K Infra	10.00		
	Balance in Investment in R K Infra	10.00		
Enterprises over which Key Management Personnel & their relatives are able to exercise Significance Influence	M/S R.K. Infra			
	Purchase of Materials & Fixed Assets	101.89	-	3.80
	Sale of Materials & Fixed Assets	1,041.25	474.27	6.17
	Expenditure of Contract Work	2,742.23	1,141.87	130.72
	Hiring Charges	21.65	26.04	-
	Balance Payable	-	2.91	0.05
	Balance Receivable	-	48.67	-

	Investments in R K Infra	-	-	-
	Balance in Investment in R K Infra	-	-	-
Enterprises over which Key Management Personnel & their relatives are able to exercise Significance Influence	Ceigall Hospitality			
	Purchases	25.50	21.17	11.22
	Reimbursement of Expenses	-	-	0.10
	Balance (Payable)/Receivable	(1.01)	(0.09)	0.62
Enterprises over which Key Management Personnel & their relatives are able to exercise Significance Influence	Ceigall Highway			
	Advance for Contract Work	-	-	-
	Contract Work	-	-	5.85
	Balance Receivable	-	0.80	0.80
Enterprises over which Key Management Personnel & their relatives are able to exercise Significance Influence	Ceigall Foundation			
	Donation	0.01	-	-
Enterprises over which Key Management Personnel & their relatives are able to exercise Significance Influence	JB & Co.			
	Purchases	-	-	26.99
	Contract Working	-	-	324.28
	Purchase of Fixed Assets & Others	-	-	1.34

	Royalty Income not taken	-	-	10.51
	Sales	-	-	0.22
	Expenses Reimbursed Recovered	-	-	0.62
	Retention Money Payable to JB & Co.	-	-	18.40
	Balance Receivable/Payable	-	-	51.28
Enterprises over which Key Management Personnel & their relatives are able to exercise Significance Influence	KSL Consultant			
	Consultant Fees	6.60	4.80	3.00
	Balance Payable	0.43	0.43	-

Note: The transactions reported above are excluding GST

Annexure II

	Details of transactions	Amount in INR Million
Nature of Party	Name of Related Party	01/04/2024 to 24/07/2024
Non-Executive and Independent Directors	Mr. MP Singh	
	Director Remuneration	3.00
	Dividend Paid	-
	Purchase of land	-
	Balance Payable	0.10
Key Managerial Personnel	Ramneek Sehgal	
	Director Remuneration	30.60
	Dividend Paid	-
	Purchase of land	-
	Rent Received	2.10
	Rent Paid	0.08
	Balance Payable	5.84
	Balance Receivable	0.50
	Purchase stake in Joint Venture	-
Key Managerial Personnel	Puneet Singh Narula	
	Salary	2.39
	Balance Payable	-

Key Managerial Personnel	Kapil Aggarwal	
	Salary	1.11
	Balance Payable	-
Key Managerial Personnel	Sanchit Arora	
	Salary	0.14
	Balance Payable	-
Key Managerial Personnel	Utkarsh Gupta	
	Salary	0.20
	Balance Payable	-
Relative of Key Management Personnel	Parmjit Kaur	
	Salary	2.40
	Dividend Paid	-
	Purchase of land	-
	Balance Payable	0.69
Relative of Key Management Personnel	Simran Sehgal	
	Salary	1.20
	Dividend Paid	-
	Balance Payable	0.30
Relative of Key Management Personnel	Avneet Luthra	
	Salary	0.60
	Dividend Paid	-
	Balance Payable	-
Relative of Key Management Personnel	Kanwaldeep Singh Luthra	
	Dividend Paid	-

	Balance Payable	-
Enterprises over which Key Management Personnel and their relatives are able to exercise significance influence	M/s.Ramneek Sehgal & Sons(HUF)	
	Dividend Paid	-
Non-Executive and Independent Directors	Arun Goyal	
	Sitting fees	0.05
	Balance Payable	-
Non-Executive and Independent Directors	Vishal Anand	
	Sitting fees	0.04
	Balance Payable	-
Non-Executive and Independent Directors	Gurpreet Kaur	
	Sitting fees	0.04
	Balance Payable	-
Non-Executive and Independent Directors	Anisha Motwani	
	Director Remuneration	1.00
	Sitting fees	0.04
	Balance Payable	-
Joint Venture	M/S R.K. Infra	
	Purchase of Materials & Fixed Assets	8.09

	Sale of Materials & Fixed Assets	192.68
	Expenditure of Contract Work	390.32
	Hiring Charges	4.53
	Balance Payable	26.71
	Balance Receivable	22.78
	Investments in R K Infra	-
	Balance in Investment in R K Infra	10.00
Enterprises over which Key Management Personnel & their relatives are able to exercise Significance Influence	Ceigall Hospitality	
	Purchases	9.24
	Reimbursement of Expenses	-
	Balance (Payable)/Receivable	(3.21)
Enterprises over which Key Management Personnel & their relatives are able to exercise Significance Influence	Ceigall Highway	
	Advance for Contract Work	-
	Contract Work	-
	Balance Receivable	-
Enterprises over which Key Management Personnel & their relatives are able to	Ceigall Foundation	

exercise Significance Influence	Donation	-
Enterprises over which Key Management Personnel & their relatives are able to exercise Significance Influence	JB & Co.	
	Purchases	-
	Contract Working	-
	Purchase of Fixed Assets & Others	-
	Royalty Income not taken	-
	Sales	-
	Expenses Reimbursed Recovered	-
	Retention Money Payable to JB & Co.	-
	Balance Receivable/Payable	-
Enterprises over which Key Management Personnel & their relatives are able to exercise Significance Influence	KSL Consultant	
	Consultant Fees	1.20
	Balance Payable	-

Note: The transactions reported above are excluding GST