

Date : September 24, 2023

To:

The Board of Directors,

IRM Energy Limited

4th Floor, Block 8, Magnet Corporate Park,
Near Sola Bridge, S.G. Highway
Ahmedabad 380054
Gujarat, India

Dear Sirs/Madams,

Sub: Statement of possible special tax benefit (the "Statement") available to IRM Energy Limited (the "Company"), to its subsidiary company, to its jointly controlled entities and its shareholders prepared to comply with the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018 as amended (the "SEBI ICDR Regulations) in connection with the proposed initial public offering of equity shares of face value of ₹ 10 each (the "Equity Shares") of the Company (such offering, the "Issue")

We, Mukesh M. Shah & Co, Chartered Accountants, hereby confirm that the enclosed **Annexure A**, prepared by the Company and initialed by us for identification purpose ("Statement") for the Offer, provides the possible special tax benefits available to the Company, its subsidiary company, its jointly controlled entities and to its shareholders under direct tax and indirect tax laws presently in force in India, including the Income-tax Act, 1961, Goods and Services Tax Act, 2017, Value Added Tax Act, 2013 and The Central Excise Act, 1944 (read with the rules, circulars and notifications issued in connection thereto) Several of these benefits are dependent on the Company, its subsidiary, its jointly controlled entities or its shareholders fulfilling the conditions prescribed under the relevant statutory provisions. Hence, the ability of the Company, its subsidiary company, its jointly controlled entities and/or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on business imperatives the Company faces in the future, the Company may or may not choose to fulfill.

This statement of possible special tax benefits is required as per Schedule VI (Part A)(9)(L) of the SEBI ICDR Regulations. While the term 'special tax benefits' has not been defined under the SEBI ICDR Regulations, for the purpose of this Statement, it is assumed that with respect to special tax benefits available to the Company, its subsidiary and its jointly controlled entities, the same would include those benefits as enumerated in the **Annexure A**. Any benefits under the taxation laws other than those specified in the Annexure A are considered to be general tax benefits and therefore not covered within the ambit of this Statement. Further, any benefits available under any other laws within or outside India, except for those mentioned in the **Annexure A** have not been examined and covered by this statement.

The benefits discussed in the enclosed Statement are not exhaustive. The Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Offer.

In respect of non-residents, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.

We do not express any opinion or provide any assurance as to whether:

1. the Company or its shareholders will continue to obtain these benefits in the future; or
2. the conditions prescribed for availing of the benefits, where applicable have been/would be met with.



MUKESH M. SHAH & CO.

CHARTERED ACCOUNTANTS

The contents of the enclosed Statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

We have conducted our review in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' issued by the Institute of Chartered Accountants of India ("ICAI") which requires that we comply with ethical requirements of the Code of Ethics issued by the ICAI. We hereby confirm that while providing this statement we have complied with the Code of Ethics issued by the ICAI.

We hereby consent to be named an "expert" under the Companies Act, 2013, as amended, and our name may be disclosed as an expert to any applicable legal or regulatory authority insofar as may be required, in relation to the statements contained therein. We further confirm that we are not and have not been engaged or interested in the formation or promotion or management of the Company.

We have carried out our work on the basis of the restated audited financial information statements for the financial years ending March 31, 2023, March 31, 2022 and March 31, 2021 and for the three months ended June 30, 2023 and June 30, 2022 and other documents, public domain and information made available to us by the Company, which has formed substantial basis for this Statement. Accordingly, we do not express any form of opinion on the financial statements or other information. While we use reasonable efforts to furnish accurate and up-to-date information, we do not warrant that any information contained in or made available through the Company or the public domain is accurate, complete, reliable, current or error-free. Any change in the information made available to us by the Company which forms substantial basis of our verification, subsequent to the issuance of this Statement has not been considered.

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.

We hereby consent to the extracts of this statement and the Statement being used in the Red Herring Prospectus, and the Prospectus and in any other material used in connection with the Offer and other Offer related materials.

Yours faithfully,

For and on behalf of,
Mukesh M. Shah & Co.
Chartered Accountants

Firm Registration Number: 106625W



Harsh P. Kejriwal
Partner

Membership No.: 128670

UDIN: 23128670BGWGSJ5296

Date : September 24, 2023

Place : Ahmedabad



Annexure A**Statement of Tax Benefits****STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY, ITS SUBSIDIARY COMPANY, ITS JOINTLY CONTROLLED ENTITIES AND THE SHAREHOLDERS OF THE COMPANY UNDER THE APPLICABLE DIRECT AND INDIRECT TAX LAWS IN INDIA**

This statement of possible special tax benefits is required as per Schedule VI (Part A) (9)(L) of the SEBI ICDR Regulations. While the term '*special tax benefits*' has not been defined under the SEBI ICDR Regulations, for the purpose of this Statement, it is assumed that with respect to special tax benefits available to the Company, the same would include those benefits as enumerated in this Annexure. Any benefits under the taxation laws other than those specified in this Annexure are considered to be general tax benefits and therefore not covered within the ambit of this Statement. Further, any benefits available under any other laws within or outside India, except for those mentioned in this Annexure have not been reviewed and covered by this statement.

I. Special Direct tax benefits available to the Company

There are no special tax benefits available to the Company. The general tax benefits those are available to all registered companies have not been enumerated here. Those statutory provisions would be applicable as per the prevailing laws in the respective circumstances.

II. Special Indirect tax benefits available to the Company

There are no special tax benefits available to the Company. The general tax benefits those are available to all registered companies have not been enumerated here. Those statutory provisions would be applicable as per the prevailing laws in the respective circumstances.

III. Special Direct tax benefits available to the subsidiary company and jointly controlled entities

There are no special tax benefits available to the subsidiary company and jointly controlled entities except as mentioned below.

Venuka Polymers Private Limited is registered as eligible startup by Department for Promotion of Industry and Internal Trade. This certificate is valid for ten years from the date of its incorporation (i.e 19/12/2019), provided the turnover for any of the financial years out of 10 years has not exceeded Rs 100 Crore. As per Section 80-IAC of Income Tax Act, 1956; special tax benefit is available to such eligible startup company. As per said section, eligible startup company are exempt for one hundred per cent of the profits and gains derived from such business for three consecutive assessment years out of ten years. Venuka Polymers Private Limited has not yet availed above benefit for any previous years.

The general tax benefits those are available to all registered companies have not been enumerated here. Those statutory provisions would be applicable as per the prevailing laws in the respective circumstances.

IV. Special Indirect tax benefits available to the subsidiary company and jointly controlled entities

There are no special tax benefits available to the subsidiary company and jointly controlled entities. The general tax benefits those are available to all registered companies have not been enumerated here. Those statutory provisions would be applicable as per the prevailing laws in the respective circumstances.



V. Special tax benefits available to Shareholders

There are no special tax benefits available to any of the shareholders of the Company. The general tax benefits those are available to all the persons above have not been enumerated here. Those statutory provisions would be applicable as per the prevailing laws in the respective circumstances.

Notes:

- i. The above Statement sets out the special tax benefits available to the Company, its subsidiary company, its jointly controlled entities and its shareholders under the tax laws mentioned above.
- ii. The above Statement covers only above-mentioned tax laws benefits and does not cover any general tax benefits under any other law.
- iii. This Statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.
- iv. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

This statement does not discuss any tax consequences under any law for the time being in force, as applicable of any country outside India. The [shareholders / investors] are advised to consult their own professional advisors regarding possible tax consequences that apply to them in any country other than India.



MUKESH M. SHAH & CO.

CHARTERED ACCOUNTANTS

Date: September 24, 2023

To:

The Board of Directors,

IRM Energy Limited

4th Floor, Block 8, Magnet Corporate Park,
Near Sola Bridge, S.G. Highway
Ahmedabad 380054
Gujarat, India

HDFC Bank Limited

Investment Banking Group
Unit No. 401 & 402, 4th Floor,
Tower B, Peninsula Business Park,
Lower Parel,
Mumbai 400 013
Maharashtra, India

BOB Capital Markets Limited

1704, B Wing, 17th Floor,
Parinee Crescenzo Bandra Kurla Complex,
Plot No. C38/39, G Block, Bandra
Mumbai 400051
Maharashtra, India

(HDFC Bank Limited and BOB Capital Markets Limited are appointed in relation to the Issue and are collectively referred to as the “**Book Running Lead Managers**” or “**BRLMs**” in relation to the Issue)

Re: Proposed initial public Issuing of equity shares of face value of ₹ 10 (the “Equity Shares”) of IRM Energy Limited (the “Company” and such Issuing, the “Fresh Issue”)

We, **Mukesh M. Shah Co.**, hereby consent to the use of our name as a statutory auditor in the updated draft red herring prospectus (“**UDRHP**”) of the Company to be submitted/filed with the Securities and Exchange Board of India (the “**SEBI**”) and any relevant stock exchange(s) where the equity shares of the Company are proposed to be listed (the “**Stock Exchanges**”), and the red herring prospectus (“**RHP**”) and the prospectus (“**Prospectus**”) which the Company intends to file with the Registrar of Companies, Gujarat at Ahmedabad (the “**RoC**”) and thereafter file with the SEBI and the Stock Exchanges and in any other document in relation to the Issue (collectively, the “**Issue Documents**”)

We confirm in relation to (i) our examination report dated September 19, 2023, 2023 on the restated consolidated financial information as of and for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 and as of and for the three months ended June 30, 2023 and June 30, 2022 prepared 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**”); and (ii) the statement of special tax benefits dated September 24, 2023 (the “**Statement of Tax Benefits**”);

The following information in relation to us may be disclosed in the Issue Documents:

Mukesh M. Shah & Co.
Chartered Accountants
Harsh P. Kejriwal
Membership No. 128670
Email id : harsh@mmsco.in
ICAI Firm Registration No. 106625W



MUKESH M. SHAH & CO.

CHARTERED ACCOUNTANTS

Address:

7th Floor, Heritage Chambers,
Azad Society Road,
B/h Bikanerwala/Sahajanand College,
Nehrunagar, Ambawadi,
Ahmedabad – 380015
Tel. No.: (D) (079) 26472002
Website – www.mmsco.in
Peer Review Number : 012234

Date of Appointment as a Auditor: December 1, 2015

Further, we consent to our name being used as “Statutory Auditor” or “Auditor” under the headings “Definitions and Abbreviations”, “General Information”, “Other Regulatory and Statutory Disclosures”, and other sections in the Issue Documents and references to us as required under Section 26 of the Companies Act, 2013, as amended, read with the SEBI ICDR Regulations, and as “Experts” as defined under the provisions of Section 2(38) of the Companies Act, 2013, as amended, to the extent applicable, and in our capacity as Auditors in relation to the Restated Consolidated Financial Information along with the report thereon and the Statement of Tax Benefits, issued by us, included in the Issue Documents of the Company.

We also consent to the inclusion of this letter as a part of “Material Contracts and Documents for Inspection” in connection with this Issue, which will be available for public for inspection from date of the RHP until the Bid/ Issue Closing Date.

We confirm that we will immediately inform any changes in writing to the above information to the Company and the Book Running Lead Managers until the date when the Equity Shares commence trading on 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 Issue.

This certificate is for information and for inclusion (in part or full) in the Issue Documents to be filed in relation to the Issue or any other Issue related material, and may be relied upon by the Company, the Book Running Lead Managers and the legal advisor to the Company and the Book Running Lead Managers. We hereby consent to the submission of this certificate as may be necessary to the SEBI, the ROC, 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.

The above consents are subject to the condition that we do not accept any responsibility for any reports or matters (including information sent to Merchant Bankers) or letters included in the Updated Draft Red Herring Prospectus. Neither we nor our affiliates shall be liable to any investor or merchant bankers or any other third party in respect of the proposed offering. Further, the Company agrees to indemnify us and our affiliates and hold harmless from all third party (including investors and merchant bankers) claims, damages, liabilities and costs arising consequent to our giving consent.

Nothing in the preceding paragraph shall be construed to (i) limit our responsibility for or liability in respect of the reports we have issued, covered by our consent above and are included in the Updated Draft Red Herring Prospectus or (ii) limit our liability to any person which cannot be lawfully limited or excluded under applicable laws or regulations or guidelines issued by applicable regulatory authorities.



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MUKESH M. SHAH & CO.

CHARTERED ACCOUNTANTS

We also authorise you to deliver a copy of this letter of consent pursuant to the provisions of the Companies Act, 2013 to SEBI, ROC, the stock exchanges or any other regulatory authorities as required by law.

Yours faithfully,

For and on behalf of
Mukesh M. Shah & Co.
Chartered Accountants

Firm Registration Number: 106625W

Harsh P. Kejriwal
Partner

Membership No.: 128670

UDIN: 23128670BGWGS1772

Place: Ahmedabad



CC:

Trilegal

One World Centre
10th Floor, Tower 2A & 2B,
Senapati Bapat Marg,
Lower Parel (West),
Mumbai 400 013
Maharashtra, India

J. Sagar Associates

Vakils House,
18 Sprott Road
Ballard Estate
Mumbai 400 001
Maharashtra, India

