

KHANDELWAL JAIN & CO.

CHARTERED ACCOUNTANTS

BRANCH OFFICE :
GF- 8 & 9, HANS BHAWAN
1, BAHADUR SHAH ZAFAR MARG,
NEW DELHI-110 002

Tel : 011-41534212,
23370091
Web. : www.kjco.net
E-mail: delhi@kjco.net

CONSENT LETTER FROM STATUTORY AUDITORS

To,

The Board of Directors

ACME India Industries Limited
(Formerly known as Acme India Industries Private Limited)
2nd Floor, Plot No.-34
Sector- 3, Dwarka
Delhi- 110078

Dear Sirs,

Sub: Consent towards the inclusion of our name in the Offer Document to be filed in connection with the proposed SME Initial Public Offer of Equity Shares ("IPO") of Acme India Industries Limited (the "Company").

We, **Khandelwal Jain & Co.**, Chartered Accountants, were appointed as the Statutory Auditors (the "**Auditors**") of the Company in its Annual General Meeting held on **26th April, 2024**, for the financial year 2024-25 to 2028-29 to hold office from the conclusion of this General Meeting until the conclusion of the next Annual General Meeting. The certified true copy of such resolution is included herewith as **Annexure A**. We confirm that our appointment as statutory auditors of the Company is in accordance with Section 139 of the Companies Act, 2013, as amended and read with the rules, circulars and notifications issued in relation thereto ("**Companies Act**").

We hereby consent to the inclusion of (a) our name as the "**Statutory Auditors**" in the Draft Offer Document/ Offer Document with regard to the proposed Initial Public Offer of the Equity Shares of the Company to be filed with SME platform of Exchange and the Registrar of Companies as the case may be, (b) our examination report dated September 27, 2025, issued with respect to the Restated Financial Information of the Company for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023, prepared in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**ICDR Regulations**"), the Generally Accepted Accounting Principles, the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India and Companies Act, 2013, as amended and read with the rules, circulars and notifications issued in relation thereto (the "**Restated Financial Information**"); (c) the Statement of Special Tax Benefits dated September 25, 2025 (the "**Special Tax Benefits Statement**"); as part of the Draft Red Herring Prospectus (DRHP) proposed to be filed with SME platform of Exchange and the Registrar of Companies as the case may be.

We also consent to the references to us as "Statutory Auditors" under the headings "Definitions and Abbreviations", "General Information", and "other sections" in such Draft Red Herring Prospectus and references to us as required under Section 26 of the Companies Act, 2013 (the "**Act**") read with the Regulations and as "Experts" as defined under Section 2(38) of the Act to the extent and in our capacity as an auditor and in respect of our reports issued by us included in the DRHP of the Issuer.

The following information in relation to us may be disclosed in the Offer Document:



HEAD OFFICE : 6-B & C, PIL COURT, 6TH FLOOR, 111, M. K. ROAD, CHURCH GATE, MUMBAI- 400 020
Tel. : 4311 5000 (MULTIPLE LINES) FAX : (91-22) 4311 5050 E-MAIL : kjco@kjco.net

Statutory Auditors' Firm Name: **Khandelwal Jain & Co.**, Chartered Accountants
Address: 8 & 9, Hans Bhawan, Ground Floor, 1, Bahadur Shah Zafar Marg,
Near I.T.O. Office, New Delhi - 110 002
Telephone: (+91-11) 41534212 / 23370091
Website: www.kjco.net
Email: delhi@kjco.net
Firm Registration Number: 105049W
Peer Review Certificate Number: 022040
Name of the Signing Partner: Naveen Jain
Membership Number: 511596
Email: naveenjain@kjco.net

We have subjected ourselves to the peer review process of the Institute of Chartered Accountants of India (the "ICAI") and hold a valid certificate issued by the Peer Review Board of the ICAI bearing no. **022040**, which is valid till **31st August, 2028**.

We confirm that we have not been engaged or interested in the formation or promotion of the Company. We further confirm that we satisfy the independence criteria, under applicable law, including the Companies Act, 2013, as amended and the relevant regulations/circulars issued by the ICAI.

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 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.

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

This certificate is issued for the sole purpose of the Offer, and can be used, in full or part, for inclusion in the (i) DRHP; (ii) RHP proposed to be filed with the Registrar of Companies and the Stock Exchanges; (iii) Prospectus proposed to be filed with the Registrar of Companies the Stock Exchanges; and (iv) any other documents or materials prepared in relation to the Offer, and for submission of this letter of consent as may be necessary, to any regulatory/statutory authority, stock exchanges, any other authority as may be required and/or for the records to be maintained by the Book Running Lead Managers in connection with the Offer and its accordance with the applicable law.

We also consent to the inclusion of this letter as a part of "Material Contracts and Documents for Inspection" in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/ Issue Closing Date including through online means on the website of the Company or for any other period as may be required.

This certificate may be relied upon by the Book Running Lead Managers, their affiliates, and legal counsel appointed in relation to the Offer for documenting and conducting their due diligence and due enquiry of the affairs of the Company in connection with the Offer. We hereby consent to extracts of, or reference to, this certificate being used in the Offer Documents or any other documents in connection with the Offer or this certificate being disclosed by the Book Running Lead Managers, if required. Further, we hereby consent to this certificate being disclosed by the Book Running Lead Managers, if required (i) by reason of any law, regulation, order or request of a court



or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defense in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

We undertake to immediately communicate, in writing, any changes to the above information/confirmations, as and when: (i) made available to us; or (ii) we become aware of any such changes, to the Book Running Lead Managers and the Company until the Equity Shares allotted/transferred in the Offer commence trading on the Stock Exchanges. In the absence of any such communication from us, the Company, the Book Running Lead Managers and the legal advisor appointed with respect to Offer can assume that there is no change to the information/confirmations forming part of this certificate and accordingly, such information should be considered to be true and accurate.

We confirm that the information above is true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead in its form or context.

All capitalised terms not defined herein would have the same meaning as attributed to it in the Offer Documents, as applicable.

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, or any other regulatory authorities as required by law.

For Khandelwal Jain & Co.
Chartered Accountants
Firm Registration No: 105049W



Naveen Jain
Partner



Membership No. 511596

UDIN: 25511596BmiWA06042

Place: New Delhi

Date: September 27, 2025

Annexure A: attached

Annexure A

ACME INDIA INDUSTRIES PRIVATE LIMITED

Regd. Off.: Plot No-34, Second Floor Dwarka Sector-3, New Delhi 110078
Ph.: +91-11-4164 2215 | CIN: U93090DL2021PTC391603

**CERTIFIED TRUE COPY OF RESOLUTION PASSED BY THE MEMBERS AT
EXTRA ORDINARY GENERAL MEETING OF ACME INDIA INDUSTRIES
PRIVATE LIMITED HELD ON FRIDAY, 26 APRIL 2024 AT REGISTERED OFFICE
OF THE COMPANY SITUATED AT 1 PLOT NO-34, SECOND FLOOR DWARKA
SECTOR-3, NEW DELHI, INDIA, 110078 BEGUN AT 11:30 A.M**

Appointment of M/s Khandelwal Jain & Co. Chartered Accountants (Firm Registration Number: 105049W) as statutory auditors under casual vacancy

“RESOLVED THAT pursuant to Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or enactment thereof for the time being in force) M/s Khandelwal Jain & Co. Chartered Accountants (Firm Registration Number: 105049W), be and is hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s SK Misra & Gujrati. (FRN – 014777N).

RESOLVED FURTHER THAT M/s Khandelwal Jain & Co. Chartered Accountants (Firm Registration Number: 105049W, be and are hereby appointed as Statutory Auditors of the Company from this Extra-Ordinary General Meeting and that they shall hold office of Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting at a remuneration as may be fixed by Board of Directors of the Company in consultation with the said Auditors.

RESOLVED FURTHER THAT any director of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient, or incidental for giving effect to this resolution and to file necessary e-forms with the Registrar of Companies.”

For ACME INDIA INDUSTRIES PRIVATE LIMITED
For ACME INDIA INDUSTRIES PVT. LTD.

SURAJ PANDEY Director
DIN:03062371

SADHVI PANDEY Director
DIN: 07883374



Annexure A

ACME INDIA INDUSTRIES PRIVATE LIMITED

Regd. Off.: Plot No-34, Second Floor Dwarka Sector-3, New Delhi 110078

Ph.: +91-11-4164 2215 | CIN: U93090DL2021PTC391603

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 Item No.1

Appointment of M/s Khandelwal Jain & Co. Chartered Accountants (Firm Registration Number: 105049W) as statutory auditors under casual vacancy

M/s SK Misra & Gujrati, (FRN – 014777N) have tendered their resignation letter dated 5th March 2024 from the position of Statutory Auditors of the Company due to their pre-occupation elsewhere, resulting into casual vacancy in the office of the statutory Auditors of the Company.

As envisaged by the section 139(8) of the Companies Act, 2013 ("Act") casual vacancy caused by the resignation of auditors can only be filled up by the Company in the general meeting. Board recommends that M/s Khandelwal Jain & Co. Chartered Accountants (Firm Registration Number: 105049W), be appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s SK Misra & Gujrati, (FRN – 014777N), till the conclusion of the ensuring annual general meeting of the Company.

M/s Khandelwal Jain & Co. Chartered Accountants (Firm Registration Number: 105049W), have conveyed their consent and eligibility to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under Companies Act, 2013(copy of consent letter dated 8th March 2024 placed before the members).

No directors, Key Managerial Personnel and their relatives are concerned and interested in the aforesaid resolution except to the extent of their shareholding and managerial interest in the Company.

Your Directors recommend the passing of the aforesaid resolution as an ordinary resolution.

For ACME INDIA INDUSTRIES PRIVATE LIMITED

For ACME INDIA INDUSTRIES PVT. LTD.

For ACME INDIA INDUSTRIES PVT. LTD.

SURAJ PANDEY
Director
DIN:03062371

Director

SADHVI PANDEY
Director
DIN: 07883374

Director





The Institute of Chartered Accountants of India

(Setup by an Act of Parliament)

Peer Review Board

Peer Review Certificate No.: 022040

This is to certify that the Peer Review of

M/s Khandelwal Jain & Co

6-B, Pil Court, 6th Floor,

111, Maharshi Karve Road, Churchgate,

Mumbai-400020

FRN.: 105049W

has been carried out for the period

2022-2025

pursuant to the *Peer Review Guidelines 2022*, issued by the Council of the Institute of Chartered Accountants of India.

This Certificate is effective from: 01-09-2025

The Certificate shall remain valid till: 31-08-2028

Issued at New Delhi on 04-09-2025

P. H. Khandelwal

**CA. Purushottamlal
Khandelwal**

**Chairman
Peer Review Board**

Gyan Chandra Misra

CA. Gyan Chandra Misra

**Vice-Chairman
Peer Review Board**

Mohit Baijal

CA. Mohit Baijal

**Secretary
Peer Review Board**

Note : The Certificate is issued on behalf of the Peer Review Board of ICAI and ICAI or any of its functionaries are not liable for any non-compliance by the Practice Unit. The Certificate can be revoked for the reason stated in the '*Peer Review Guidelines 2022*'.

