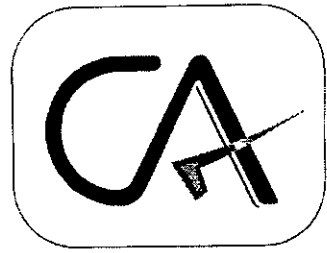


R. K. MALPANI & ASSOCIATES

CHARTERED ACCOUNTANTS,

103-A, SHYAM ANUKAMPA, O-11,
ASHOK MARG, C-SCHEME, JAIPUR-302001
TEL. NO. 0141-2364313, 2364513, 2364413
94140-70501(M), 98290-64513(M)
E-mail ID: rkmalpanica@hotmail.com, rkmalpanica@gmail.com



CERTIFICATE

The Board of Directors
RAJASTHAN GASES LIMITED
103, Roha Orion,
Near 33RD Road, TPS III, Bandra (W),
Mumbai-400050, Maharashtra, India

We, the statutory auditors of Rajasthan Gases Limited, (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in clause 2.4 of the Draft Scheme of Reduction of Share Capital of the Company in terms of the provisions of section 66(1) of the Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 2013 and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Draft 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 to examine and report whether the Draft 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 thereunder and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 2013.

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

FOR R.K. MALPANI & ASSOCIATES

CHARTERED ACCOUNTANTS

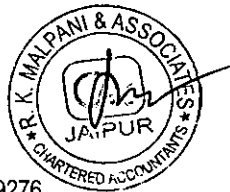
(FRR 002759C)



(JAGDISH BHALIA)

PARTNER

MEMBERSHIP NO. 409276



Place: Jaipur

Date: 08.03.2018