Annexure-10

KAILASH CHAND JAIN & CO.
Chartered Accountants
819, Laxmi Deep Building,
Laxmi Nagar District Center,
New Delhi-110092

SCV & CO. LLP
Chartered Accountants
B-41, Panchsheel Enclave,
New Delhi- 110017

Independent auditor's certificate on the proposed accounting treatment included in the draft scheme of arrangement pursuant to SEBI Master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20 June 2023, as amended from time to time ('the SEBI circular'), and sections 230 to 232 and other applicable provisions of the Companies Act, 2013, and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

To,
The Board of Directors,
REC Limited,
Core – 4, SCOPE Complex 7,
Lodhi Road, New Delhi – 110003, India

1. This certificate is issued in accordance with the terms of our engagement letter dated 09th June 2026.

2. We, the Joint Statutory auditors of REC Limited,(hereinafter referred to as "the Company"), have been requested by the management of the Company, to examine the proposed accounting treatment given in clause 18.2 of the Draft Scheme of merger between REC Limited (Transferor Company) and Power Finance Corporation Limited (Transferee Company) and their respective shareholders and creditors (hereinafter the "Draft Scheme"), in terms of the provisions of sections 230 to 232, and other applicable provisions of the Companies Act, 2013 ("the Act) and SEBI Master Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 ('SEBI Master Circular), with reference to its compliance with the applicable Accounting Standards notified under Section 133 of the Companies Act, 2013 and Other Generally Accepted Accounting Principles for the purpose of onward submission to stock exchanges, Securities and Exchange Board of India (SEBI) and the Registrar of Companies.

   The proposed accounting treatment, in respect of the Company, as specified in clause 18.2 of the Draft Scheme, duly authenticated on behalf of the Company, is reproduced in **Annexure-I** to this certificate ("the Statement") and has been initialed by us for identification purposes only.

Management Responsibility

3. The preparation of the Draft Scheme is the responsibility of the Management of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Draft Scheme and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances. The Draft Scheme has been approved by the Board of Directors.

4. The management of the Company is also responsible for ensuring that the Company complies with

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the relevant laws and regulations, including the applicable accounting standards as aforesaid and circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also provide relevant information to the MCA/NCLT and any other regulatory/government authority in connection with the Draft Scheme.

Auditors Responsibility

5. Our responsibility is to provide reasonable assurance in the form of an opinion pursuant to the requirements of Section 230 of the Companies Act, 2013 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and SEBI Master Circular on whether the accounting treatment as contained in clause 18.2 of the draft scheme of merger as reproduced in **Annexure-I** with respect to the company is in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder, and the applicable accounting standards prescribed under Section 133 of the Act read together with Rule 3 of the Companies (Indian Accounting Standards) Amendment Rules, 2015, as amended and Other Generally Accepted Accounting Principles in India.

6. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

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. Our examination did not extend to any aspects of legal or propriety nature of the Draft Scheme and other compliances thereof. 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,

9. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the applicable criteria, mentioned in paragraph 5 above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the applicable criteria. Accordingly, our procedures included the following:

    a. Obtained and read the Draft Scheme and the proposed accounting treatment specified therein.

    b. Obtained copy of resolution passed by the Board of Directors of the Company dated June 28, 2026 approving the Draft Scheme.

    c. Examined whether the proposed accounting treatment as per clause 18 of the Draft Scheme is in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations. 2015 and circulars issued thereunder, and the applicable accounting standards prescribed under Section 133 of the Act read together with Rule 3

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of the Companies (Indian Accounting Standards) Amendment Rules, 2015, as amended and Other Generally Accepted Accounting Principles in India.

d. Performed necessary inquiries with the management and obtained necessary representations from the management.

Opinion

10. Based on our examination and according to the information and explanations given to us, read with paragraph 9 above, we confirm that the proposed accounting treatment, in respect of the Company, as specified in clause 18.2 of the Draft Scheme of merger as reproduced in the **Annexure-I**, is in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder and the applicable accounting standards prescribed under Section 133 of the Act read together with Rule 3 of the Companies (Indian Accounting Standards) Amendment Rules, 2015, as amended and Other Generally Accepted Accounting Principles in India.

In respect of merger of the Company with the Transferee company, upon the Draft Scheme becoming effective, the Company shall stand dissolved without being wound up and hence no accounting treatment has been specified for the Company in Clause 18.2 of the Draft Scheme.

Restriction on Use

11. This Certificate has been issued at the request of the management of the Company and is addressed to and provided to the Board of Directors, pursuant to the requirements of Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and the Master Circular, for onwards submission to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) ("together referred as the Stock exchanges") in connection with the Draft Scheme of Merger and should not be used for any other person or purpose or distributed to anyone or referred to in any document without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other party to whom it is shown or into whose hands it may come.

M/s Kailash Chand Jain & Co.
Chartered Accountants
ICAI Firm Registration No: 112318W

SAURABH CHOUHAN Digitally signed by SAURABH CHOUHAN Date: 2026.06.28 21:15:19 +05'30'

Name: CA Saurabh Chouhan
Designation Partner
Membership Number: 167453

Place: New Delhi
Date: June 28, 2026
UDIN: 26167453PTXQWW6366

M/s SCV & Co. LLP
Chartered Accountants
ICAI Firm Registration:000235N/N500089

ABHINAV KHOSLA Digitally signed by ABHINAV KHOSLA Date: 2026.06.28 21:19:38 +05'30'

Name: CA Abhinav Khosla
Designation Partner
Membership Number: 087010

Place: New Delhi
Date: June 28, 2026
UDIN:26087010ZNHBND2784

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Annexure-I

Relevant Extracts of the Draft Scheme of Merger Amongst REC LIMITED And POWER FINANCE CORPORATION LIMITED and their Respective Shareholders and Creditors In terms of section 230 to section 232 and other applicable provisions, if any, of the Companies Act, 2013

18.2 Accounting treatment in the books of Transferor Company

Upon the Scheme becoming effective and with effect from the Appointed Date, as the Transferor Company shall stand dissolved without being wound up, no accounting treatment is being prescribed under this Scheme in the books of Transferor Company.

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