



May 4, 2015

S&P/CER/2015-16/19919/044

Annexure A

Auditor's Certificate required under Clause 24(i) of Equity Listing Agreement

To,
The Board of Directors,
Geecee Ventures Limited.

We, the statutory auditors of Geecee Ventures Limited, (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in clause 13 of the Draft Scheme of Amalgamation between Geecee Ventures Limited and Geecee Logistics & Distribution Private limited in terms of the provisions of section - 394 of the Companies Act, 1956 with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 1956 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 only 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 Clause 24(i) of the Listing Agreement and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 1956.

This Certificate is issued at the request of the Geecee Ventures Limited pursuant to the requirements of clause 24(i) of the Listing Agreement for onward submission to the BSE Limited (BSE) and The National Stock Exchange of India Limited (NSE) This Certificate should not be used for any other purpose without our prior written consent.

For SARDA & PAREEK
Chartered Accountants
FRN. 109262W

Gaurav Sardar
Gaurav Sardar
Partner
Membership No. 110208
Place: Mumbai

