



Auditor's Certificate

The Board of Directors,
Kaycee Industries Limited,
Old Kamani Chambers,
32-Ramjibhai Kamani Marg,
Ballard Estate,
Mumbai - 400 001.

Certificate of accounting treatment in the Draft Scheme of Arrangement in pursuance of the provisions of Sections 230 to 232 of the Companies Act, 2013 ("the Act") and relevant Rules

1. We, N.D. Kapur & Co., Chartered Accountants are the Statutory Auditors of Kaycee Industries Limited (hereinafter referred to as "the Company"), have examined the accounting treatment specified in clause 7.1 to 7.4 of the Draft Scheme of Arrangement ('the Draft Scheme') between Kaycee Industries Limited and RDJ Constructions Private Limited and their respective shareholders and creditors.
2. 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 certify 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 Reports or Certificates for Special Purposes (revised), issued by the Institute of Chartered Accountants of India.



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N. D. KAPUR & CO.
Chartered Accountants

3. Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment as mentioned in Clause 7.1 to 7.4 of the Draft Scheme, initialed and stamped for identification purposes, is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Para 1(A)(5) of Annexure I of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and all the applicable Accounting Standards as notified under section 133 of the Companies Act, 2013 read with paragraph 3 of the Companies (Indian Accounting Standards) Rules, 2015 and other generally accepted accounting principles, as applicable.
4. This Certificate is issued at the request of the Company pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the Bombay Stock Exchange Limited (BSE). This Certificate should not be used for any other purpose without our prior written consent.

Date: May 5, 2017

Place: Mumbai



For N.D. Kapur & Co.

Chartered Accountants

Firm Registration Number: 001196N

S.K. Agrawal

(Partner)

Membership No. 13968

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Basant Jain & Associates

CHARTERED ACCOUNTANTS

601, DALAMAL CHAMBERS, NEW MARINE LINES, MUMBAI - 400 020. TEL. : 2201 8793 / 2201 8794 / 2201 8369
E-mail : basantjainandassociates@hotmail.com

ANNEXURE-H2

Auditor's Certificate

The Board of Directors,
RDJ Constructions Private Limited,
CMS Lake Road Center,
70 Lake Road, Kaycee Industrial Compound,
Bhandup (West),
Mumbai - 400 055.

Certificate of accounting treatment in the Scheme of Arrangement in pursuance of the provisions of Sections 230 to 232 of the Companies Act, 2013 ("the Act") and relevant Rules

1. We, Basant Jain & Associates, Chartered Accountants (Firm Registration No. 120131W) are the Statutory Auditors of RDJ Constructions Private Limited (hereinafter referred to as "the Company"), have examined the accounting treatment specified in clause 7 of the Scheme of Arrangement ("the Scheme") between Kaycee Industries Limited and RDJ Constructions Private Limited and their respective shareholders and creditors.
2. The responsibility for the preparation of the 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 certify whether the 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 Reports or Certificates for Special Purposes (revised), issued by the Institute of Chartered Accountants of India.
3. Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment as mentioned in Clause 7 of the Scheme, initialed and stamped for identification purposes, is in conformity with the Accounting







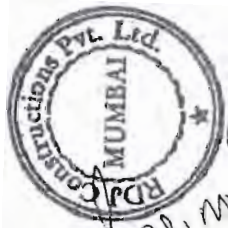
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Standards specified in section 133 of the Act and accounting principles generally accepted in India.

4. This Certificate has been provided at the request of the Company solely for the purpose of filing with the National Company Law Tribunal along with the Scheme pursuant to the provisions of Sections 230-232 of the Act and relevant Rules.

Date: 04/05/17


Place: Mumbai



For Basant Jain & Associates

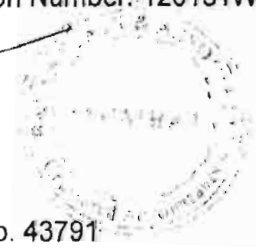
Chartered Accountants

Firm Registration Number: 120131W


Basant Jain

(Proprietor)

Membership No. 43791



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