

Jajodia & Company

Chartered Accountants

CERTIFICATE OF NET WORTH

We have verified the audited financial statements for the year ended 30th September, 2014 of Kirti Investments Limited having its registered office situated at 231, 2nd Floor, Rahul Mittal Industrial Premises Co-Op Soc. Ltd., Sanjay Building No. 3, Sir M.V. Road, Andheri (East), Mumbai - 400059.

The Board of Directors of Kirti Investments Limited at its meeting held on February 14, 2015 passed a resolution to consider Scheme of Amalgamation between Moonlink Tradcomm Private Limited ("MTPL") and Genius Vincom Private Limited ("GVPL") and Barbarik Distributors Private Limited ("BDPL") ("collectively referred as Transferor companies") with Kirti Investments Limited ("KIL" or "Transferee Company") and their Respective Shareholders ("the Scheme"). On merger, the assets and liabilities vested in the Transferor Companies would be recorded at book values in the books of Transferee Company.

On the basis of such verification and information and explanation given to us, we certify that there would not be any change in the Net worth of KIL pre-Scheme & post scheme for equity shareholders as per the audited financial statements as on 30th September, 2014 considering the book values of the assets in the Company:

Sr. No	Particulars	(Amount in Rs. Lakhs)	
		Pre Amalgamation	Post Amalgamation
1	Equity Share Capital	1107.50	1107.50
2	Add: Reserves (Excluding revaluation reserve)	1162.62	1162.65
	Net worth	2270.15	2270.15

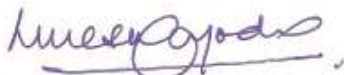
For the above purpose, "Net Worth" means the sum total of the paid-up equity share capital and free reserves after deducting the provisions or expenses as may be prescribed.

"Free reserves" means all reserves created out of the profits and securities premium account but does not include reserves created out of revaluation of assets, write back of depreciation provision and amalgamation.

Note:

1. Our work was not designed to verify the accuracy or reliability of the information provided to us and nothing in this report should be taken to imply that we have conducted procedures, audits or investigations in an attempt to verify or confirm any of the information supplied to us.
2. This Certificate is issued solely for the purpose of submitting the same with the MCX Stock Exchange Limited and Calcutta Stock Exchange Limited

For Jajodia & Company
Chartered Accountants



Dinesh Jajodia

Proprietor

Membership No. 101008

Firm Regn. No. 121911W

Mumbai, the 23rd day of February, 2015

