

Independent Auditors' Certificate

1. We have examined the attached Statement of Proforma Adjusted Net worth (the "Statement") of The Bombay Dyeing And Manufacturing Company Limited ("BDMC" or the "Company") as on 31st March, 2016, duly stamped and initialed by us for identification purpose only, which has been prepared by the Company in connection with the proposed Scheme of Amalgamation" under section 391 to 394 of the Companies Act, 1956, between the Company and Archway Investment Company Limited ("AICL"), wholly owned subsidiary of the Company, w.e. f. September 3, 2016 (the "Scheme"). The said scheme, which would be effective from 1st April 2016, the Appointed Date, is recommended by the Audit Committee and approved by the Board of Directors of the Company and is subject to approvals of the High Court Judicature, Mumbai.
2. The Management of the Company is responsible for collecting, collating and validating data and designing, implementing and monitoring of internal controls suitable for the purpose of the preparation of the Statement. The Management of the Company is also responsible for the maintenance of proper books of account and such other records and the preparation of the attached Statement including providing effect of the accounting treatment prescribed in the proposed Scheme.
3. Our responsibility, for the purpose of this certificate, is limited to certifying whether the amounts considered in the Statement have been correctly extracted from the audited standalone financial statements of BDMC and AICL as at and for the year ended 31st March 2016 duly adjusted to give effect to the accounting treatment prescribed in the proposed Scheme. We have conducted our verification in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes and Standards on Auditing issued by the Institute of Chartered Accountants of India, as applicable, which include the concepts of test checks and materiality.
4. The Statement is prepared as at 31st March, 2016 for illustrative purposes only and does not purport to be indicative of the actual net worth as at the Appointed Date of the Scheme, i.e. 1st April 2016.
5. Based on our examination of such audited financial statements, the accounting treatment prescribed in the proposed Scheme and according to the information and explanations given to us, we certify that the amounts considered in the Statement for computation of the proforma adjusted net worth of the Company as at 31st March 2016, read with notes thereon have been correctly extracted from the audited standalone financial statements of BDMC and AICL as at and for the year ended 31st March 2016 duly adjusted to give effect to the accounting treatment prescribed in the proposed Scheme.
6. This certificate has been issued at the request of the management of the Company for the limited purpose of submission to the Stock Exchanges, BSE Limited (BSE) and National Stock Exchange of India Limited (NSE)) and should not be used for any other purpose without our prior written consent.

For Kalyaniwalla & Mistry
Chartered Accountants
Firm Reg. No. 104607W



Roshni R. Marfatia
Partner
Membership No. 106548
Mumbai, September 8, 2016



STATEMENT OF PROFORMA ADJUSTED NET WORTH OF THE BOMBAY DYEING AND MANUFACTURING COMPANY LIMITED (BDMC) AS AT MARCH, 31 2016

(INR in crores)

Particulars	The Bombay Dyeing and Manufacturing Company Limited	Archway Investment Company Limited (AICL)	Adjustments**	Merged Entity
	(Audited)	(Audited)		
	Transferee (pre scheme)	Transferor (pre scheme)		Transferee (post scheme)
Equity Share Capital	41.31	52.05	(49.81)	43.55
Reserves and Surplus	307.79	12.70	-	320.49
Proforma adjusted net worth	349.10	64.75	(49.81)	364.04

** adjustments represent elimination of BDMC's share of 95.69% in the Equity capital of AICL as on March 31, 2016. AICL has become a 100% subsidiary of BDMC on September 3, 2016.

Notes:

- As per Section 2(57) of the Companies Act, 2013 "Net worth" means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.
- Adjustments to Equity/Preference Share Capital and Reserve & Surplus**

(INR in crores)

Cancellation of Equity/Preference Share of AICL (As per clause 17, of the Proposed Scheme)	(49.81)
Recording of difference or cancellation of share capital of AICL and Investment of BDMC as "Capital Reserve"	-

- The column for Archway Investment Company Limited has been provided for the purpose of submission to NSE.

For The Bombay Dyeing and Manufacturing Company Limited

Date: 08.09.2016

Place: Mumbai




Puspamitra Das
Chief Financial Officer



THE BOMBAY DYEING & MANUFACTURING CO. LTD.