

**Independent Auditors' Certificate**

1. We, the Statutory Auditors of The Bombay Dyeing And Manufacturing Company Limited ("BDMC" or "the Company") have examined the proposed Draft Scheme of Amalgamation under section 391 to 394 of the Companies Act, 1956 between the Company, having its registered office at Neville House, J. N. Heredia Marg, Ballard Estate, Mumbai – 400 001 and Archway Investment Company Limited having its registered office at Neville House, J. N. Heredia Marg, Ballard Estate, Mumbai – 400 001 ("AICL"), a wholly owned subsidiary of the Company, w.e.f. September 3, 2016, and their respective shareholders and creditors ("the Scheme") which has been recommended by the Audit Committee and approved by the Board of Directors of the Company at its meetings held on 8<sup>th</sup> September 2016.
2. Based on our examination of the Draft Scheme and according to information and explanation given to us, we note that the Draft Scheme entails the amalgamation of AICL with its parent BDMC, with the consequent dissolution without winding up of AICL.
3. We further note that, since the entire share capital of AICL is held by BDMC, as a result of the proposed amalgamation, the shares of AICL held by BDMC will stand cancelled, and there shall be no issuance of shares or payment of other consideration by BDMC. Since, the shareholders and the shareholding pattern of BDMC remains the same, it is treated as no change in shareholding pattern and accordingly no valuation process is applicable to the transactions contemplated by the aforesaid scheme.
4. Further, based on the above, since the Scheme does not entail change in the shareholding pattern of BDMC valuation report from an independent chartered accountant as required under Para 4 (a) of SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 would not be required.
5. A certified copy of the Draft Scheme duly authenticated on behalf of the Company and a certified copy of the resolution of the Board of Directors of the Company approving the Draft Scheme are attached as Annexure I and II, respectively, to this Certificate, and are stamped by us only for the purpose of identification.
6. This certificate is issued at the request of the Company in accordance with circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 read with regulation 11 and 37 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, for its onward submission to the BSE Limited and National Stock Exchange of India Limited (NSE) and should not be used for any other purpose or to be distributed to any other parties without our written consent.

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



Roshni R. Marfatia  
Partner  
Membership No. 106548  
Mumbai, September 9, 2016

