

Auditor's Certificate

To,
The Board of Directors,
Brigade Enterprises Limited
29th & 30th Floors, World Trade Center,
Brigade Gateway Campus,
26/1, Dr Rajkumar Road,
Malleswaram-Rajajinagar,
Bangalore 560 055.

1. We, the statutory auditors of Brigade Enterprises Limited (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in clauses 14, 26 and 38 of the Draft Scheme of Arrangement between the Company and Brigade Hotel Ventures Limited, Brigade Hospitality Services Limited and Augusta Club Private Limited and their respective shareholders and creditors (hereinafter referred to as "the Draft Scheme") in terms of the provisions of sections 230 to 233 of the Companies Act, 2013 with reference to its compliance with the applicable Indian Accounting Standards notified under the Companies Act, 2013 and Other Generally Accepted Accounting Principles.
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.
3. 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 (Revised), issued by the Institute of Chartered Accountants of India.
4. Our examination did not extend to any aspects of a legal or propriety nature covered in the aforesaid clauses of the Draft Scheme.
5. Based on our examination and according to the information and explanations given to us and read with paragraph 4 above, we state that the proposed accounting treatment contained in the Draft Scheme are not in violation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable Indian Accounting Standards to the extent prescribed under section 133 of the Companies Act, 2013 and Other Generally Accepted Accounting Principles.
6. This Certificate is issued at the request of the Company pursuant to the requirements of Circular CIR/CFD/CMD/16/2015 dated November 30, 2015 issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the National Stock Exchange of India Ltd and BSE Limited. This Certificate should not be used for any other purpose without our prior written consent.
7. This Certificate should be read together with the statement attached herewith (Annexure to Auditors' Certificate).

For S.R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Adarsh Ranka
Partner
Membership Number: 209567

Place: Bengaluru
Date: December 15, 2016



**Annexure to Auditors' Certificate
of even date on proposed accounting treatment of Scheme of Arrangement**

The Board of Directors,
Brigade Enterprises Limited
29th & 30th Floors, World Trade Center,
Brigade Gateway Campus,
26/1, Dr Rajkumar Road,
Malleswaram-Rajajinagar,
Bangalore 560 055.

1. This annexure is issued in accordance with the terms of our agreement dated October 1, 2015 and September 16, 2016 and is forming an integral part of the Auditors' Certificate.
2. The draft scheme of arrangement ("the Draft Scheme") for transfer of the hotels, clubs and convention centres business undertakings of Brigade Enterprises Limited ("the Company") in terms of the provisions of sections 230 to 233 and other applicable provisions of the Companies Act 2013 has been prepared by the Company.

Management's Responsibility

3. The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Indian Accounting Standards to the extent prescribed under section 133 of the Companies Act, 2013 and Other Generally Accepted Accounting Principles, is that of the Board of Directors of the Companies involved.

Auditor's Responsibility

4. Pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, our responsibility is to express reasonable assurance on the reporting criteria :
 - a. whether the proposed accounting treatment contained in the Draft Scheme complies with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable Indian Accounting Standards to the extent prescribed under section 133 of the Companies Act, 2013 and Other Generally Accepted Accounting Principles.
5. We conducted 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. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
7. A reasonable assurance engagement includes performing procedures to obtain sufficient appropriate audit evidence on the reporting criteria. Accordingly, we have performed the following procedures in relation to the Auditors' Certificate:
 - i. Read the Draft Scheme and the proposed accounting treatment specified therein.
 - ii. Noted that the proposed accounting treatment contained in the Draft Scheme are not in violation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable Indian Accounting Standards to the extent prescribed under section 133 of the Companies Act, 2013 and Other Generally Accepted Accounting Principles.




S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

Restriction on Use

8. The certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose to comply with the requirements of Circular CIR/CFD/CMD/16/2015 dated November 30, 2015 issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the BSE Limited and the National Stock Exchange of India Limited. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For S.R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004


per Adarsh Ranka
Partner
Membership Number: 209567

Place: Bengaluru
Date: December 15, 2016

