

D BASU & CO.

Chartered Accountants

FD-148, SALT LAKE,
KOLKATA- 700 106.**Auditor's Certificate**

To
The Board of Directors
Tower Investment & Trading Company Limited
 Temple Chambers
 6, Old Post Office Street
 Kolkata - 700 001

We, the statutory auditors of **Tower Investment & Trading Company Limited** (hereinafter referred to as "the Transferee Company"), have examined the proposed accounting treatment specified in clause 15 of the Draft Scheme of Arrangement between **Khatu Investment & Trading Company Limited, New Look Investment (Bengal) Limited and Tower Investment & Trading Company Limited** in terms of the provisions of section(s) 230-232 of the Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 2013 and Other Generally Accepted Accounting Principles.

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 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, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued there under and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 2013 and Rules made thereunder.

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 National Stock Exchange of India Limited ("NSE" / "Designated Stock Exchange") The Calcutta Stock Exchange Limited ("CSE"). This Certificate should not be used for any other purpose without our prior written consent.

For D. Basu & Co.
 Chartered Accountants
 Firm Registration No. 301111E

Ashis Ranjan Maitra

Ashis Ranjan Maitra
 (Partner)

Membership Number: 056520
 UDIN: 20056520 AAAA BS9242
 Place: Kolkata
 Date: 25th August, 2020.

