

May 15, 2017

The Secretary,
Bombay Stock Exchange Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 023
BSE Scrip Code: 500020

National Stock Exchange of India Ltd.,
Exchange Plaza, 5th floor,
Plot No. C/1, 'G' Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai – 400 051
NSE Symbol: BOMDYEING

Dear Sir(s),

Sub: Annual Financial Statements for FY 2016-17.

As per Regulation 33 (3) (d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Listed entities are required to present their Audited Accounts within 60 days from the end of the financial year.

The Company had proposed merger of Archway Investment Company Limited, its wholly owned subsidiary with itself. The Appointed date of merger has been specified in the Scheme as 1st April, 2016.

The main benefits of the amalgamation between the Company and Archway were outlined in the Scheme of Amalgamation as under:

- (a) As the entire share capital of Archway is held by the Company, it would be in order to amalgamate Archway with the Company.
- (b) As Archway is a wholly owned subsidiary of the Company, a consolidation of both the companies by way of amalgamation would lead to a more efficient utilization of capital.
- (c) The Scheme aimed at unlocking a better value for the public shareholders of the Company.
- (d) The proposed amalgamation would result in administrative and operational rationalization, reduction in overheads and other expenses and prevent cost duplication. The synergies created by the amalgamation would increase operational efficiency and integrate business functions.

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THE BOMBAY DYEING & MANUFACTURING CO. LTD.



BOMBAY DYEING

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On receiving the approval of the Merger Scheme from the Bombay Stock Exchange and the National Stock Exchange under Regulation 37 of the Listing Regulations, Archway submitted an Application for merger to the Hon'ble Bombay High Court pursuant to Section 391 to 394 of the Companies Act, 1956.

Subsequently, in terms of the notification issued by the Ministry of Corporate Affairs dated 7th December, 2016 with respect to the transfer of the proceedings relating to merger, compromise, arrangement etc., the application was transferred to Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT").

The Merger petition of Archway into the Company is pending for final order at NCLT and the next date of hearing has been fixed in June 2017.

The Company has proposed to present to the shareholders Audited Accounts of the merged entities for the year ended on 31st March, 2017 after receiving the Order of the NCLT for the Merger.

The Company has already applied to SEBI for extension of time till July 2017 for this purpose.

Yours Faithfully,
For THE BOMBAY DYEING & MFG. CO. LTD.



JEHANGIR N. WADIA
Managing Director

CC:

**National Securities Depository Ltd.,
Trade World, 4th Floor, Kamala Mills Compound,
S. Bapat Marg, Lower Parel,
MUMBAI – 400 013.**

**Central Depository Services (India) Ltd.,
Phiroze Jeejeebhoy Towers, 16th Floor,
Dalal Street,
Mumbai- 400 023.**

**Bourse de Luxembourg,
Societe de La Bourse de Luxembourg,
Societe Anonyme, R. C. 36222, BP 165, L- 2011,
LUXEMBOURG.**

**Citibank N.A.,
DR Account Management,
Citigroup Corporate & Investment Bank,
14th Floor, 388, Greenwich Street,
NEWYORK, NY (USA) 10013.**

**M/s Karvy Computershare Private Limited
Karvy Selenium Tower B,
Plot 31-32, Gachibowli,
Financial District, Nanakramguda,
Hyderabad – 500 032**