

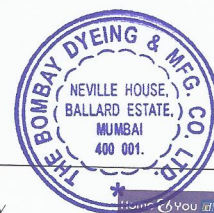
Compliance report with the requirements specified in Part-A of Annexure - I of SEBI circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed scheme of Archway Investment Company Limited with The Bombay Dyeing & Manufacturing Company Limited.

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per SEBI circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015	Whether Complied or not & how
1.	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	Yes BSE Ltd. Has been chosen as the designated stock exchange.
Compliance as per Part A, Annexure I to the Circular		
2.	Documents to be submitted:	
2.a	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	Yes
2.b	Valuation Report from Independent Chartered Accountant	No valuation process is applicable in the instant Scheme. A certificate from the Statutory Auditors of the company certifying such non-applicability of the valuation process is enclosed.
2.c	Report from the Audit Committee recommending the Draft Scheme	Yes
2.d	Fairness opinion by merchant banker	Yes
2.e	Pre and post amalgamation shareholding pattern of unlisted company	Yes
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Yes
2.g	Compliance with Regulation 17 to 27 of Listing Regulations	Yes
2.h	Complaints Report	To be submitted within prescribed due date

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THE WADIA GROUP



THE BOMBAY DYEING & MANUFACTURING CO. LTD.

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3.	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956 or Section 230 to 234 of the Companies Act 2013	N.A. The Transferor Company is a wholly owned subsidiary of the Transferee Company and therefore, there shall be no issue of shares by the Transferee Company in this regard.
4.	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	N.A.
5.	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	N.A.
6.	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	N.A.
7.	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	N.A.

Date: 14th September, 2016
Place: Mumbai



Sanjive Arora
Company Secretary

