

November 17, 2016

The Assistant Manager,
Division of Issues and Listing, Corporation Finance Department,
Securities and Exchange Board of India
C-4A, "G" Block, SEBI Bhavan,
Bandra Kurla Complex,
Bandra (East), Mumbai- 400051

Kind Attn: Mr. Abhishek Kumar D

Dear Sir,

Re: Scheme of Amalgamation between Archway Investment Company Limited ("Transferor Company") and The Bombay Dyeing and Manufacturing Company Limited ("Transferee company") and their respective shareholders under Sections 391-394 of the Companies Act, 1956 ("the Scheme").

This has reference to our discussions on the subject matter. We hereby undertake to include the following disclosure *as a new clause, i.e. clause 24* in the Scheme that will be filed with the High Court of Bombay:

24. DISCLOSURE IN TERMS OF STOCK EXCHANGES / SEBI'S OBSERVATION LETTER DATED [•]

24.1. Mr. R.A. Shah's matter:

- (a) *Mr. R.A. Shah is presently an Independent Director of the Transferee Company.*
- (b) *Non-suit filed accounts (Wilful Defaulter) of Rs 1 Crore and above as on 31 March 2016 as reflected in the CIBIL / RBI database classifies one company viz. Essen Computers Pvt. Ltd. ("Essen") as a wilful defaulter and that Mr. R.A. Shah was a director of Essen.*
- (c) *Mr. R.A. Shah was appointed as an alternate director of Essen for a brief period of time and he ceased to be a director in 1992. Mr. R.A. Shah is a professional solicitor and in that capacity, he acted as an alternate director of Essen for a short period of time without any financial interest or reward.*

We trust the above disclosure in the Scheme will be satisfactory.

Yours faithfully,
For **THE BOMBAY DYEING & MFG. CO. LTD.**


SANJIVE ARORA
Company Secretary

