



BOMBAY DYEING

COMPLIANCE REPORT PURSUANT TO SEBI CIRCULAR NO. CFD/DIL3/CIR/2017/21 DATED MARCH 10, 2017

It is hereby certified that the draft scheme of arrangement between Scal Services Limited and The Bombay Dyeing and Manufacturing Company Limited and their respective shareholders (hereinafter referred to as the "Scheme") does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of Listing Regulations and SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, including the following:

Sr. No.	Reference	Particulars	Whether Complied or Note
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Yes. The Company has been adhering to all applicable Corporate Governance requirements specified under Regulation 17 to 27 of LODR Regulations.
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Yes. The proposed Scheme does not in any way violate, override or limit the provisions of the Security laws or requirements of the Stock Exchanges.
Requirements of SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Yes Complied with
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Yes Shall be complied with
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Yes. Complied with
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Yes Complied with
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	Not Applicable. An undertaking certified by the auditor for non- applicability of Sub Para 9(a) is attached.

For The Bombay Dyeing and Manufacturing Company Limited


Jehangir N. Wadia
Managing Director


Sanjive Arora
Company Secretary

Mumbai, August 1, 2018



THE WADIA GROUP



THE BOMBAY DYEING & MANUFACTURING CO. LTD.

C-1, Wadia International Center, Pandurang Budhkar Marg, Worli, Mumbai - 400 025, India. Regd. Office: Neville House, Ballard Estate, Mumbai - 400 001, India.
Office: +91 22 666 20000. Fax: +91 22 661 92001. Website: www.bombaydyeing.com. Email: corporate@bombaydyeing.com. CIN: L17120MH1879PLC000037

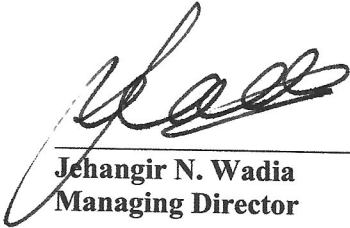


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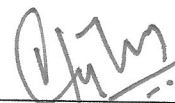
COMPLIANCE WITH ALL ACCOUNTING STANDARDS

We Certify that the transactions / accounting treatment provided in the draft scheme of arrangement between Scal Services Limited and The Bombay Dyeing and Manufacturing Company Limited and their respective shareholders (hereinafter referred to as the "Scheme") are in compliance with all the Accounting Standards applicable to a listed entity.

For The Bombay Dyeing and Manufacturing Company Limited

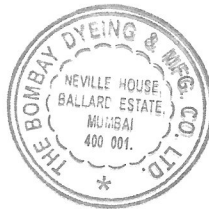


Jehangir N. Wadia
Managing Director



Vishnu Peruvemba
Chief Financial Officer

Mumbai, August 1, 2018



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