

To,

31 December 2016

Mr. Nusli Wadia,

Chairman,

M/s Bombay Dyeing and Manufacturing Company Ltd.,

Neville House,

J.N. Heredia Marg,

Ballard Estate,

Mumbai 400001

Dear Chairman,

You may kindly recollect that I had once mentioned to you some time back that I have been assigned the task, as Chairperson of the Expert Committee, of bifurcating the assets and liabilities of 91 Government Companies and Corporations of the erstwhile State of Andhra Pradesh between the residual State of Andhra Pradesh and the newly constituted State of Telangana in terms of the AP State Reorganization Act, 2014. The work of bifurcating the assets and liabilities is still in progress.

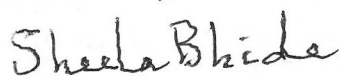
Recently, that is in October 2016, the Governments of Andhra Pradesh and of Telangana State have expanded the Terms of Reference of the Expert Committee to include the bifurcation of the employees as well. As you will understand, this has not only increased enormously the task assigned to the Expert Committee but has added a great deal of complexity in view of the sensitive nature of the assignment.

Over the last three months I and my colleagues on the Expert Committee have had to devote considerable effort and time to this assignment. It has become difficult for me to attend to any task beyond the assignment of bifurcation of assets, liabilities and employees of the 91 PSUs of Andhra Pradesh. Since, this work is likely to go on for an indeterminate time; I feel that I will not be able to carry out my responsibilities as an Independent Director of M/s Bombay Dyeing and Manufacturing Company Ltd. In these circumstances, I hereby tender my resignation from the Board of the Company and the Board Committees of which I was a member.

I will like to express my deep gratitude to you and to my colleagues on the Board for the support, encouragement and kind courtesies extended to me during my tenure as an Independent Director.

With warm regards,

Yours sincerely,



Sheela Bhide