
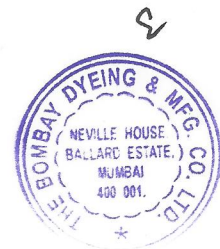


Independent Auditors' Certificate

1. We have examined the attached "Statement of Undertaking under para 1 (A) (9) (a) and Para 1 (A) (9) (b) of SEBI Circular No. CIR/CFD/CMD/16/2015 dated 30th November, 2015" (the "Statement") of The Bombay Dyeing And Manufacturing Company Limited ("BDMC" or the "Company"), duly stamped and initialed by us for identification purpose only, which has been prepared by the Company in connection with the proposed Scheme of Amalgamation under section 391 to 394 of the Companies Act, 1956 ("the Scheme"), between the Company and Archway Investment Company Limited ("AICL"), wholly owned subsidiary of the Company, effective September 3, 2016. The said Scheme, which would be effective from 1st April 2016, the Appointed Date, is recommended by the Audit Committee and approved by the Board of Directors of the Company and is subject to approvals of the High Court Judicature, Mumbai.
2. The Management of the Company is responsible for the preparation of the Statement and maintenance of proper books of account and such other relevant records and prescribed by applicable laws, which includes collecting, collating and validating data and designing, implementing and monitoring of internal control relevant to the preparation of the Statement that is free from material misstatement, whether due to fraud or error. Compliance with SEBI Circular No. CIR/CFD/CMD/16/2015 dated 30th November, 2015 ("SEBI Scheme Circular"), is also the responsibility of the Company's Management.
3. Our responsibility, for the purpose of this Certificate, is limited to certifying the particulars contained in Paragraph 1 and 2 of the Statement on the basis of the books of account, the Scheme and other relevant records and documents maintained by the Company. We conducted our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purpose and Standards on Auditing, issued by the Institute of Chartered Accountants of India, which include the concept of test check and materiality.
4. Based on our examination and according to the information and explanations given to us, and read with the legal opinion obtained by the Company in this regard, we certify that the undertaking provided by the Board of Directors of the Company in paragraph 1 of the said Statement that the three cases mentioned in sub-para (a) of the Para 1 (A) (9) of SEBI Scheme Circular are not applicable to the Scheme for the reasons stated in Paragraph 2 of the said Statement, is in accordance with the books of account, the Scheme and other relevant records and documents maintained by the Company.
5. This certificate has been issued at the request of the management of the Company for the limited purpose of submission to the Stock Exchanges, Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE) and should not be used for any other purpose without our prior written consent.

For Kalyaniwalla & Mistry
Chartered Accountants
Firm Reg. No. 104607W


Roshni R. Marfatia
Partner
Membership No. 106548
Mumbai, September 8, 2016





BOMBAY DYEING

STATEMENT OF UNDERTAKING

Sub: Scheme of Arrangement between The Bombay Dyeing and Manufacturing Company Limited ("Transferee company") and Archway Investment Company Limited ("Transferor Company") and their respective shareholders and creditors under Sections 391-394 of the Companies Act, 1956 ("the Scheme") and Non- applicability of requirements prescribed in Para (I)(A)(9)(a) and Para (I)(A)(9)(b) of Annexure - I of SEBI Circular No. CIR /CFD/CMD /16 /2015 dated November 30, 2015 ("SEBI Scheme Circular") in respect of the Scheme of Amalgamation.

1. In connection with the scheme of amalgamation between The Bombay Dyeing And Manufacturing Company Limited and Archway Investment Company Limited and their respective shareholders and creditors under Section 391-394 of the Companies Act, 1956, ("Scheme") the Board of Directors of Bombay Dyeing And Manufacturing Company Limited provide the undertaking that the three cases mentioned in Para (1)(A)(9) (a) of Annexure - I of the SEBI Scheme Circular are not applicable to the Scheme for the reasons stated in paragraph 2 below .

The three cases referred to in Para (I)(A)(9)(a) are reproduced below: -

- (i) *Where additional shares have been allotted to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/{s) of Promoter / Promoter Group of the listed entity; or*
 - (ii) *Where the Scheme of Arrangement involves the listed entity and any other entity involving Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group; or*
 - (iii) *Where the parent listed entity has acquired the equity shares of the subsidiary, by paying consideration in cash or in kind in the past to any of the shareholders of the subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter/Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the parent listed company, and if that subsidiary is being merged with the parent listed company under the scheme of arrangement.*
2. The Scheme does not envisage any of the three cases referred to in Para(I)(A)(9)(a) due to following reasons:-

- (a) Upon the Scheme coming into effect, all shares of the Transferor Company held by the Transferee Company (either directly or through nominees) shall stand cancelled without any further application, act or deed. It is clarified that no new shares shall be issued or payment shall be made in cash whatsoever by the Transferee Company in lieu of cancellation of such shares of the Transferor Company.
- (b) The Scheme involves the Transferee Company (Listed Company and the Transferor



THE BOMBAY DYEING & MANUFACTURING CO. LTD.



BOMBAY DYEING

Company (an unlisted public company). The Transferor Company is a wholly owned subsidiary of the Transferee Company. It does not involve any other entity being referred to in Para (I)(A)(9)(a) reproduced above.

- (c) As noted in the preceding para, the Transferor Company is a wholly owned subsidiary of the Transferee Company. The Transferee Company has not acquired any shares of the Transferor Company by paying any cash or kind to any of the entities being referred to in para (I)(A)(9)(a) reproduced above.
3. Accordingly, we submit that the following requirements prescribed in Para (I)(A)(9)(a) and Para (I)(A)(9)(b) (in relation to the voting by the public shareholders) are not applicable in relation to the Scheme:-
- (i) Requirement for voting by public shareholders through postal ballot and e-voting, after disclosure of all material facts in the explanatory statement sent to the shareholders in relation to such resolution; and
 - (ii) Requirement for the Scheme being acted upon only if the votes cast by the public shareholders in favor of the proposal are more than the number of votes cast by the public shareholders against it.

For Bombay Dyeing and Manufacturing Company Limited


Puspamitra Das
Chief Financial Officer

Date: 08.09.2016
Place: Mumbai



CERTIFIED COPY OF THE RESOLUTIONS PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF THE BOMBAY DYEING & MFG. CO. LTD. HELD ON 8TH SEPTEMBER, 2016.

“RESOLVED THAT pursuant to the provisions of Sections 391 to 394 of the Companies Act, 1956, including any statutory modification or re-enactments thereof for the time being in force, the Company (Court) Rules, 1959, Section 2(1B) and other applicable provisions, if any, of the Income Tax Act, 1961 and Clause 3 (XVI) of the Objects Clause of the Memorandum of Association of The Bombay Dyeing & Manufacturing Co. Ltd. (“the **Company**” or “**BDMC**” or “the **Transferee Company**”) and subject to receipt of all necessary consents and approvals including the approval of shareholders and creditors and the sanction of the Hon’ble High Court of Judicature at Bombay (“**Court**”) or such other competent authority as may be applicable, and based on recommendations received from the Audit Committee in its meeting held on 8th September, 2016, the consent of the Board of Directors is hereby accorded to the Scheme of Amalgamation between the Company, Archway Investment Company Limited (“**AICL**” or “the **Transferor Company**”) and its respective shareholders involving amalgamation of AICL with the Company, with effect from the Appointed Date (i.e. 1st April, 2016) or such other date as may be fixed by the Court or such other competent authority.

RESOLVED FURTHER THAT the Scheme be filed with relevant regulatory authorities, including stock exchanges where the Company’s shares are listed, and thereafter with the Court for approval.

RESOLVED FURTHER THAT since the Transferor Company is a wholly owned subsidiary of the Company, no consideration / shares shall be paid / issued pursuant to the Scheme and the shares held by the Company in the Transferor Company will get cancelled without any further act, application or deed.

RESOLVED FURTHER THAT since the Transferor Company is a wholly owned subsidiary of the Company, valuation report from an independent Chartered Accountant is not required, as clarified in Para (I)(A)(4) of the SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 (“the **Circular**”).

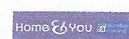
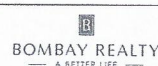
RESOLVED FURTHER THAT a fairness opinion be obtained from a Category-I Merchant Banker.

RESOLVED FURTHER THAT that the report from the Audit Committee dated 8th September, 2016, recommending the draft Scheme as placed before Board be and is hereby noted and accepted.



2

1



THE BOMBAY DYEING & MANUFACTURING CO. LTD.



BOMBAY DYEING

RESOLVED FURTHER THAT an undertaking signed by Mr. Sanjive Arora, Company Secretary or Mr. Puspamitra Das, Chief Financial Officer and certified by M/s. Kalyaniwalla & Mistry, Chartered Accountants and Statutory Auditors of the Company, stating the reasons for non-applicability of requirements prescribed in Para (I)(A)(9)(a) and Para (I)(A)(9)(b) of SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015, as placed before the Board be and is hereby accepted and approved.

RESOLVED FURTHER THAT BSE Limited having a nationwide trading terminal, be and is hereby designated as the designated stock exchange, for the purpose of coordinating with the Securities & Exchange Board of India, if and whenever required.

RESOLVED FURTHER THAT the following Directors of the Board and members of the Committee of Directors ("COD") namely Mr. Ishaat Hussain or Mr. R. A. Shah, or Mr. A. K. Hirjee, or Mr. Jehangir N. Wadia, Managing Director ("authorised Directors") or Mr. Puspamitra Das, Chief Financial Officer or Mr. Sanjive Arora, Company Secretary, ("authorised executives"), be and are hereby authorised, severally to:

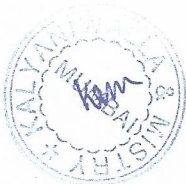
- a) evolve, decide upon and bring into effect the Scheme and make and give effect to any modifications, changes, variations, alterations, or revision in the Scheme from time to time or suspend, withdraw or revive the scheme from time to time as may be specified by any statutory authority or may suo moto decide in his absolute discretion and do all such acts, deeds, matters and things whatsoever including settling any question, doubt or difficulty that may arise with regard to or in relation to the Scheme as it may in his absolute discretion consider necessary, expedient, fit and proper, provided that prior approval of the COD shall be obtained for making any material changes in the said Scheme as approved in the meeting;
- b) make such alterations and changes to the aforesaid Scheme as may be expedient or necessary, particularly for satisfying the requirements or conditions imposed by the Central Government or the Court;
- c) file the said scheme with the concerned stock exchange(s) for approval in terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Circular and to co-ordinate with Securities Exchange Board of India for providing clarifications on the Scheme;
- d) submit the Company applications before the Bombay High Court/National Company Law Tribunal for directions for holding separate meetings of the shareholders/creditors, if necessary of the Company, or to seek directions for dispensation from holding the meetings of the shareholders and creditors of the Company and other usual directions with respect to the Scheme;





BOMBAY DYEING

- e) preparing, signing and filing of any affidavit, petitions, pleadings, applications, forms, documents or reports before the High Court of Judicature at Bombay/National Company Law Tribunal or any statutory or regulatory authority including stock exchanges, the Securities & Exchange Board of India, the Registrar of Companies, Regional Director, Official Liquidator or such other authority, as may be required, in connection with the Scheme and / or in connection with its sanction thereof and to issue advertisements and notices in relation to the Scheme and to do all such acts, deeds or things as they may deem necessary in connection therewith and incidental thereto;
- f) submit the 'Complaints Report' containing the details of complaints/comments received by it on the draft Scheme from various sources (complaints/comments written directly to the Company or forwarded to it by the stock exchanges) to the concerned stock exchanges.
- g) to engage Counsels, Advocates, Solicitors, Chartered Accountants and other professionals and to sign and execute Vakalatnama wherever necessary and sign and issue public advertisements and notices, if required;
- h) signing necessary letters for obtaining requisite approvals / letters from the shareholders, secured creditors and debenture holders of the Company *inter alia* approving the Scheme and granting their no-objection for dispensation of the meeting(s) of the shareholders / debenture holders and/ or creditors of the Company and the Transferor Company and filing the same before the Court and other relevant authorities, if necessary;
- i) in accordance with the directions of the Court, if any, hold and do all necessary actions in connection with holding a meeting of the shareholders, debenture holders and creditors of the Company and to pass and do all acts necessary to give effect to the resolutions that may be passed in the meetings;
- j) accepting services of notices or other processes which may, from time to time, be issued in connection with the matter aforesaid and also to serve any such notices or other processes to parties or persons concerned;
- k) producing all documents, matters or other evidence in connection with the matters aforesaid and any other proceedings incidental thereto or arising therefrom; and to take all the steps necessary or incidental and considered appropriate with regard to the above applications and petitions and implementation of the orders passed thereon and generally for putting through the Scheme and completing the same.



RESOLVED FURTHER THAT the nominees of the Company holding shares on behalf of the Company in AICL be instructed to sign and submit necessary consent for the waiver of the meeting of the Shareholders of AICL while moving the application for approval of the scheme before the Hon'ble High Court of Judicature of Bombay, at Mumbai, under the provisions of Sections 391 to 394 and other applicable provisions for seeking an order for holding/dispensing with the meeting(s) of the holders of the equity shares of AICL and such other meetings as the aforesaid Hon'ble Court may direct, for the purpose of considering and approving the aforesaid draft scheme.

RESOLVED FURTHER THAT the Common Seal of the Company be affixed to such documents, as may be required, in connection with the implementation of the Scheme which shall be affixed in the presence of any two Directors of the Company or any one Director along with the Company Secretary, who shall sign the same in token thereof.

RESOLVED FURTHER THAT further to the approval of the Board of Directors of the Company to the Scheme, the Company, in its capacity as Equity Shareholder of the Transferor Company, hereby grants its consent to the Scheme and / or modifications thereof.

RESOLVED FURTHER THAT the Company hereby conveys its "no-objection" to the Transferor Company in seeking from the Court, dispensation from the requirement of holding meeting of the Equity Shareholders of the Transferor Company, to approve the Scheme, and waives its right to receive any notice of any meeting of the Equity Shareholders and / or creditors of the Transferor Company and / or any other proceedings before the Court in connection with obtaining approval / sanction to the Scheme.

RESOLVED FURTHER THAT the following Directors of the Board and members of the Committee of Directors namely Mr. Ishaat Hussain or Mr. R. A. Shah, or Mr. A. K. Hirjee, or Mr. Jehangir N. Wadia, Managing Director ("authorised Directors") or Mr. Puspamitra Das, Chief Financial Officer or Mr. Sanjive Arora, Company Secretary, ("authorised executives"), be and are hereby severally authorized to sign any copy of this resolution as a certified true copy thereof and issue the same to whomsoever concerned wherever necessary."

For The Bombay Dyeing and Manufacturing Company Limited



Sanjive Arora
Company Secretary

