

Ref: NSE/LIST/ 18043

October 15, 2018

The Company Secretary
The Bombay Dyeing and Manufacturing Company Limited
Neville House,
J.N. Heredia Marg,
Ballard Estate
Mumbai - 400001

Kind Attn.: Mr. Sanjive Arora

Dear Sir,

Sub: Observation Letter for Scheme of Arrangement between SCAL Services Limited and The Bombay Dyeing and Manufacturing Company Limited and their respective shareholders

We are in receipt of the Scheme of Arrangement between SCAL Services Limited and The Bombay Dyeing and Manufacturing Company Limited and their respective shareholders vide application dated August 09, 2018.

Based on our letter reference no Ref: NSE/LIST/57331 submitted to SEBI and pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ('Circular'), SEBI vide letter dated October 12, 2018, has given following comments:

- a. *The Company to ensure the information pertaining to promoters of BDMCL (details given below) who are also promoters in Citurgia Biochemicals Limited against which SEBI has passed Interim and confirmatory Order in regard to non-compliance to Minimum Public Shareholding (MPS) norms, is disclosed in the scheme under the heading "action taken by SEBI/RBI" and the same is brought to the notice of shareholders and Hon'ble NCLT. Promoter details of BDMCL who are also promoters in Citurgia Biochemicals Limited are as given below:*
 - i. *Nowrosjee Wadia & Sons Ltd*
 - ii. *Nulsi Nevellle Wadia*
 - iii. *Jehangir N Wadia*
 - iv. *Ness N Wadia*
 - v. *Maureen N Wadia*
 - vi. *Dina Nevile Wadia*
 - vii. *Nessvile Trading Ltd*
- b. *The Company shall ensure that additional information, if any, submitted by the Company, after filing the scheme with the stock exchange, and from the receipt of this letter is displayed on the website of the listed company and the stock exchanges.*
- c. *The Company shall duly comply with various provisions of the Circulars.*
- d. *The Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.*

- e. *It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/observations/ representations.*

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of regulation 11 of SEBI (LODR) Regulation, 2015, we hereby convey our “No-objection” in terms of regulation 94 of SEBI (LODR) Regulation, 2015, so as to enable the Company to file the draft scheme with NCLT.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines / Regulations issued by statutory authorities.

The validity of this “Observation Letter” shall be six months from October 15, 2018, within which the scheme shall be submitted to NCLT.

Yours faithfully,
For **National Stock Exchange of India Ltd.**

Hitesh Malhotra
Senior Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL http://www.nseindia.com/corporates/content/further_issues.htm