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Date : 05th February, 2018

**The Deputy Gen. Manager
Department of Corporate Services
BSE Ltd.
P.J. Tower, Dalal Street,
Mumbai.**

Sub: Non Applicability of corporate governance

Dear Sir / Madam,

I Sanjiv Agarwal (MD) hereby certify that the paid up Equity capital of the Company **Bombay Talkies Limited** is Rs. 54000000 and the networth of the company is Rs. 5,48,58,901.80 as on 31.12.2017 As per Regulation 15 of the SEBI(Listing Obligations and Disclosure Requirement) Regulations, 2015 corporate governance provisions shall not be mandatory to the following class of companies:

- a) Companies having paid up equity share capital not exceeding Rs.10 crore and Net Worth not exceeding Rs.25 crore, as on the last day of the previous financial year;
Provided that where the provisions of the regulations specified in this regulation becomes applicable to a listed entity at a later date, such listed entity shall comply with the requirements of those regulations within six months from the date on which the provisions became applicable to the listed entity.

Accordingly it may be noted that the paid up share capital of the Company is below Rs. 10 crore and Net Worth of the Company has not exceeded Rs.25 crore, as on 31st December, 2017 and hence **Corporate Governance is not applicable to the Company.**

Request to take the same on your records and do the needful.

Thanking You,
For **Bombay Talkies Limited**

Director / Compliance Officer
Mahendra Kumar Jhajharia
DIN : 00517067