



THE BOMBAY DYEING AND MANUFACTURING COMPANY LIMITED

(CIN: L17120MH1879PLC000037)

Registered Office: Neville House, J. N. Heredia Marg, Ballard Estate, Mumbai – 400001

Email: grievance_redressal_cell@bombaydyeing.com **Phone:** (91) (22) 66620000;

Website: www.bombaydyeing.com

NOTICE OF POSTAL BALLOT

[Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (“**SS-2**”), each as amended, the Ordinary Resolution as set out in this Notice is proposed for approval by the Members of the Company through Postal Ballot by voting through electronic means only (“remote e-voting”).

The Explanatory Statement pursuant to Section 102(1) of the Act, read with Rules framed thereunder, setting out the material facts concerning the resolution mentioned in this Postal Ballot Notice (“**Notice**”), is annexed hereto for your consideration.

In terms of the requirements specified in General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA Circulars”), the Notice is being sent in electronic mode only to those Members whose e-mail addresses are registered with the Company/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited (“NSDL”) for the purpose of providing remote e-voting

facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at www.bombaydyeing.com.

The Board of Directors of the Company at their meeting held on 8th February, 2024 based on the recommendation of Nomination and Remuneration Committee have, appointed Mr. Natarajan Venkataraman (DIN: 05220857) as an Additional Non-Executive Non-Independent Director on the Board of the Company liable to retire by rotation and who shall hold office until the next General Meeting or for a period of three months from the date of appointment whichever is earlier pursuant to the provisions of Section 149, 152 & 161 of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other relevant provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Article 117 of the Articles of Association of the Company and his appointment as Non-Executive Non-Independent Director is now placed for the approval of the Members by an Ordinary Resolution.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting. The schedule of remote e-voting is as under:

Commencement of remote e-voting	Conclusion of remote e-voting
Tuesday, 02 nd April, 2024 at 9.00 a.m. (IST)	Wednesday, 01 st May, 2024 at 5.00 p.m. (IST)

The remote e-voting will be disabled by NSDL immediately thereafter.

SPECIAL BUSINESS

1. Appointment of Mr. Natarajan Venkataraman (DIN: 05220857) as a Non-Executive Non-Independent Director on the Board of the Company:

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 & 161 of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other relevant provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) (including the rules, notifications, circulars, guidelines etc. issued thereunder) including any statutory modification(s) or amendment(s) or re-enactment(s) thereof) for the time being in force, in line with the Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, Mr. Natarajan Venkataraman (DIN: 05220857) who was appointed as an Additional

Director and who holds office until the next General Meeting or for a period of three months from the date of appointment whichever is earlier, in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Non-Independent Director, of the Company, whose office shall be liable to retire by rotation.”

RESOLVED FURTHER THAT any one of the Directors or the Manager or the Chief Financial Officer & Chief Risk Officer or the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors,
For **The Bombay Dyeing and Manufacturing Company Limited**

Sanjive Arora
Company Secretary
FCS No. 3814

Registered Office:
Neville House, J. N. Heredia Marg,
Ballard Estate, Mumbai – 400001

Date: 27th March, 2024
Place: Mumbai

Notes:

1. An Explanatory Statement setting out the material facts pursuant to Section 102 of the Act relating to special business is annexed as **Annexure I** hereto and forms part of the Notice.
2. The relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2 viz. brief resume of Director proposed to be appointed, nature of his expertise in functional areas, name of companies in which he holds directorships and Membership/ Chairmanship of Board Committees along with listed entities from which the Director has resigned in the past three years and shareholding, are hereto furnished in **Annexure II** to the Notice.
3. In compliance with the MCA Circulars, the Notice is being sent only by electronic mode to those Members whose names appear in the Register of Members / List of Beneficial Owners and email IDs are registered as on Wednesday, 27th March, 2024 (cut-off date). For Members who have not registered their e-mail IDs, please follow the instructions given below:

Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by sharing a duly filled and signed copy of Form ISR-1 as per the format prescribed

by SEBI vide its circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3 November, 2021 and also available on the website of the Company at web link <https://bombaydyeing.com/forms.html> with the Company's Registrar and Share Transfer Agent at einward.ris@kfintech.com or with the Company at grievance_redressal_cell@bombaydyeing.com along with the copy of signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to einward.ris@kfintech.com or grievance_redressal_cell@bombaydyeing.com.

4. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
 - a. **For shares held in electronic form:** to their Depository Participants ("DPs"); and
 - b. **For shares held in physical form:** submit Form ISR-1 and other forms as prescribed by SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023 to M/s KFin Technologies Ltd (the Company's "RTA") at Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana. The Members are requested to update their KYC details with Company/Company's RTA.
5. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company at their Register office address at Neville House, J N Heredia Marg, Ballard Estate, Mumbai, Maharashtra, 40000. Office: 022 666 20000, Email: grievance_redressal_cell@bombaydyeing.com or the Company's Registrar and Transfer Agent, M/s KFin Technologies Limited (the Company's "RTA") at Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana. Email: einward.ris@kfintech.com or refer FAQs available on RTA's website for assistance in this regard.
6. Notice of Postal Ballot will also be available on the Company's website at www.bombaydyeing.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.

7. All the documents referred to in the Explanatory Statement, shall be available for inspection at the Registered office of the Company from 2nd April, 2024 to 1st May, 2024 basis the request sent to grievance_redressal_cell@bombaydyeing.com mentioning the name, Folio no. / Client ID and DP ID and the document which they wish to inspect.
8. In compliance with provisions of Section 108, Section 110 and other applicable provisions of the Act read with the Rules made thereunder, the Company has provided facility to Members to exercise their votes electronically through remote e-voting facility provided by NSDL.
9. The Members, whose names appear in the Register of Members / List of Beneficial Owners as on Wednesday, 27th March, 2024, being the cut-off date, are entitled to vote on the Resolution set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
10. The voting rights of Members shall be in proportion to their shareholding of the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday, 27th March, 2024.
11. The remote e-voting period commences on Tuesday, 2nd April, 2024 at 9:00 A.M. IST and ends on Wednesday, 1st May, 2024 at 5:00 P.M. IST. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
12. The vote in this Postal Ballot cannot be exercised through proxy.
13. The Company has appointed Mr. P.N. Parikh (FCS 327, CP 1228) and failing him, Mr. Mitesh Dhabliwala (FCS 8331, CP 9511) and failing him, Ms. Sarvari Shah (FCS 9697, CP 11717) of M/s. Parikh & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot process through remote e-voting, in a fair and transparent manner.
14. The Scrutinizer shall unblock the votes after conclusion of voting through remote e-voting and submit his report to the Chairman / authorized Key Managerial Personnel.
15. The results of Postal Ballot will be announced on or before Friday, 3rd May, 2024. The declared results along with the report of the Scrutinizer will be submitted to BSE Limited and National Stock Exchange of India Limited and shall be uploaded on the website of the Company at www.bombaydyeing.com, website of NSDL at www.evoting.nsdl.com and shall be displayed on the Notice Board at the registered office of the Company at Neville House, J.N. Heredia Marg, Ballard Estate, Mumbai – 400001.

16. The Resolution passed by the Members through Postal Ballot shall be deemed to have been passed at a general meeting of Members on the last date specified for remote e-voting i.e. Wednesday, 1st May, 2024.

17. SEBI vide its Circular SEBI HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated 11th August 2023, has introduced Online Dispute Resolution (ODR), which is in addition to the existing SCORES platform which can be utilized by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform. The ODR portal can be accessed at <https://smartodr.in/login/login>.

18. The instructions for remote e-voting by Members are as under:

The way to vote electronically on NSDL e-Voting system consists of ‘Two Steps’ which are mentioned below:

Step 1: Access to NSDL e-Voting system

In terms of the Circular issued by SEBI dated December 9, 2020 on ‘e-voting facility provided by Listed Companies’, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Members are advised to update their mobile number and email address in their demat accounts in order to access remote e-voting facility.

A) Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>a. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the ‘Beneficial Owner’ icon under ‘Login’ which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under value added services. Click on ‘Access to e-Voting’ under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

	<p>b. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com Select 'Register Online for IDeAS Portal' or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>c. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>d. Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="711 1032 1098 1267" data-label="Image"> <p>The image shows a promotional banner for the NSDL Mobile App. At the top, it says "NSDL Mobile App is available on". Below this, there are two logos: the Apple App Store logo and the Google Play logo. Underneath each logo is a square QR code. The entire graphic is enclosed in a thin black border.</p> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>a. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>b. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>c. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p>

	d. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at [abovementioned website](#).

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login"

which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nSDL.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:

- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c. How to retrieve your 'initial password'?

- i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:
 - a) Click on '**Forgot User Details/Password?**' (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) '**Physical User Reset Password?**' (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting the check box.
8. Now, you will have to click on 'Login' button.
9. After you click on the 'Login' button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle.
2. Select 'EVEN' of company i.e. **128211** to cast your vote during the remote e- Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. Assent or Dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
5. Upon confirmation, the message 'Vote cast successfully' will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs@parikhassociates.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e- Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolution set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self- attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to grievance_redressal_cell@bombaydyeing.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card to grievance_redressal_cell@bombaydyeing.com. If you are an individual shareholder shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

ANNEXURE I TO THE NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice:

Item no. 1

The Board of Directors of the Company at their meeting held on 8th February, 2024 based on the recommendation of Nomination and Remuneration Committee have, appointed Mr. Natarajan Venkataraman (DIN: 05220857) as an Additional Non Executive Non-Independent Director on the Board and also Member of Audit Committee of the Company. He shall be liable to retire by rotation and shall hold office until the next General Meeting or for a period of three months from the date of appointment whichever is earlier pursuant to the provisions of Section 149, 152 & 161 of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other relevant provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Article 117 of the Articles of Association of the Company. He will be paid sitting fees for attending the meetings, and commission as may be determined by the Board from time to time, if any.

Mr. Natarajan Venkataraman is a Commerce Graduate and a Qualified Cost Accountant. He is the Executive Director and Chief Financial Officer of the Britannia Industries Limited. He has over 38 years of rich experience and has been associated with Britannia Industries Limited since April, 2007. He heads Finance, Business Commercial, IT, Legal, Secretarial and Business Strategy functions in Britannia Industries Limited and is also responsible for its cost efficiency and IT transformation initiatives. Prior to this, he was heading the Finance functions of two wheeler and commercial vehicle businesses of Eicher Motors Limited.

The Company has in terms of Section 160 of the Companies Act, 2013 ('the Act') received a notice from a Member proposing his candidature for the office of Director. Mr. Natarajan Venkataraman has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act. He shall be liable to retire by rotation. He has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

In compliance with the provisions Section 149, 152 & 161 of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions the appointment of Mr. Natarajan Venkataraman as a Non- Executive Non Independent Director is now placed for the approval of the Members by an Ordinary Resolution.

Except Mr. Natarajan Venkataraman, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise in this resolution.

The Board recommends the Ordinary Resolution set out in Item No. 1 of the Notice for approval of the Members.

By Order of the Board of Directors,
For **The Bombay Dyeing and Manufacturing Company Limited**

Sanjive Arora
Company Secretary
FCS No. 3814

Registered Office:
Neville House, J. N. Heredia Marg,
Ballard Estate, Mumbai – 400001

Date: 27th March, 2024
Place: Mumbai

ANNEXURE II TO THE NOTICE

DETAILS OF DIRECTOR SEEKING APPOINTMENT

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 issued by Institute of Company Secretaries of India on General Meetings]

Sr. No.	Nature of Information	Particulars
1.	Name of Director	Mr. Natarajan Venkataraman (DIN: 05220857)
2.	Date of Birth/ Age	18 th October, 1964/ 59 Years
3.	Nationality	Indian
4.	Date of First Appointment on the Board	8 th February, 2024
5.	Brief Profile, Expertise & Qualifications	Mr. Natarajan Venkataraman, aged 59 years is a Commerce Graduate and a Qualified Cost Accountant. He is the Executive Director and Chief Financial Officer of the Britannia Industries Limited. He has over 38 years of rich experience and has been associated with Britannia Industries Limited since April, 2007. He heads Finance, Business Commercial, IT, Legal, Secretarial and Business Strategy functions in Britannia Industries Limited and is also responsible for its cost efficiency and IT transformation initiatives. Prior to this, he was heading the Finance functions of two wheeler and commercial vehicle businesses of Eicher Motors Limited.
6.	In case of Independent Director, Skills and capabilities required for the role and the manner in which the Director meet the requirements	Not Applicable
7.	Terms and conditions of appointment	As mentioned in Explanatory Statement.
8.	Directorship of other Boards	<ul style="list-style-type: none">• Britannia Industries Limited• International Bakery Products Limited• Manna Foods Private Limited• Ganges Vally Foods Private Limited• J B Mangharam Foods Private Limited• Britannia Bel Foods Private Limited• Sunrise Biscuit Company Private Limited• Boribunder Finance and Investments

		Private Limited <ul style="list-style-type: none"> • Flora Investments Company Private Limited • Gilt Edge Finance and Investments Private Limited • Britannia Bangladesh Private Limited • Britannia and Associates (Mauritius) Private Limited
9.	Membership/ Chairmanship of Committees of other Boards	Britannia Industries Limited: <ul style="list-style-type: none"> • Risk Management Committee - Member • Bonus Debenture Committee - Member Sunrise Biscuit Company Private Limited: <ul style="list-style-type: none"> • Audit Committee – Chairman • Nomination and Remuneration Committee- Chairman
10.	Listed entities from which the Director has resigned from Directorship in last 3 (three) years	Nil
11.	No. of Board Meetings attended during FY 2023-24 (upto the date of this Notice)	Attended One Board Meeting held during the mentioned period
12.	Details of remuneration last drawn (FY 2022-23)	Not Applicable
13.	Details of remuneration sought to be paid	He will be paid Sitting fees for attending the meetings, and commission as may be determined by the Board from time to time, if any.
14.	Shareholding in the Company including as a beneficial owner	Nil
15.	Relationship with other Directors and Key Managerial Personnel of the Company	Not related to any other Directors/ Key Managerial Personnel of the Company.

By Order of the Board of Directors,
For **The Bombay Dyeing and Manufacturing Company Limited**

Sanjive Arora
Company Secretary
FCS No. 3814

Registered Office:
Neville House, J. N. Heredia Marg,
Ballard Estate, Mumbai – 400001
Date: 27th March, 2024
Place: Mumbai