



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 resolutions as set out in this Notice are 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 resolutions 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, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 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 12th November, 2024 based on the recommendation of the Nomination and Remuneration Committee, have appointed Dr. Yashwant Shankarrao Patil Thorat (DIN: 00135258) as an Additional Non-Executive Independent Director and Mr. Jehangir Nusli Wadia (DIN: 00088831) as an Additional Non-Executive Non-Independent Director on the Board of the Company, 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 and 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 Act and SEBI Listing Regulations and Article 117 of the Articles of Association of the Company and their respective appointments are now placed for the approval of the Members by a Special or Ordinary Resolution as required.

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
Sunday, 24 th November, 2024 at 9.00 a.m. (IST)	Monday, 23 rd December, 2024 at 5.00 p.m. (IST)

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

SPECIAL BUSINESS

1. Appointment of Dr. Yashwant Shankarrao Patil Thorat (DIN: 00135258) as a Non-Executive Independent Director on the Board of the Company for a term of 5 years:

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulations 17, 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Dr. Yashwant Shankarrao Patil Thorat (DIN: 00135258), 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, and has given his consent along with a

declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years on the Board of the Company commencing from 12th November, 2024 upto 11th November, 2029.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI Listing Regulations and other applicable provisions, if any, of the Act and the Rules made thereunder, including any statutory modification or re-enactment thereof for the time being in force, consent of the Members be and is hereby granted for the appointment of Dr. Yashwant Shankarrao Patil Thorat as a Non-Executive Independent Director of the Company, notwithstanding his age of more than seventy-five years and to continue his directorship till the expiry of his term of office.

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.”

2. Appointment of Mr. Jehangir Nusli Wadia (DIN: 00088831) 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 Sections 149, 152 & 161 of the Companies Act, 2013 (“the Act”) and Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other relevant provisions of the Act and SEBI Listing Regulations (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 the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Jehangir Nusli Wadia (DIN: 00088831) 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 Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Non-Independent Director, of the Company w.e.f.12th November, 2024, 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: 12th November, 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 Directors proposed to be appointed, nature of their expertise in functional areas, name of companies in which they hold directorships and Membership/ Chairmanship of Board Committees along with listed entities from which the Directors have 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 Friday, 15th November, 2024 (“cut-off date”). Members who have not registered their email IDs may 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 Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7 May 2024 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 email 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 vide its Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7 May 2024 to M/s KFin Technologies Ltd. (the Company's "RTA") at Selenium Tower - B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana – 500032. The Members are requested to update their KYC details with the 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, 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 Company's Registrar and Transfer Agent, M/s KFin Technologies Ltd. (the Company's "RTA") at Selenium Building, Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana – 500032, India., Email: einward.ris@kfintech.com or refer FAQs available on RTA's website for assistance in this regard or the Company at their Registered Office address at Neville House, J. N. Heredia Marg, Ballard Estate, Mumbai, Maharashtra - 400001, Telephone: (022) 66620000. Email: grievance_redressal_cell@bombaydyeing.com.
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 Notice and Explanatory Statement will be available for inspection by the Members during business hours (9.30 a.m. IST to 6.30 p.m. IST) on all working days except Saturdays, Sundays and public holidays, from date hereof upto Monday, 23rd December, 2024, electronically. Members seeking inspection may send an email 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 Friday, 15th November, 2024, being the cut-off date, are entitled to vote on the Resolutions 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. Friday, 15th November, 2024.
11. The remote e-voting period commences on Sunday, 24th November, 2024 at 9:00 A.M. IST and ends on Monday, 23rd December, 2024 at 5:00 P.M. IST. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on resolutions 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 Dhaliwala (FCS: 8331, CP: 9511) and failing him, Ms. Sarvari Shah (FCS: 9697, CP: 11717) of 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 of the Company.
15. The results of Postal Ballot will be announced within two working days from the conclusion of e-voting period. 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 Resolutions 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. Monday, 23rd December, 2024.
17. SEBI vide its Circular No. 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.nsd.com Select 'Register Online for IDeAS Portal' or click at https://eservices.nsd.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.nsd.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="711 846 1098 1081" data-label="Image"> <p>The image is 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. Under each logo is a square QR code. The entire advertisement 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 132166 then user ID is 132166001***

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. **132166** 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 resolutions, 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, Senior Manager NSDL 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 resolutions 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 Statements sets out all material facts relating to the business mentioned under respective items of the accompanying Notice:

Item no. 1

Dr. Yashwant Shankarrao Patil Thorat (DIN: 00135258) was appointed as an Additional Non-Executive Independent Director on the Board of the Company w.e.f. 12th November, 2024 based on the recommendation of the Nomination and Remuneration Committee (“NRC”) and approval of the Board of Directors of the Company at their respective Meetings held on 12th November 2024, subject to the approval of the shareholders. Dr. Thorat holds office as an Additional Director until the next General Meeting or for a period of three months from the date of appointment, whichever is earlier, in accordance with the Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (“SEBI Listing Regulations”). 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, and as per the Resolution No. 7 of the Notice of 144th Annual General Meeting of the Company held on 14th August, 2024 which was duly approved by the Members of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 12th November, 2024, proposed the appointment of Dr. Thorat as a Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years commencing from 12th November, 2024 upto 11th November, 2029, not liable to retire by rotation, for the approval of the Members by way of a Special Resolution as per Regulation 25(2A) of the SEBI Listing Regulations.

Further, as Dr. Thorat is 77 years of age, his appointment as a Non-Executive Independent Director also requires consent of the Members by way of a Special Resolution in accordance with Regulation 17(1A) of the SEBI Listing Regulations which stipulates that a listed entity cannot appoint or continue the directorship of a Non-Executive Director who has attained the age of seventy five years unless such appointment or continuation is specifically approved by the Members through a Special Resolution.

Dr. Thorat holds a distinction in Law and is a doctorate in Economics and D.Litt. He started his career with the Reserve Bank of India (RBI) in 1972 and was appointed as its Executive Director in 2003. He retired as Chairman, NABARD in November 2007 and was an Executive Chairman of the Dry Land Farming Commission and Chairman of the Agriculture Universities Recruitment Board, Government of Maharashtra. Earlier, he was associated with the Planning Commission, Government of India for the 10th and 11th Five Year Plans. He was Chief Executive of the Rajiv Gandhi Trust and Foundation, New Delhi and served on the Board of the National Institute of Bank Management, Pune.

He is a University ranker having received the prestigious Gopal Krishna Gokhale Award for being adjudged the best student of Political Science amongst all universities in Maharashtra. His main contribution has been in the field of policy support for agriculture finance, urban cooperative banks, cooperative policy and credit.

Dr. Thorat possesses requisite skills, experience, knowledge and capabilities required for the role of an Independent Director of the Company. He also has leadership experience of running large development bank etc. with deep understanding of complex business processes, regulatory and governance environment, risk management and ability to visualize and manage change.

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. The Company has received a declaration from Dr. Thorat confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In terms of Regulation 25(8) of the SEBI Listing Regulations, Dr. Thorat has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Dr. Thorat 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.

Further, Dr. Thorat 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, subject to appointment by the Members. Dr. Thorat has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Dr. Thorat fulfills the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for appointment as a Non-Executive Independent Director and that he is independent of the Management. The terms and conditions of the appointment of Independent Directors is uploaded on the website of the Company at www.bombaydyeing.com and would also be made available for inspection electronically by the Members basis the request being sent on grievance_redressal_cell@bombaydyeing.com mentioning their Name, DP ID & Client ID/Folio No. through registered e-mail ID.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the appointment of Dr. Thorat as a Non-Executive Independent Director is now placed for the approval of the Members by a Special Resolution.

Except Dr. Thorat, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in this resolution.

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

Item no. 2

Mr. Jehangir Nusli Wadia (DIN: 00088831) was appointed as an Additional Non-Executive Non-Independent Director on the Board of the Company w.e.f. 12th November, 2024 based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company at their respective Meetings held on 12th November 2024. He was also appointed as Member of the Strategic Committee and Investment 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 (“the Act”) and Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other relevant provisions of the Act and SEBI Listing Regulations 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 and as per the Resolution No. 7 of the Notice of 144th Annual General Meeting of the Company, held on 14th August, 2024 which was duly approved by the Members of the Company.

Mr. Jehangir Nusli Wadia, aged 51 years, is a Master in Science from the Warwick University in England. He completed his initial schooling at Lawrence School, Sanawar and subsequently attended Millfield, a boarding school in England.

Mr. Wadia is an accomplished Industrialist and Entrepreneur. He was the Managing Director of India’s second-listed public company founded in 1863, The Bombay Burmah Trading Corporation Limited from 2001 to 2011.

Mr. Wadia also contributed as the Managing Director of the Company and headed the Managements of the textile, retail and chemical divisions. In 2011, he led the Company’s diversification into real estate and founded Bombay Realty. His initiatives included detailed master plans and designs for 2 mixed use developments over 10 million square feet in the island city of Mumbai, including two signature 60-floor residences which were completed in 47 months, a 40-floor residence, a 23-floor residence and a 9-floor commercial office building, all constructed under his leadership in the island city centre of Mumbai.

In 2008, Mr. Wadia was elected as a Young Global Leader by the World Economic Forum.

Mr. Wadia has served as the Managing Director for 20 years in public companies in India and led a private airline for 16 years. He also served as a Director on the Board of Britannia Industries Limited for 16 years and has again been appointed as Director on its Board w.e.f. 11th November, 2024.

Mr. Wadia was also committed to social reform, working as the Secretary of the Deendayal Research Institute (DRI) under the vision and leadership of the late Nanaji Deshmukh. DRI focuses on developing self-reliant working models in areas of Health and Hygiene, Education, Entrepreneur training, Agriculture development and many more. DRI adopted 500 villages in Chitrakoot to make them totally self-reliant using various self-reliant models.

The Company has in terms of Section 160 of Act received a notice from a Member proposing his candidature for the office of Director. Mr. Jehangir Nusli Wadia 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. Jehangir Nusli Wadia as a Non-Executive Non-Independent Director w.e.f. 12th November, 2024 is now placed for the approval of the Members by an Ordinary Resolution.

Mr. Jehangir N. Wadia, being the appointee, is interested in this Resolution. Further, Mr. Nusli N. Wadia and Mr. Ness N. Wadia being related to Mr. Jehangir N. Wadia in terms of Section 2(77) of the Act may be deemed to be interested in the Resolution. The other relatives of Mr. Jehangir N. Wadia may be deemed to be interested to the extent of their shareholding, if any, in the Company. Save and except the above, none of the Directors/Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution.

The Board recommends the Ordinary Resolution set out in Item No. 2 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: 12th November, 2024
Place: Mumbai

ANNEXURE II TO THE NOTICE

DETAILS OF DIRECTORS 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	Item No. 1 of the Notice	Item No. 2 of the Notice
1.	Name of Director(s)	Dr. Yashwant Shankarrao Patil Thorat (DIN: 00135258)	Mr. Jehangir Nusli Wadia (DIN: 00088831)
2.	Brief Profile, Expertise & Qualifications	<p>Dr. Yashwant Shankarrao Patil Thorat holds a distinction in Law, a doctorate in Economics and D.Litt. He started his career with the Reserve Bank of India (RBI) in 1972 and was appointed as its Executive Director in 2003.</p> <p>He retired as Chairman, NABARD in November 2007 and was an Executive Chairman of the Dry Land Farming Commission and Chairman of the Agriculture Universities Recruitment Board, Government of Maharashtra. Earlier, he was associated with the Planning Commission, Government of India for the 10th and 11th Five Year Plans.</p> <p>He was Chief Executive of the Rajiv Gandhi Trust and Foundation, New Delhi and served on the Board of the National Institute of Bank Management, Pune.</p> <p>He is a University ranker having received the prestigious Gopal Krishna Gokhale Award for being adjudged the best student of Political Science amongst all universities in Maharashtra.</p> <p>His main contribution has been in the field of policy support for agriculture finance, urban cooperative banks, cooperative policy and credit. He is on the</p>	<p>Mr. Jehangir Nusli Wadia is a Master in Science from the Warwick University in England. He completed his initial schooling at Lawrence School, Sanawar and subsequently attended Millfield, a boarding school in England.</p> <p>Mr. Wadia is an accomplished Industrialist and Entrepreneur. He was the Managing Director of India's second-listed public company founded in 1863, The Bombay Burmah Trading Corporation Limited from 2001 to 2011.</p> <p>Mr. Wadia also contributed as the Managing Director of the Company and headed the Managements of the textile, retail and chemical divisions. In 2011, he led the company's diversification into real estate and founded Bombay Realty. His initiatives included detailed master plans and designs for 2 mixed use developments over 10 million square feet in the island city of Mumbai, including two signature 60-floor residences which were completed in 47 months, a 40-floor residence, a 23-floor residence and a 9-floor commercial office building, all constructed under his leadership in the island city centre of Mumbai.</p> <p>In 2008, Mr. Wadia was elected as a Young Global Leader by the World Economic Forum.</p>

		Board of several companies and trusts.	<p>Mr. Wadia has served as the Managing Director for 20 years in public companies in India and led a private airline for 16 years. He also served as a Director on the Board of Britannia Industries Limited for 16 years and has again been appointed as Director on its Board w.e.f. 11th November, 2024.</p> <p>Mr. Wadia was also committed to social reform, working as the Secretary of the Deendayal Research Institute (DRI) under the vision and leadership of the late Nanaji Deshmukh. DRI focuses on developing self-reliant working models in areas of Health and Hygiene, Education, Entrepreneur training, Agriculture development and many more. DRI adopted 500 villages in Chitrakoot to make them totally self-reliant using various self-reliant models.</p>
3.	Age	77 years	51 years
4.	Date of First Appointment on the Board	12 th November, 2024	12 th November, 2024
5.	In case of Independent Director, Skills and capabilities required for the role and the manner in which the Director meet the requirements	Refer Item No. 1 of the Notice and Explanatory Statement.	Not Applicable
6.	Terms and conditions of appointment	Appointment of Dr. Yashwant Shankarrao Patil Thorat (DIN: 00135258) as a Non-Executive Independent Director on the Board of the Company for a term of 5 years w.e.f. 12 th November, 2024 to 11 th November, 2029, not liable to retire by rotation.	Appointment of Mr. Jehangir Nusli Wadia (DIN: 00088831) as a Non-Executive Non-Independent Director of the Company w.e.f. 12 th November, 2024, liable to retire by rotation.

7.	Directorship of other Boards	<ol style="list-style-type: none"> 1. The Bombay Burmah Trading Corporation Limited 2. Britannia Industries Ltd 3. Go Airlines (India) Limited 	<ol style="list-style-type: none"> 1. Britannia Industries Limited 2. Boyztoyz Trading Company Private Limited 3. Virtual Education Network Private Limited 4. Go Investments & Trading Private Limited 5. Go Engineering Private Limited 6. Go Airways Private Limited 7. Go Holdings Private Limited 8. Go Cargo Private Limited 9. Integrated Clinical Research Sciences Private Limited 10. Patricia Keelan Foundation 																								
8.	Membership/ Chairmanship of Committees of other Boards	<p>Britannia Industries Limited</p> <table border="1" data-bbox="517 797 987 1346"> <tr> <td>Audit Committee</td> <td>Chairman</td> </tr> <tr> <td>Stakeholders Relationship Committee</td> <td>Chairman</td> </tr> <tr> <td>Corporate Social Responsibility Committee</td> <td>Member</td> </tr> <tr> <td>Risk Management Committee</td> <td>Member</td> </tr> <tr> <td>Nomination and Remuneration Committee</td> <td>Member</td> </tr> <tr> <td>Strategy and Innovation Steering Committee</td> <td>Member</td> </tr> </table> <p>The Bombay Burmah Trading Corporation Limited</p> <table border="1" data-bbox="517 1485 995 1693"> <tr> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>Nomination and Remuneration Committee</td> <td>Member</td> </tr> <tr> <td>Risk Management Committee</td> <td>Member</td> </tr> </table> <p>Go Airlines (India) Limited</p> <table border="1" data-bbox="517 1794 1000 2031"> <tr> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>Stakeholders Relationship Committee</td> <td>Chairman</td> </tr> <tr> <td>Corporate Social Responsibility Committee</td> <td>Chairman</td> </tr> </table>	Audit Committee	Chairman	Stakeholders Relationship Committee	Chairman	Corporate Social Responsibility Committee	Member	Risk Management Committee	Member	Nomination and Remuneration Committee	Member	Strategy and Innovation Steering Committee	Member	Audit Committee	Member	Nomination and Remuneration Committee	Member	Risk Management Committee	Member	Audit Committee	Member	Stakeholders Relationship Committee	Chairman	Corporate Social Responsibility Committee	Chairman	Nil
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Corporate Social Responsibility Committee	Chairman																										

9.	Listed entities from which the Director has resigned from Directorship in last 3 (three) years.	Nil	Nil
10.	No. of Board Meetings attended during FY 2024-25 (upto the date of this Notice).	(Appointed as an Additional Non-Executive Independent Director w.e.f 12 th November, 2024 and is entitled to sitting fees of Rs. 60,000/- for attending the Board Meeting held 12 th November, 2024.)	(Appointed as an Additional Non-Executive Non-Independent Director w.e.f. 12 th November, 2024 and is entitled to sitting fees of Rs. 60,000/- for attending the Board Meeting held 12 th November, 2024.)
11.	Details of remuneration last drawn (FY 2023-24)	Not Applicable	Not Applicable
12.	Details of remuneration sought to be paid.	Sitting Fees and Commission as approved by the Board of Directors	Sitting Fees and Commission as approved by the Board of Directors
13.	Shareholding in the Company including as a beneficial owner.	Nil	1,37,525 equity shares
14.	Relationship with other Directors and Key Managerial Personnel of the Company.	Not related to any other Directors/ Key Managerial Personnel of the Company	Mr. Jehangir N. Wadia is the son of Mr. Nusli N. Wadia, the Chairman and Director of the Company and brother of Mr. Ness N. Wadia, Non-Executive Non-Independent Director of the Company. He is not related to any other Director and KMP 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: 12th November, 2024
Place: Mumbai