

11<sup>th</sup> August, 2016

General Manager,  
Department of Corporate Affairs,  
BSE Limited,  
P. J. Towers, Dalal Street,  
Mumbai - 400001.

General Manager,  
National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla Complex,  
Mumbai - 400051.

Dear Sirs,

**Sub: Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - voting results of the 136<sup>th</sup> Annual General Meeting.**

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the details regarding the voting results of the business transacted at the said AGM in the prescribed format.

Further, we are also enclosing the Consolidated Report of the Scrutinizer on e-voting and voting through tablet based electronic voting at the AGM.

The above are also being uploaded on the Company's website.

We request you to note the above and acknowledge the receipt.

Thanking you,

Yours faithfully,  
For The Bombay Dyeing & Mfg. Co. Ltd.

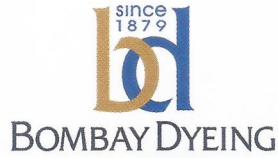
  
(Sanjive Arora)  
Company Secretary

Encl: As above



**THE BOMBAY DYEING & MANUFACTURING CO. LTD.**

C-1, Wadia International Center, Pandurang Budhkar Marg, Worli, Mumbai - 400 025, India. Regd. Office: Neville House, J.N. Heredia Marg, Ballard Estate, Mumbai - 400 001, India.  
Office: +91 22 666 20000. Fax: +91 22 661 92001. Website: www.bombaydyeing.com. Email: corporate@bombaydyeing.com. CIN: L17120MH1879PLC00037



Cc:

National Securities Depository Ltd.,  
Trade World, 4<sup>th</sup> Floor, Kamala Mills Compound,  
S. Bapat Marg, Lower Parel,  
MUMBAI – 400 013.

Central Depository Services (India) Ltd.,  
Phiroze Jeejeebhoy Towers, 16<sup>th</sup> Floor,  
Dalal Street,  
Mumbai- 400 023.

Bourse de Luxembourg,  
Societe de La Bourse de Luxembourg,  
Societe Anonyme, R. C. 36222, BP 165, L- 2011,  
LUXEMBOURG.

Citibank N.A.,  
DR Account Management,  
Citigroup Corporate & Investment Bank,  
14<sup>th</sup> Floor, 388, Greenwich Street,  
NEWYORK, NY (USA) 10013.

M/s Karvy Computershare Private Limited  
Karvy Selenium Tower B,  
Plot 31-32, Gachibowli,  
Financial District, Nanakramguda,  
Hyderabad – 500 032





## BOMBAY DYEING

### Format for Voting Results:

|   |  |
|---|--|
|   | <b>The Bombay Dyeing &amp; Mfg. Co. Ltd. : 136<sup>th</sup> Annual General Meeting (AGM) Voting Result</b> |
| <b>Date of the AGM/EGM</b>  | 10 <sup>th</sup> August, 2016  |
| <b>Total number of shareholders on record date</b>  | 1,06,230   |
| <b>No. of shareholders present in the meeting either in person or through proxy -<br/>Promoters and Promoter Group:<br/>Public:</b> | 4<br>257   |
| <b>No. of Shareholders attended the meeting through Video Conferencing -<br/>Promoters and Promoter Group:<br/>Public:</b>          | NIL  |

### Agenda- wise disclosure (to be disclosed separately for each agenda item)

| <b>Resolution required: (Ordinary/ Special)</b>                                  |                                      |                        | <b>Ordinary -1. To receive, consider and adopt (a) the Audited Financial Statements of the Company for the financial year ended 31st March, 2016</b> |   |                              |                            |  |  |
|--|--------------------------------------|------------------------|--|---|------------------------------|----------------------------|--|--|
| <b>Whether promoter/ promoter group are interested in the agenda/resolution?</b> |                                      |                        | Yes  |   |                              |                            |  |  |
| Category   | Mode of Voting                       | No. of shares held (1) | No. of votes polled (2)  | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| <b>Promoter and Promoter Group</b>   | <b>E-Voting</b>                      | 108122618              | 108122118  | 99.9995   | 108122118                    | 0                          | 100.0000   | 0.0000   |
|  | <b>Poll</b>                          | 108122618              | 0  | 0.0000  | 00                           | 0                          | 0.0000   | 0.0000   |
|  | <b>Postal Ballot (if applicable)</b> | 108122618              | 0  | 0.0000  | 00                           | 0                          | 0.0000   | 0.0000   |
|  | <b>Total</b>                         | 108122618              | 108122118  | 99.9995   | 108122118                    | 0                          | 100  | 0  |
| <b>Public Institutions</b>   | <b>E-Voting</b>                      | 23350766               | 11703745   | 50.1215   | 11703745                     | 0                          | 100.0000   | 0.0000   |
|  | <b>Poll</b>                          | 23350766               | 0  | 0.0000  | 00                           | 0                          | 0.0000   | 0.0000   |
|  | <b>Postal Ballot (if applicable)</b> | 23350766               | 0  | 0.0000  | 00                           | 0                          | 0.0000   | 0.0000   |
|  | <b>Total</b>                         | 23350766               | 11703745   | 50.1215   | 11703745                     | 0                          | 100  | 0  |
| <b>Public Non Institutions</b>   | <b>E-Voting</b>                      | 75061516               | 279191   | 0.3719  | 274689                       | 4502                       | 98.3874  | 1.6125   |
|  | <b>Poll</b>                          | 75061516               | 2789743  | 3.7166  | 2789743                      | 0                          | 100.0000   | 0.0000   |
|  | <b>Postal Ballot (if applicable)</b> | 75061516               | 0  | 0.0000  | 00                           | 0                          | 0.0000   | 0.0000   |
|  | <b>Total</b>                         | 75061516               | 3068934  | 4.0885  | 3064432                      | 4502                       | 198.3874   | 1.6125   |
| <b>Total</b>   |                                      | 206534900              | 122894797  | 59.5032   | 122890295                    | 4502                       | 99.9963  | 0.0037   |

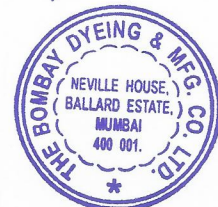




## BOMBAY DYEING

| Resolution required: (Ordinary/Special)                                   |                               | Ordinary -2. Declaration of Dividend on Equity Shares for the financial year ended 31st March, 2016. |                         |   |                              |                            |  |  |
|---|-------------------------------|--|-------------------------|---|------------------------------|----------------------------|--|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                               | Yes  |                         |   |                              |                            |  |  |
| Category  | Mode of Voting                | No. of shares held (1)   | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group   | E-Voting                      | 108122618  | 108122118               | 99.9995   | 108122118                    | 0                          | 100.0000   | 0.0000   |
|   | Poll                          | 108122618  | 0                       | 0.0000  | 00                           | 0                          | 0.0000   | 0.0000   |
|   | Postal Ballot (if applicable) |  |                         |   |                              |                            |  |  |
|   | <b>Total</b>                  | 108122618  | 108122118               | 99.9995   | 108122118                    | 0                          | 100  | 0  |
| Public Institutions   | E-Voting                      | 23350766   | 11703745                | 50.1215   | 11703745                     | 0                          | 100.0000   | 0.0000   |
|   | Poll                          | 23350766   | 0                       | 0.0000  | 00                           | 0                          | 0.0000   | 0.0000   |
|   | Postal Ballot (if applicable) |  |                         |   |                              |                            |  |  |
|   | <b>Total</b>                  | 23350766   | 11703745                | 50.1215   | 11703745                     | 0                          | 100  | 0  |
| Public Non Institutions   | E-Voting                      | 75061516   | 279191                  | 0.3719  | 274489                       | 4702                       | 98.3158  | 1.6841   |
|   | Poll                          | 75061516   | 2789743                 | 3.7166  | 2789743                      | 0                          | 100.0000   | 0.0000   |
|   | Postal Ballot (if applicable) |  |                         |   |                              |                            |  |  |
|   | <b>Total</b>                  | 75061516   | 3068934                 | 4.0885  | 3064232                      | 4702                       | 198.3158   | 1.6841   |
| <b>Total</b>  |                               | 206534900  | 122894797               | 59.5032   | 122890095                    | 4702                       | 99.9962  | 0.0038   |

| Resolution required: (Ordinary/Special)                                   |                               | Ordinary -3. Appoint a Director in place of Mr. Nusli N. Wadia (DIN: 00015731), who retires by rotation and being eligible, offers himself for re-appointment. |                         |   |                              |                            |  |  |
|---|-------------------------------|--|-------------------------|---|------------------------------|----------------------------|--|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                               | Yes  |                         |   |                              |                            |  |  |
| Category  | Mode of Voting                | No. of shares held (1)   | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group   | E-Voting                      | 108122618  | 108122118               | 99.9995   | 108122118                    | 0                          | 100.0000   | 0.0000   |
|   | Poll                          | 108122618  | 0                       | 0.0000  | 00                           | 0                          | 0.0000   | 0.0000   |
|   | Postal Ballot (if applicable) | 108122618  | 0                       | 0.0000  | 00                           | 0                          | 0.0000   | 0.0000   |
|   | <b>Total</b>                  | 108122618  | 108122118               | 99.9995   | 108122118                    | 0                          | 100  | 0  |
| Public Institutions   | E-Voting                      | 23350766   | 11703745                | 50.1215   | 11201837                     | 501908                     | 95.7115  | 4.2884   |
|   | Poll                          | 23350766   | 0                       | 0.0000  | 00                           | 0                          | 0.0000   | 0.0000   |
|   | Postal Ballot (if applicable) | 23350766   | 0                       | 0.0000  | 00                           | 0                          | 0.0000   | 0.0000   |
|   | <b>Total</b>                  | 23350766   | 11703745                | 50.1215   | 11201837                     | 501908                     | 95.7115  | 4.2884   |
| Public Non Institutions   | E-Voting                      | 75061516   | 279191                  | 0.3719  | 274339                       | 4852                       | 98.2621  | 1.7378   |
|   | Poll                          | 75061516   | 2789743                 | 3.7166  | 2789743                      | 0                          | 100.0000   | 0.0000   |
|   | Postal Ballot (if applicable) | 75061516   | 0                       | 0.0000  | 00                           | 0                          | 0.0000   | 0.0000   |
|   | <b>Total</b>                  | 75061516   | 3068934                 | 4.0885  | 3064082                      | 4852                       | 198.2621   | 1.7378   |
| <b>Total</b>  |                               | 206534900  | 122894797               | 59.5032   | 122388037                    | 506760                     | 99.5876  | 0.4124   |



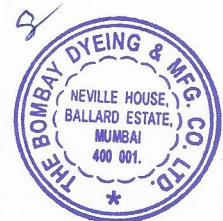
Website: [www.bombaydyeing.com](http://www.bombaydyeing.com)



## BOMBAY DYEING

| Resolution required: (Ordinary/Special)                                   |                               |                        | Ordinary -4. Appoint M/s. Kalyaniwalla & Mistry, Chartered Accountants, as Statutory Auditors of the Company. |  |                              |                            |   |  |
|---|-------------------------------|------------------------|---|--|------------------------------|----------------------------|---|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                               |                        | Yes   |  |                              |                            |   |  |
| Category  | Mode of Voting                | No. of shares held (1) | No. of votes polled (2)   | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]* 100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group   | E-Voting                      | 108122618              | 108122118   | 99.9995  | 108122118                    | 0                          | 100.0000  | 0.0000   |
|   | Poll                          | 108122618              | 0   | 0.0000   | 00                           | 0                          | 0.0000  | 0.0000   |
|   | Postal Ballot (if applicable) | 108122618              | 0   | 0.0000   | 00                           | 0                          | 0.0000  | 0.0000   |
|   | <b>Total</b>                  | <b>108122618</b>       | <b>108122118</b>  | <b>99.9995</b>   | <b>108122118</b>             | <b>0</b>                   | <b>100</b>  | <b>0</b>   |
| Public Institutions   | E-Voting                      | 23350766               | 11703745  | 50.1215  | 11703745                     | 0                          | 100.0000  | 0.0000   |
|   | Poll                          | 23350766               | 0   | 0.0000   | 00                           | 0                          | 0.0000  | 0.0000   |
|   | Postal Ballot (if applicable) | 23350766               | 0   | 0.0000   | 00                           | 0                          | 0.0000  | 0.0000   |
|   | <b>Total</b>                  | <b>23350766</b>        | <b>11703745</b>   | <b>50.1215</b>   | <b>11703745</b>              | <b>0</b>                   | <b>100</b>  | <b>0</b>   |
| Public Non Institutions   | E-Voting                      | 75061516               | 279191  | 0.3719   | 274493                       | 4698                       | 98.3172   | 1.6827   |
|   | Poll                          | 75061516               | 2789743   | 3.7166   | 2789328                      | 415                        | 99.9851   | 0.0148   |
|   | Postal Ballot (if applicable) | 75061516               | 0   | 0.0000   | 00                           | 0                          | 0.0000  | 0.0000   |
|   | <b>Total</b>                  | <b>75061516</b>        | <b>3068934</b>  | <b>4.0885</b>  | <b>3063821</b>               | <b>5113</b>                | <b>198.3023</b>   | <b>1.6975</b>  |
| <b>Total</b>  | <b>206534900</b>              | <b>122894797</b>       | <b>59.5032</b>  | <b>122889684</b>   | <b>5113</b>                  | <b>99.9958</b>             | <b>0.0042</b>   |  |

| Resolution required: (Ordinary/Special)                                   |                               |                        | Ordinary -5. Approval of the Remuneration of the Cost Auditors. |  |                              |                            |   |  |
|---|-------------------------------|------------------------|---|--|------------------------------|----------------------------|---|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                               |                        | Yes   |  |                              |                            |   |  |
| Category  | Mode of Voting                | No. of shares held (1) | No. of votes polled (2)   | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]* 100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group   | E-Voting                      | 108122618              | 108122118   | 99.9995  | 108122118                    | 0                          | 100.0000  | 0.0000   |
|   | Poll                          | 108122618              | 0   | 0.0000   | 00                           | 0                          | 0.0000  | 0.0000   |
|   | Postal Ballot (if applicable) | 108122618              | 0   | 0.0000   | 00                           | 0                          | 0.0000  | 0.0000   |
|   | <b>Total</b>                  | <b>108122618</b>       | <b>108122118</b>  | <b>99.9995</b>   | <b>108122118</b>             | <b>0</b>                   | <b>100</b>  | <b>0</b>   |
| Public Institutions   | E-Voting                      | 23350766               | 11703745  | 50.1215  | 11703745                     | 0                          | 100.0000  | 0.0000   |
|   | Poll                          | 23350766               | 0   | 0.0000   | 00                           | 0                          | 0.0000  | 0.0000   |
|   | Postal Ballot (if applicable) | 23350766               | 0   | 0.0000   | 00                           | 0                          | 0.0000  | 0.0000   |
|   | <b>Total</b>                  | <b>23350766</b>        | <b>11703745</b>   | <b>50.1215</b>   | <b>11703745</b>              | <b>0</b>                   | <b>100</b>  | <b>0</b>   |
| Public Non Institutions   | E-Voting                      | 75061516               | 279191  | 0.3719   | 274693                       | 4498                       | 98.3889   | 1.6110   |
|   | Poll                          | 75061516               | 2789743   | 3.7166   | 2789328                      | 415                        | 99.9851   | 0.0148   |
|   | Postal Ballot (if applicable) | 75061516               | 0   | 0.0000   | 00                           | 0                          | 0.0000  | 0.0000   |
|   | <b>Total</b>                  | <b>75061516</b>        | <b>3068934</b>  | <b>4.0885</b>  | <b>3064021</b>               | <b>4913</b>                | <b>198.374</b>  | <b>1.6258</b>  |
| <b>Total</b>  | <b>206534900</b>              | <b>122894797</b>       | <b>59.5032</b>  | <b>122889884</b>   | <b>4913</b>                  | <b>99.9960</b>             | <b>0.0040</b>   |  |

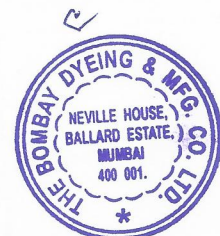




## BOMBAY DYEING

| Resolution required: (Ordinary/<br>Special)                               |                               |                        | Special - 6. Special Resolution for Re-appointment and Fixation of Remuneration of Mr. Jehangir N. Wadia (DIN: 00088831), the Managing Director of the Company. |  |                              |                            |   |  |
|---|-------------------------------|------------------------|---|--|------------------------------|----------------------------|---|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                               |                        | Yes   |  |                              |                            |   |  |
| Category  | Mode of Voting                | No. of shares held (1) | No. of votes polled (2)   | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]* 100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group   | E-Voting                      | 108122618              | 108122118   | 99.9995  | 108122118                    | 0                          | 100.0000  | 0.0000   |
|   | Poll                          | 108122618              | 0   | 0.0000   | 00                           | 0                          | 0.0000  | 0.0000   |
|   | Postal Ballot (if applicable) | 108122618              | 0   | 0.0000   | 00                           | 0                          | 0.0000  | 0.0000   |
|   | <b>Total</b>                  | <b>108122618</b>       | <b>108122118</b>  | <b>99.9995</b>   | <b>108122118</b>             | <b>0</b>                   | <b>100</b>  | <b>0</b>   |
| Public Institutions   | E-Voting                      | 23350766               | 5084961   | 21.7764  | 3842593                      | 1242368                    | 75.5677   | 24.4322  |
|   | Poll                          | 23350766               | 0   | 0.0000   | 00                           | 0                          | 0.0000  | 0.0000   |
|   | Postal Ballot (if applicable) | 23350766               | 0   | 0.0000   | 00                           | 0                          | 0.0000  | 0.0000   |
|   | <b>Total</b>                  | <b>23350766</b>        | <b>5084961</b>  | <b>21.7764</b>   | <b>3842593</b>               | <b>1242368</b>             | <b>75.5677</b>  | <b>24.4322</b>                                       |
| Public Non Institutions   | E-Voting                      | 75061516               | 278131  | 0.3705   | 271603                       | 6528                       | 97.6529   | 2.3470   |
|   | Poll                          | 75061516               | 2789743   | 3.7166   | 2789743                      | 0                          | 100.0000  | 0.0000   |
|   | Postal Ballot (if applicable) | 75061516               | 0   | 0.0000   | 00                           | 0                          | 0.0000  | 0.0000   |
|   | <b>Total</b>                  | <b>75061516</b>        | <b>3067874</b>  | <b>4.0871</b>  | <b>3061346</b>               | <b>6528</b>                | <b>197.6529</b>   | <b>2.347</b>   |
| <b>Total</b>  | <b>206534900</b>              | <b>116274953</b>       | <b>56.2980</b>  | <b>115026057</b>   | <b>1248896</b>               | <b>98.9259</b>             | <b>1.0741</b>   |  |

| Resolution required: (Ordinary/<br>Special)                               |                               |                        | SPECIAL -7. Special Resolution Under Sections 180(1)(c) of the Companies Act, 2013 for borrowing upto Rs. 3,000 crores. |  |                              |                            |   |  |
|---|-------------------------------|------------------------|---|--|------------------------------|----------------------------|---|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                               |                        | Yes   |  |                              |                            |   |  |
| Category  | Mode of Voting                | No. of shares held (1) | No. of votes polled (2)   | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]* 100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group   | E-Voting                      | 108122618              | 108122118   | 99.9995  | 108122118                    | 0                          | 100.0000  | 0.0000   |
|   | Poll                          | 108122618              | 0   | 0.0000   | 00                           | 0                          | 0.0000  | 0.0000   |
|   | Postal Ballot (if applicable) | 108122618              | 0   | 0.0000   | 00                           | 0                          | 0.0000  | 0.0000   |
|   | <b>Total</b>                  | <b>108122618</b>       | <b>108122118</b>  | <b>99.9995</b>   | <b>108122118</b>             | <b>0</b>                   | <b>100</b>  | <b>0</b>   |
| Public Institutions   | E-Voting                      | 23350766               | 11703745  | 50.1215  | 11703745                     | 0                          | 100.0000  | 0.0000   |
|   | Poll                          | 23350766               | 0   | 0.0000   | 00                           | 0                          | 0.0000  | 0.0000   |
|   | Postal Ballot (if applicable) | 23350766               | 0   | 0.0000   | 00                           | 0                          | 0.0000  | 0.0000   |
|   | <b>Total</b>                  | <b>23350766</b>        | <b>11703745</b>   | <b>50.1215</b>   | <b>11703745</b>              | <b>0</b>                   | <b>100</b>  | <b>0</b>   |
| Public Non Institutions   | E-Voting                      | 75061516               | 279191  | 0.3719   | 270183                       | 9008                       | 96.7735   | 3.2264   |
|   | Poll                          | 75061516               | 2789743   | 3.7166   | 2789328                      | 415                        | 99.9851   | 0.0148   |
|   | Postal Ballot (if applicable) | 75061516               | 0   | 0.0000   | 00                           | 0                          | 0.0000  | 0.0000   |
|   | <b>Total</b>                  | <b>75061516</b>        | <b>3068934</b>  | <b>4.0885</b>  | <b>3059511</b>               | <b>9423</b>                | <b>196.7586</b>   | <b>3.2412</b>  |
| <b>Total</b>  | <b>206534900</b>              | <b>122894797</b>       | <b>59.5032</b>  | <b>122885374</b>   | <b>9423</b>                  | <b>99.9923</b>             | <b>0.0077</b>   |  |



| Resolution required: (Ordinary/<br>Special)                               |                               |                        | Special - 8.- Special Resolution Under Sections 180(1)(a) of the Companies Act, 2013 for creating charges, mortgages and hypothecations in connection with the borrowing upto Rs. 3,000 crores. |  |                              |                            |   |   |
|---|-------------------------------|------------------------|---|--|------------------------------|----------------------------|---|---|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                               |                        | Yes   |  |                              |                            |   |   |
| Category  | Mode of Voting                | No. of shares held (1) | No. of votes polled (2)   | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]* 100 | % of Votes against on votes polled (7)=[(5)/(2)]* 100 |
| Promoter and Promoter Group   | E-Voting                      | 108122618              | 108122118   | 99.9995  | 108122118                    | 0                          | 100.0000  | 0.0000  |
|   | Poll                          | 108122618              | 0   | 0.0000   | 00                           | 0                          | 0.0000  | 0.0000  |
|   | Postal Ballot (if applicable) | 108122618              | 0   | 0.0000   | 00                           | 0                          | 0.0000  | 0.0000  |
|   | <b>Total</b>                  | <b>108122618</b>       | <b>108122118</b>  | <b>99.9995</b>   | <b>108122118</b>             | <b>0</b>                   | <b>100</b>  | <b>0</b>  |
| Public Institutions   | E-Voting                      | 23350766               | 11703745  | 50.1215  | 11703745                     | 0                          | 100.0000  | 0.0000  |
|   | Poll                          | 23350766               | 0   | 0.0000   | 00                           | 0                          | 0.0000  | 0.0000  |
|   | Postal Ballot (if applicable) | 23350766               | 0   | 0.0000   | 00                           | 0                          | 0.0000  | 0.0000  |
|   | <b>Total</b>                  | <b>23350766</b>        | <b>11703745</b>   | <b>50.1215</b>   | <b>11703745</b>              | <b>0</b>                   | <b>100</b>  | <b>0</b>  |
| Public Non Institutions   | E-Voting                      | 75061516               | 279191  | 0.3719   | 270183                       | 9008                       | 96.7735   | 3.2264  |
|   | Poll                          | 75061516               | 2789743   | 3.7166   | 2789328                      | 415                        | 99.9851   | 0.0148  |
|   | Postal Ballot (if applicable) | 75061516               | 0   | 0.0000   | 00                           | 0                          | 0.0000  | 0.0000  |
|   | <b>Total</b>                  | <b>75061516</b>        | <b>3068934</b>  | <b>4.0885</b>  | <b>3059511</b>               | <b>9423</b>                | <b>196.7586</b>   | <b>3.2412</b>   |
| <b>Total</b>  | <b>206534900</b>              | <b>122894797</b>       | <b>59.5032</b>  | <b>122885374</b>   | <b>9423</b>                  | <b>99.9923</b>             | <b>0.0077</b>   |   |



**PARIKH & ASSOCIATES**  
**COMPANY SECRETARIES**

Office :  
111, 11th Floor, Sai-Dwar CHS Ltd,  
Sab TV Lane, Opp Laxmi Industrial Estate  
Off Link Road, Above Shabari Restaurant,  
Andheri (W), Mumbai : 400 053  
Tel. : 26301232 / 26301233 / 26301240  
Email : cs@parikhassociates.com  
parikh.associates@rediffmail.com

To,  
The Chairman  
The Bombay Dyeing And Manufacturing Company Limited  
Neville House, J. N. Heredia Marg,  
Ballard Estate, Mumbai-400001

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting by tablet based electronic voting system at the Annual General Meeting of The Bombay Dyeing And Manufacturing Company Limited held on Wednesday, August 10, 2016 at 3.45 p.m.**

I, P. N. Parikh, of M/s. Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of The Bombay Dyeing And Manufacturing Company Limited, pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions passed at the 136<sup>th</sup> Annual General Meeting (AGM) of The Bombay Dyeing And Manufacturing Company Limited held on Wednesday, August 10, 2016 at 3.45 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on August 10, 2016.

The Notice dated May 27, 2016 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company.

The Company had availed the remote e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company.

The Company had also provided voting by tablet based electronic voting system offered by Karvy Computershare Private Limited to the shareholders present at the AGM and who had not cast their vote earlier through remote e-voting facility. The shareholders of the company holding shares as on the "cut-off" date of August 03, 2016 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on Sunday, August 07, 2016 at 09:00 a.m. (IST) and ended on Tuesday, August 09, 2016 at 05:00 p.m. (IST) and the CDSL e-voting platform was blocked thereafter.





After the closure of the voting at the AGM, the report on voting done at the meeting was generated in my presence and the same was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the AGM the votes cast there under were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system and voting by tablet based electronic voting system provided by Karvy Computershare Private Limited at the venue of the AGM.

I now submit my consolidated Report as under on the result of the remote e-voting and voting by tablet based electronic voting system at the AGM in respect of the said Resolutions.

#### Resolution 1: Ordinary Resolution

To receive, consider and adopt:

- a. the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2016, together with the Reports of the Board of Directors and the Auditors thereon;
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2016, together with the Report of the Auditors thereon.

(i) Voted in favour of the resolution:

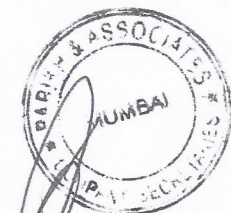
| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 241                     | 122890295                          | 100.00 (Rounded off)                  |

(ii) Voted against the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 9                       | 4502                               | 0.00                                  |

(iii) Invalid votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| Nil   | Nil                                  |



## Resolution 2: Ordinary Resolution

Declaration of dividend on equity shares for the financial year ended 31<sup>st</sup> March 2016

(i) Voted in favour of the resolution:

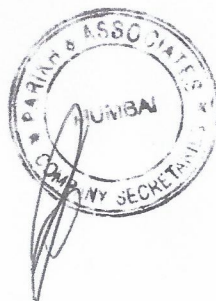
| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 240                     | 122890095                          | 100.00 (Rounded off)                  |

(ii) Voted against the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 10                      | 4702                               | 0.00                                  |

(iii) Invalid votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| Nil   | Nil                                  |



**Resolution 3: Ordinary Resolution**

Appoint a Director in place of Mr. Nusli N. Wadia (DIN: 00015731), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

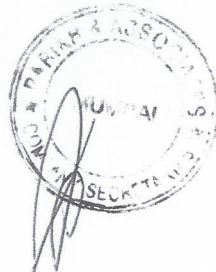
| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 237                     | 122388037                          | 99.59                                 |

(ii) Voted against the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 13                      | 506760                             | 0.41                                  |

(iii) Invalid votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| Nil   | Nil                                  |



**Resolution 4: Ordinary Resolution**

**Appoint M/s Kalyaniwalla & Mistry, Chartered Accountants as Statutory Auditors of the Company.**

(i) Voted in favour of the resolution:

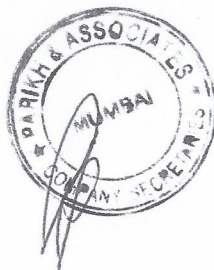
| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 237                     | 122889684                          | 100.00 (Rounded off)                  |

(ii) Voted against the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 13                      | 5113                               | 0.00                                  |

(iii) Invalid votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| Nil   | Nil                                  |



**Resolution 5: Ordinary Resolution****Approval of remuneration of the Cost Auditors.**

(i) Voted in favour of the resolution:

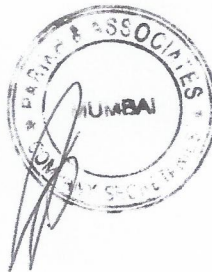
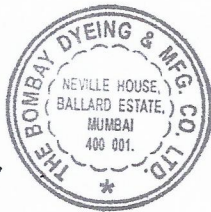
| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 238                     | 122889884                          | 100.00 (Rounded off)                  |

(ii) Voted against the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 12                      | 4913                               | 0.00                                  |

(iii) Invalid votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| Nil   | Nil                                  |



**Resolution 6: Special Resolution**

**Re-appointment and fixation of remuneration of Mr. Jehangir N. Wadia (DIN: 00088831),  
as Managing Director of the Company.**

(i) Voted in favour of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 232                     | 115026057                          | 98.93                                 |

(ii) Voted against the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 16                      | 1248896                            | 1.07                                  |

(iii) Invalid votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| Nil   | Nil                                  |



**Resolution 7: Special Resolution**

Consent of the Company under Section 180(1)(c) of the Companies Act 2013, to borrow upto Rs. 3,000 crores. (Rupees Three Thousand Crores)

(i) Voted in favour of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 231                     | 122885374                          | 100.00 (Rounded off)                  |

(ii) Voted against the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 19                      | 9423                               | 0.00                                  |

(iii) Invalid votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| Nil   | Nil                                  |



*[Handwritten signature]*

**Resolution 8: Special Resolution**

Consent of the Company under Section 180 (1) (a) of the Companies Act 2013 creating charges / mortgage and hypothecation in connection with the borrowings upto Rs. 3,000 crores. (Rupees Three Thousand Crores)

(i) Voted in favour of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 231                     | 122885374                          | 100.00 (Rounded off)                  |

(ii) Voted against the resolution:

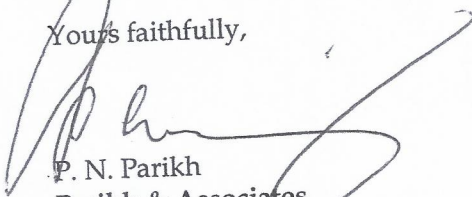
| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 19                      | 9423                               | 0.00                                  |

(iii) Invalid votes:

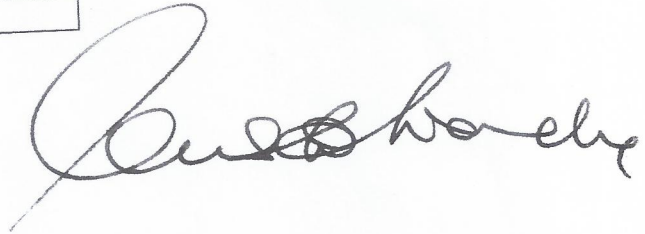
| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| Nil   | Nil                                  |

Thanking you,

Yours faithfully,

  
P. N. Parikh  
Parikh & Associates  
Practising Company Secretaries  
FCS: 327 CP No.: 1228  
111, 11<sup>th</sup> Floor, Sai Dwar CHS Ltd  
Sab TV Lane, Opp. Laxmi Indl. Estate,  
Off Link Road, Above Shabari Restaurant,  
Andheri West, Mumbai - 400053





Place: Mumbai

Dated: August 10, 2016

