

August 9, 2018

The Secretary,
BSE Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
BSE Scrip Code: 500020

National Stock Exchange of India Ltd, Exchange Plaza, 5th floor, Plot No. C/1, 'G' Block, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051 NSE Symbol: BOMDYEING

Dear Sir(s),

Sub: Voting Results of the 138th Annual General Meeting ("AGM") of the Company held on 7th August, 2018.

Ref: Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is to inform you that 138th Annual General Meeting of the Company was held on Tuesday, 7th August, 2018, at 3.45 p.m. at Yashwantrao Chavan Center Auditorium, General Jagannathrao Bhosale Marg, Nariman Point, Mumbai - 400 021.

Enclosed please find the Voting Results of the AGM of the Company as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), along with Scrutinizer's Report.

You are requested to take note of the above.

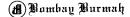
Yours faithfully,

For THE BOMBAY DYEING & MFG. CO. LTD.

SANJÍVĚ ARORA Company Secretary

Encl: As above

















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Cc: National Securities Depository Ltd., Trade World, 4th Floor, Kamala Mills Compound, S. Bapat Marg, Lower Parel, MUMBAI – 400 013.

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

Bourse de Luxembourge, 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, 14th 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

	THE BOMBAY DYEING & MFG. CO. LTD
Date of the AGM/EGM	07-08-2018
Total number of shareholders on record date	100961
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	3
Public:	289
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

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Resolution No.	1								
	l l	ceive, consider and			•	•	,		
	1	ard of Directors and			d Consolidated Fina	incial Statement of	f the Company for t	the financial year e	nded 31st March,
Resolution required: (Ordinary/ Special)	2018, together wi	th the Report of the	e Auditors thereon.						
Whether promoter/promoter group are interested in the agenda/resolution?	Yes								
				% of Votes Polled			% of Votes in	% of Votes	
				on outstanding			favour on votes	against on votes	
		No. of shares	No. of votes	shares	No. of Votes – in	No. of Votes –	polled	polled	
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	Votes Invalid
	E-Voting		10,81,22,618	100.0000	10,81,22,618		100.0000		
	Poll	10,81,22,618	0	0.0000	0	0	0.0000	0.0000	(
	Postal Ballot (if	10,81,22,618	•						
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000	(
	Total		10,81,22,618	100.0000	10,81,22,618	0	100,0000	0.0000	
	E-Voting		87,34,152	70.2718	87,34,152	0	100.0000	0.0000	(
	Poll	1,24,29,091	0	0.0000	0	0	0.0000	0.0000	(
	Postal Ballot (if	1,24,23,031							
Public-Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	(
	Total		87,34,152	70,2718	87,34,152	0	100.0000	0.0000	
	E-Voting		1,33,706	0.1555	1,33,486	220	99.8354	0.1645	(
	Poll	8,59,83,191	27,76,104	3.2287	27,75,999	105	99.9962	0.0037	920
	Postal Ballot (if	0,55,65,151]					
Public- Non Institutions	applicable)		, 0	0.0000	0	0	0.0000	0.0000	
	Total	f	29,09,810	3.3842	29,09,485	325	99.9888	0.0112	The second secon
Control of the second of the s	Total	20,65,34,906	11 10 10 10 100	57,9886	14,07,66,466	325	59 696	0.000	10 m

of Dividend		% of Votes Polled on outstanding					
	No. of votes	on ourstanding			% of Votes in favour on votes	% of Votes against on votes	
1)		shares	No. of Votes – in	No. of Votes –	polled	polled	
	polled (2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	Votes Invalid
	10,81,22,618	100.0000	10,81,22,618	0	100.0000	0.0000	
0,81,22,618	, 0	0.0000	0	0	0.0000	0.0000	
.0,61,22,016	0	0.0000	0	0	0.0000	0.0000	
1400	10,81,22,618	100.0000	10,81,22,618	. 0	100.0000	0.0000	re Paris San
	87,34,152	70.2718	87,34,152	0	100.0000	0.0000	
1,24,29,091	0	0.0000	0	0	0.0000	0.0000	
1,24,29,091					T		
	0	0.0000	0	0	0.0000	0.0000	1
	87,34,152	70.2718	87,34,152	.0	100,0000	0.0000	
	1,33,666	0.1555	1,33,496	170	99.8728	0.1271	5
8,59,83,191	27,69,623	3.2211	27,69,623	0	100.0000	0.0000	7,40
0,33,03,131	0	0.0000	0	0	0.0000	0.0000	
	29,03,289	3,3766	29,03,119	170	99,9941	0.0059	7,45
0.65 94 600	12.57.60.090	\$ 97.6651			55 5505		**************************************
6		29,03,289	29,03,289 3.3766		29,03,289 3,3766 29,03,119 170	29,03,289 3,3766 29,03,119 170 99,9941	29,03,289 3.3766 29,03,119 170 99,9941 0.0059

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Resolution No.	3								
Resolution required: (Ordinary/ Special)	ORDINARY - To ap	point a Director in	place of Mr. Nusli N	N. Wadia (DIN: 0001	15731), who retires	by rotation and be	ing eligible, offers l	himself for re-appc	ointment.
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes			81			en e		
		No. of shares	No. of votes	% of Votes Polled on outstanding shares	No. of Votes – in	No. of Votes -	% of Votes in favour on votes polled	% of Votes against on votes polled	
Category	Mode of Voting	held (1)	polled (2)	(3)={(2)/(1)}* 100	1	against (5)	1"	(7)=[(5)/(2)]*100	Votes In
	E-Voting	1	10,81,22,618				100.0000		
	Poll	1	<u> </u>	0.0000			0.0000	 	
	Postal Ballot (if	10,81,22,618							-
Promoter and Promoter Group	applicable)	1	0	0.0000	l o	l	0.0000	0.0000	o
	Total		10,81,22,618	100.0000	10,81,22,618		100,0000	0.0000	o a
	E-Voting		87,34,152	70.2718	82,08,278	5,25,874	93.9791	6.0208	8
	Poll Postal Ballot (if	1,24,29,091		0.0000	0	· c	0.0000	0.0000	o l
Public- Institutions	applicable)			0.0000	1	,	0.0000	0,000	ᅦ
	Total	Section 4	87,34,152			5,25,874			
	E-Voting	Total Control of the	1,33,596	the state beginning to the state of the stat		and the second s		100	Ref Maria Cara Andrea
	Poll	0.50.03.10	27,76,044	3.2286					十
	Postal Ballot (if	8,59,83,191					 		1
Public- Non Institutions	applicable)	[.	0	0.0000	· 0	c	0.0000	0.0000	o
	Total	ACCURATION AND ACCURATION OF THE PERSON OF T	29,09,640	3.384	29,07,733	1,907	99.9345	0.065	and the second second

Resolution No.	4		**************************************				11		
Resolution required: (Ordinary/ Special)	ORDINARY - To ap	ppoint M/s. Bansi S.	Mehta & Co., Chart	tered Accountants,	as Statutory Audito	ors of the Company	'.		
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes		12.60		G. T.				
Category	Mode of Voting	No. of shares	No. of votes	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100		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	Votas Invalid
category	E-Voting	Ticio (2)	10,81,22,618				100.0000		
	Poll	10,81,22,618	0	0.0000		0	0.0000		
	Postal Ballot (if	10,61,22,018							
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000	(
	Total		10,81,22,618	100.0000	10,81,22,618	0	100,0000	0.0000	
	E-Voting		87,34,152	70.2718	87,34,152	0	100.0000	0.0000	(
	Poll	1,24,29,091	0	0.0000	0	0	0.0000	0.0000	(
Public- Institutions	Postal Ballot (if applicable)	1,24,29,091	0	0.0000	0	0	0.0000	0.0000	
	Total		87,34,152	70.2718	87,34,152	. 0	100.0000	0.0000	1
	E-Voting		1,33,596	0.1554	1,31,796	1,800	98.6526	1.3473	120
	Poll	0.50.63.404	27,75,794	3.2283	27,75,689	105	99.9962	0.0037	1,236
	Postal Ballot (if	8,59,83,191							
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	
	Total		29,09,390	- 3.3837	29,07,485	1,905	99.9345	0.0655	1,350
	Popular Control		11,57,66,150	67,34633	APPENDING STREET, THE PROPERTY OF THE PARTY	1,90			1,35

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Resolution No.	5	·							
Resolution required: (Ordinary/ Special)	SPECIAL - For con (LODR) Regulation	tinuation of holding	office of Non- Exec	cutive Director of th	ne Company, by Mr	. Nusli N. Wadia (D	IN: 00015731) purs	suant to Regulation	17(1A) of the SEB
Whether promoter/ promoter group are Interested in the agenda/resolution?	Yés								e e
		No. of change	Ala afrada	% of Votes Polled on outstanding	M61/		% of Votes in favour on votes	% of Votes against on votes	
Category	Mode of Voting	No. of shares held (1)		shares (3)=[(2)/(1)]* 100	No. of Votes in	against (5)	polled (6)=[(4)/(2)]*100	polled (7)=[(5)/(2)]*100	Votes Invalid
category	E-Voting	neid (1)	10,81,22,618				100.0000		
	Poll	-	0	0.0000		0	0.0000		
	Postal Ballot (if	10,81,22,618			-	<u>~</u>			
Promoter and Promoter Group	applicable)		l 0	0.0000	0	1 0	0.0000	0.0000	
:	Total		10,81,22,618	100.0000	10,81,22,618	0	100.0000	0.0000	
	E-Voting		87,34,152	70.2718			93.9791	6.0208	(
	Poll	1 34 30 001	. 0	0.0000	C	Ö	0.0000	0.0000	(
Public- Institutions	Postal Ballot (if applicable)	1,24,29,091	0	0.0000	C	o	0.0000	0.0000	
	Total	345 (1997)	87,34,152	70.2718	82,08,278	5,25,874	93.9791	6.0209	Constant C
	E-Voting		1,33,596	0.1554	1,31,794	1,802	98.6511	1.3488	120
	Poll	0 50 03 101	27,75,794	3.2283	27,75,689	105	99.9962	0.0037	1,236
	Postal Ballot (if	8,59,83,191					1		
Public- Non Institutions	applicable)		o	0.0000	0	0	0.0000	0.0000) (
	Total		29,09,390	3.3837	29,07,483	1,907	99.9345	0.0655	1,356
		20,00,00,00			11.92.38,375	1000000	9 (9) (5)	10,4407	1,351

Resolution No.	6								
Resolution required: (Ordinary/ Special)	SPECIAL - For con (LODR) Regulatio	tinuation of holding	office of Non- Exec	utive Director of th	ne Company, by Mr.	R. A. Shah (DIN- 00	0009851) pursuant	to Regulation 17(1	A) of the SEBI
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes								
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100		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	Votes Invalid
	E-Voting		10,81,22,618			-	100.0000		
	Poll	10.01.22.610	0	0.0000		0	0.0000	0.0000	
	Postal Ballot (if	10,81,22,618			-				
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000	
	Total		10,81,22,618	100.0000	10,81,22,618	- 0	100.0000	9.0000	
	E-Voting		87,34,152	70.2718	73,05,846	14,28,306	83.6468	16.3531	
	Poll	1,24,29,091	0	0.0000	0	0	0.0000	0.0000	
Public- Institutions	Postal Ballot (if applicable)	1,24,23,031	0	0.0000	0	. 0	0.0000	0.0000	
	Total		87,34,152	70.2718	73,05,846	14,28,306	83.6469	16.3531	
	E-Voting		1,33,546	0.1553	1,29,419	4,127	96.9096	3.0903	17
	Poll	8,59,83,191	27,75,794	3.2283	27,75,689	105	99.9962	0.0037	1,23
	Postal Ballot (if	0,55,63,131							
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	
	Total	110	29,09,340	3.3836	29,05,108	4,232	99.8545	0.1455	1,40
		4 (4.00)		10 Oct 100	19100-0107	A MANAGE	Professional Control	1,1961	1.45

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Resolution No.	7								
Resolution required: (Ordinary/ Special)	SPECIAL - For con (LODR) Regulation	tinuation of holding	office of Non- Exec	cutive Director of th	ne Company, by Mr	. A. K. Hirjee (DIN: (00044765) pursuan	t to Regulation 17(1A) of the SEBI
Whether promoter/promoter group are interested in the agenda/resolution?	Yes	•						(20 / 77)	
				% of Votes Polled on outstanding			% of Votes in favour on votes	% of Votes against on votes	
Catagon	Mode of Voting	No. of shares held		shares		No. of Votes -	polled	polled	Makes Invested
Category	<u> </u>	(1)	polled (2)	(3)=[(2)/(1)]* 100		against (5)	(6)=[(4)/(2)]*100	1 7 11 77 1 73	
	E-Voting Poll	4	10,81,22,618				100.0000		
		10,81,22,618		0.0000	'l	<u> </u>	0.0000	0.0000	4
Promoter and Promoter Group	Postal Ballot (if applicable)		0	0.0000	0	,	0.0000	0.000	,
· · · · · · · · · · · · · · · · · · ·	Total		10,81,22,618				100.0000		
	E-Voting		21,15,368						
	Poll	1	-,20,000	0.0000		1,	0.0000		
	Postal Ballot (if	1,24,29,091				· · · · · · · · · · · · · · · · · · ·	1		
Public- Institutions	applicable)		l o	0.0000			0.0000	0.0000	
	Total	1000	21,15,368	17,0195	5,60,359	15,55,009	26,4899	73.510	66,18,78
	E-Voting		1,33,546	the second second second second second			A CONTRACTOR OF THE PARTY OF TH	A STATE OF THE PARTY OF THE PAR	Andrew Comment of the
	Poll	1	27,75,794						+
	Postal Ballot (if	8,59,83,191							1
Public- Non Institutions	applicable)		0	0.0000) c		0.0000	0.0000	
	Total		29,09,340	3,3836	29,07,308	2,032	99,9302		
	Teor	10,65,54,600	10 1 A 1 A 1 A 1 A 1 A 1 A 1 A 1 A 1 A 1	\$4783		the second second second second second	Manager and the second second second		

Resolution No.	8								
Resolution required: (Ordinary/ Special)	SPECIAL - Approv	al of the Remunerat	ion of the Cost Aud	itors.					
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes								
		No. of shares		% of Votes Polled on outstanding shares	No. of Votes – in		% of Votes in favour on votes polled	% of Votes against on votes polled	
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	Votes Invalid
	E-Voting		10,81,22,618	100.0000	10,81,22,618	0	100.0000	0.0000	(
	Poll	10,81,22,618	0	0.0000	0	0	0.0000	0.0000	(
	Postal Ballot (if	10,81,22,618							
Promoter and Promoter Group	applicable)		0	0.0000	0	. 0	0.0000	0.0000	
	Total		10,81,22,618	100.0000	10,81,22,618	0	100,0000	0.0000	
	E-Voting		87,34,152	70.2718	87,34,152	0	100.0000	0.0000	
	Poll	1	0	0.0000	0	0	0.0000	0.0000	(
	Postal Ballot (if	1,24,29,091							
Public- Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	(
	Total		87,34,152	70.2718	87,34,152	0	100.0000	0.0000	N S CONTRACTOR
	E-Voting		1,33,716	0.1555			98.5641	1.4358	(
	Poll	1	27,74,794	3.2271	27,74,689	105	99.9962	0.0037	2,236
	Postal Ballot (if	8,59,83,191							
Public- Non Institutions	applicable)		0	0.0000		o	0.0000	0.0000	(
	Total	1	29,08,510	3.3826	29,06,485	2,025	99.9304	0.0696	2,236
	Tracal Co.	20 55 36 000	TO SERVE VA	67 9279	A MANAGEMENT	2.00	10.000	0.000	200

Resolution No.	9								
Resolution required: (Ordinary/ Special)	SPECIAL - Revision	n in remuneration p	ayble to Mr. Jehan	gir N Wadia (DIN: 0	0088831), Managii	ng Director			
Whether promoter/ promoter group are interested in the agends/resolution?	Yes								
		No. of shares	No. of votes	% of Votes Polled on outstanding shares	No. of Votes – in	No. of Votes –	% of Votes in favour on votes	% of Votes against on votes polled	
Category	Mode of Voting	held (1)		(3)=[(2)/(1)]* 100		against (5)	I.	(7)=[(5)/(2)]*100	Votes Invalid
	E-Voting	 	10,81,22,618			 	100.0000		
	Poll	1 40 04 33 640	0	0.0000		0	0.0000	0.0000	0
	Postal Ballot (if	10,81,22,618				·			
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		10,81,22,618	100,0000	10,81,22,618	0	100.0000	0.0000	0
	E-Voting		21,15,368	17.0195	5,60,592	15,54,776	26.5009	73.4990	66,18,784
	Poll	1,24,29,091	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if	1,24,23,031							
Public- Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		21,15,368	17.0195	5,60,592	15,54,776	26,5009	73.4991	66,18,784
	E-Voting		1,33,356	0.1551	1,31,409	1,947	98.5399	1.4600	340
	Poll	8,59,83,191	27,75,794	3.2283	27,75,689	105	99.9962	0.0037	1,236
	Postal Ballot (if	3,39,63,191							
Public- Non Institutions	applicable)		0	0.0000		0	0.0000	0.0000	
	Total		29,09,150						
				I de Santas	A CANADA			1814 C. T. T. T.	

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 through ballot paper at the 138th Annual General Meeting of The Bombay Dyeing And Manufacturing Company Limited held at Yashwantrao Chavan Center Auditorium, General Jagannathrao Bhosale Marg, Nariman Point, Mumbai - 400021 on Tuesday, August 07, 2018 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 proposed at the 138th Annual General Meeting (AGM) of The Bombay Dyeing And Manufacturing Company Limited on Tuesday, August 07, 2018 at 3.45 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on August 07, 2018.

The notice dated May 14, 2018 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company.

The Company had availed the e-voting facility offered by Karvy Computershare Private Limited ("Karvy") for conducting remote e-voting by the Shareholders of the Company.

The Company had also provided voting through ballot paper 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 July 31, 2018 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on Saturday, August 04, 2018 at 09:00 a.m. (IST) and ended on Monday, August 06, 2018 at 05:00 p.m. (IST) and the Karvy e-voting platform was blocked thereafter.

After the closure of the voting at the AGM, the report on voting done through ballot paper at the meeting was generated in my presence and the voting 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. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Karvy e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and the voting conducted through ballot paper at the meeting on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and the voting conducted through ballot paper at the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated Report as under on the result of the remote e-voting and voting through ballot paper at the AGM in respect of the said resolutions.



Resolution 1: Ordinary Resolution:

To receive, consider and adopt:

- a) the Audited Financial Statement of the Company for the financial year ended 31stMarch, 2018, together with the Reports of the Board of Directors and the Auditors thereon;
- b) the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2018, together with the Report of the Auditors thereon.

(i) Voted in favour of the resolution:

Number of members	Ńumber of valid	% of total number of
voted .	votes cast by them	valid votes cast
188	11,97,66,255	100.00(Rounded Off)

(ii) Voted against the resolution:

Number of members	Number of valid	% of total number of
voted	votes cast by them	valid votes cast
4	325	0.00

Number of members whose votes were declared invalid	Number of invalid votes cast by them
10	926



Resolution 2: Ordinary Resolution

Declaration of Dividend on Equity Shares.

(i) Voted in favour of the resolution:

Number of members	Number of valid	% of total number of
voted	votes cast by them	valid votes cast
174	11,97,59,889	100.00(Rounded Off)

(ii) Voted against the resolution:

Number of members	Number of valid	% of total number of
voted	votes cast by them	valid votes cast
2	. 170	0.00

Number of members whose votes were declared invalid	Number of invalid votes cast by them
26	7,457



Resolution 3: Ordinary Resolution

To 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	Number of valid	% of total number of
voted	votes cast by them	valid votes cast
178	11,92,38,629	99.56

(ii) Voted **against** the resolution:

Number of members	Number of valid	% of total number of
voted	votes cast by them	valid votes cast
12	5,27,781	0.44

Number of members	Number of invalid
whose votes were declared invalid	votes cast by them
12	1,106



Resolution 4: Ordinary Resolution

To appoint M/s. Bansi S. Mehta & Co., Chartered Accountants, as Statutory Auditors of the Company.

(i) Voted in favour of the resolution:

Number of members	Number of valid	% of total number of
voted	votes cast by them	valid votes cast
183	11,97,64,255	100.00(Rounded Off)

(ii) Voted **against** the resolution:

Number of members	Number of valid	% of total number of
voted	votes cast by them	valid votes cast
6	1,905	0.00

Number of members whose votes were declared invalid	Number of invalid votes cast by them
13	1,356



Resolution 5: Special Resolution

Approval for continuation of holding office of Non-Executive Director of the Company, by Mr. Nusli. N. Wadia (DIN: 00015731) under Regulation 17(1A) of the SEBI (LODR) Regulations, 2015.

(i) Voted in favour of the resolution:

Number of members	Number of valid	% of total number of
voted	votes cast by them	valid votes cast
177	11,92,38,379	99.56

(ii) Voted against the resolution:

Number of members	Number of valid	% of total number of
voted	votes cast by them	valid votes cast
12	5,27,781	0.44

Number of members whose votes were declared invalid	Number of invalid votes cast by them
13	1,356



Resolution 6: Special Resolution

Approval for continuation of holding of office of Non-Executive Director of the Company, by Mr. R. A. Shah (DIN: 00009851) under Regulation 17(1A) of the SEBI (LODR) Regulations, 2015.

(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
161	11,83,33,572	98.80

(ii) Voted against the resolution:

Number of members	Number of valid	% of total number of
voted .	votes cast by them	valid votes cast
27	14,32,538	1.20

Number of members whose votes were declared invalid	Number of invalid votes cast by them
14	1,406



Resolution 7: Special Resolution

Approval for continuation of holding office of Non-Executive Director of the Company, by Mr. A. K. Hirjee (DIN: 00044765) under Regulation 17(1A) of the SEBI (LODR) Regulations, 2015.

(i) Voted **in favour** of the resolution:

Number of members	Number of valid	% of total number of
voted	votes cast by them	valid votes cast
156	11,15,90,285	98.62

(ii) Voted against the resolution:

Number of members	Number of valid	% of total number of
voted	votes cast by them	valid votes cast
31	15,57,041	1.38

Number of members whose votes were declared invalid	Number of invalid votes cast by them
. 15	66,20,190



Resolution 8: Ordinary Resolution

Approval of the Remuneration of the Cost Auditors.

(i) Voted in favour of the resolution:

Number of members	Number of valid	% of total number of
voted	votes cast by them	valid votes cast
182	11,97,63,255	100.00(Rounded Off)

(ii) Voted **against** the resolution:

Number of members	Number of valid	% of total number of
voted	votes cast by them	valid votes cast
7	. 2,025	0.00

Number of members whose votes were declared invalid	Number of invalid votes cast by them
13	2,236



Resolution 9: Special Resolution

Approval for revision in remuneration payable to Mr. Jehangir N Wadia (DIN: 00088831), Managing Director.

(i) Voted in favour of the resolution:

Number of members	Number of valid	% of total number of
voted	votes cast by them	valid votes cast
155	11,15,90,308	98.62

(ii) Voted against the resolution:

Number of members	Number of valid	% of total number of
voted	votes cast by them	valid votes cast
. 33	15,56,828	1.38

(iii) Invalid votes / Abstained:

Number of members	Number of invalid
whose votes were	votes cast by them
declared invalid	
14	66,20,360

MUMBAI

Thanking you, Yours faithfully,

P.N. Parikh

Parikh & Associates

Practising Company Secretaries

FCS: 327 CP No.: 1228

111,11th 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 07, 2018