



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) 61010515;

Website: www.bombaydyeing.com

Dear Shareholder,

September 13, 2023

Greetings for the festive season ahead!

It gives me great pleasure to inform that your Company has performed well by generating a net revenue of about Rs. 1,050 Crores between April 2022 to June 2023 through sale of flats in Island City Center, Dadar (ICC) and reducing the Company's borrowing by about Rs. 900 Crores in the same period.

With a view to further reduce borrowings of your Company and strengthen its Balance sheet to fund future real estate projects, the Board has decided to monetize the Company's land parcel at Worli, Mumbai, after evaluating various other options.

I am happy to inform that your Company is entering into agreements with Sumitomo group for sale of about 22 acres of land (along with the associated FSI) in Worli, Mumbai, in 2 phases, for a total consideration of about Rs. 5,200 Crores, subject to fulfilment of certain conditions & your approval.

On completion of the proposed transaction, your Company will be able to:

- Record a pre-tax profit in excess of Rs. 4,300 Crores on account of this transaction.
- Report a strong positive net worth.
- Extinguish all its borrowings thereby saving interest costs and releasing the charge on encumbered assets.
- Pay dividend in future.
- Have a strong Treasury balance to fund the future realty projects.

Further, the Board has also, in-principle, approved the development of the unutilized land parcels available with the company having a potential to create about 3.5 Million Square feet of residential / commercial property and generate a Revenue of about Rs. 15,000 Crores over the next few years. The development will be planned judiciously in phases to manage Company's cashflows efficiently. The Company will also evaluate other joint development and partnership opportunities to create a steady pipeline of future revenue and profits.

The proposal to monetize the land at Worli which will realise about Rs. 5,200 Crores, generate a pre-tax profit in excess of Rs. 4,300 Crores, make the Company debt free and capable of funding the future growth, is therefore key to the Company's future success in creating shareholder value. I therefore seek the support of all the shareholders to provide the approval for the proposed transaction in the forthcoming general meeting.

With my best wishes & warm regards

On behalf of the Board of Directors

Nusli N. Wadia

Chairman

(DIN: 00015731)

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Notice is hereby given that the Extra-Ordinary General Meeting (“the EGM”) of the Members of The Bombay Dyeing and Manufacturing Company Limited (“the Company”) will be held on Wednesday, 11th October, 2023 at 3.00 p.m at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai 400020, to transact the following business:

SPECIAL BUSINESS:

1. Approval for Sale/Disposal of land of the Company pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and Regulation 37A(1) of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015:

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force), the enabling provisions of the Memorandum and Articles of Association of the Company and Regulation 37A(1) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other approvals, consents and permissions obtained/to be obtained from the appropriate third parties including concerned statutory authorities and subject to such terms and conditions as may be imposed by them, and which may be agreed to by the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), for effecting the sale, bifurcation, assignment, transfer and conveyance of the Property comprising of land admeasuring about 22 acres (along with associated FSI) located at Worli, Mumbai – 400025 to Goisu Realty Private Limited (a subsidiary of Sumitomo Realty & Development Company Limited) (hereinafter referred as the “Buyer”) in one or more tranches/phases and either as a whole or in part for a total consideration of about Rs. 5,200 Crores (Rupees Five Thousand and Two Hundred Crores only) and subject to such terms and conditions as mutually agreed upon by the Company with the Buyer.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do such further acts, deeds and things as may be necessary including modifying, finalizing the terms and conditions and executing all such agreements, undertakings, contracts, deeds and other documents on behalf of the Company, file applications and make representation in respect thereof and seek approval from statutory/administrative authorities, financial institutions/banks etc., in this regard as may be applicable and deal with any matters, take necessary steps in this matter as the Board may in its absolute discretion deem necessary, desirable and expedient to give effect to this resolution and to settle any question/difficulty that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee of Directors or Director(s)/Manager/Chief Financial Officer & Chief Risk Officer/ Company Secretary and/or any of the officers/authorised representatives of the Company, with authorities as required, affixing the Common Seal of the Company on agreement/documents, arranging delivery and execution of Contract, deeds, agreements and instruments.”

2. Approval of Limits to give loans/guarantees or provide security in connection with loans made to any person(s) or body corporate or acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed in Section 186 of the Companies Act, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable provisions, if any, of the Act (including any statutory modification, amendment or re-enactment thereof for the time being in force) and provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, sanctions and permissions as may be required in that behalf, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include, unless the context otherwise requires, any Committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution) to:

- i. give any loan to any person or other body corporate ;
- ii. give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- iii. acquire by way of subscription, purchase or otherwise, the securities of any other body corporate.

as it may in its absolute discretion deem beneficial and in the interest of the Company, subject to however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 1,500 Crores (Rupees Fifteen Hundred Crores) or the limit prescribed under Section 186 of the Companies Act 2013 (i.e. higher of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company), whichever is more.

RESOLVED FURTHER THAT the Board or any Committee/Person(s) authorised by the Board, be and are hereby authorised to negotiate and finalise the terms and conditions of the aforesaid investments, loan(s) guarantee(s) and security(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to give effect to the resolution.

RESOLVED FURTHER THAT any Director or Manager or Chief Financial Officer & Chief Risk Officer or the Company Secretary, be and are hereby severally authorised to do all acts, deeds, matters and things as they deem necessary and/or expedient to give effect to this Resolution, including but not limited to settle any question or difficulty in connection therewith and incidental thereto.”

By Order of the Board of Directors,
For THE BOMBAY DYEING AND MFG. CO. LTD.

SANJIVE ARORA
COMPANY SECRETARY
FCS NO. 3814

Date: 13th September, 2023
Place: Mumbai
Registered Office: Neville House,
J. N. Heredia Marg, Ballard Estate,
Mumbai – 400 001, Maharashtra, India
Tel : + 91 22 6101 0515
Website: www.bombaydyeing.com
Email: grievance_redressal_cell@bombaydyeing.com

Notes:

1. An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") setting out the material facts and reasons for the proposed Resolutions, is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT AN EXTRA-ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/ HER BEHALF. AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as a proxy who shall not act as a proxy for any other member. The instrument of proxy, in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not later than forty-eight hours before the commencement of the meeting. A proxy form is annexed to this notice. Proxies submitted on behalf of limited Companies, Societies, etc., must be supported by an appropriate resolution / authority, as applicable. An instrument appointing proxy is valid only if it is properly stamped as per the applicable law. Blank or incomplete, unstamped or inadequately stamped, undated proxies or proxies upon which the stamps have not been cancelled, will be considered as invalid. If the Company receives multiple proxies for the same holdings of a Member, the proxy which is dated last will be considered as valid. If such multiple proxies are not dated or they bear the same date without specific mention of time, all such proxies shall be considered as invalid.
3. Corporate Members intending to send their authorized representative to attend an Extra-Ordinary General Meeting, pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of relevant Board resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting by sending email to the Scrutinizer on cs@parikhassociates.com with a copy marked to grievance_redressal_cell@bombaydyeing.com.
4. All documents referred in the notice and accompanying explanatory statements are open for inspection at the Registered Office of the Company during office hours on all days except Saturday, Sunday & Public holidays between 11:00 a.m. and 1:00 p.m. up to the date of the Extra-Ordinary General Meeting.
5. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
 - a. For shares held in electronic form: to their Depository Participants ('DPs'); and
 - b. For shares held in physical form: submit Form ISR-1 and other forms as prescribed by SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023 by sending an email to Company's RTA at einward.ris@kfintech.com or to the Company at grievance_redressal_cell@bombaydyeing.com. The folios wherein document/details mentioned above are not available on or after 1st October, 2023, shall be frozen by the RTA. The Company has dispatched reminder letters along with Business Reply Envelopes, providing instructions for submitting the required documents.
6. The Notice of the Extra-Ordinary General Meeting along with Proxy Form and Attendance Slip, are being sent by electronic mode to all members whose email addresses are registered with the Company/ RTA/ Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforementioned documents are being sent by the permitted mode.
7. Notice of the EGM has been upload on the website of the Company at www.bombaydyeing.com The Notice can also be accessed from the 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 the EGM Notice is also available on the website of NSDL (agency for providing the Remote Voting facility) i.e. www.evoting.nsdl.com.
8. Voting at EGM:
 - i. Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide voting by electronic means ("**e-Voting**") facility to its Members, to enable them to cast their votes electronically.

The Company has engaged the services of NDSL to provide e-Voting facility to its Members. Voting rights will be reckoned on the paid up value of share registered in the names of members on Wednesday, 4th October, 2023.

- ii. 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.nsd.com to reset the password.
 - iii. Members holding shares either in physical mode or dematerialization mode are entitled to exercise their vote through electronic mode.
 - iv. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
 - v. The Company shall also provide voting facility at venue of the Extra-Ordinary General Meeting. Members who have not voted through remote e-Voting are entitled to cast their vote at the meeting. The members who have cast their vote through remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
 - vi. 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 Remote e-Voting process and Voting during the Extra-Ordinary General Meeting in a fair and transparent manner.
 - vii. Any person, who acquires shares of the Company and becomes member of the Company after sending of the Notice and holding shares as on cut-off date i.e. Wednesday, 4th October, 2023 may obtain the login ID and password by sending an email to evoting@nsdl.co.in or grievance_redressal_cell@bombaydyeing.com.
 - viii. The Cut-off date for the purpose of e-Voting is Wednesday, 4th October, 2023. Members whose names are appearing on Register of Members on 4th October, 2023 are entitled to vote through e-Voting. Person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
 - ix. The remote e-Voting facility will be start from Sunday, 8th October, 2023 at 9:00 a.m. and will end on Tuesday, 10th October, 2023 at 5:00 p.m. The remote e-Voting module shall be disabled by NSDL for voting thereafter.
 - x. Voting shall be allowed at the end of discussion on the resolutions on which voting is to be held with the assistance of Scrutiniser, by use of electronic voting system for all those members who are present at the EGM but have not cast their votes by availing the remote e-Voting facility.
 - xi. The Scrutiniser will, after the conclusion of voting at the EGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the EGM, a consolidated Scrutiniser’s report of the total votes cast in favour or against, if any, to the Chairman or to a person authorised by the Chairman in writing, who shall countersign the same and declare the results of the voting forthwith.
 - xii. The Results declared along with the report of the Scrutiniser will be placed on the website of the Company www.bombaydyeing.com and on the website of NSDL immediately after the declaration of result by the Chairman or any one Director of the Company. The results shall also be immediately forwarded to the National Stock Exchange of India Limited and BSE Limited, where the equity shares of the Company are listed. The results shall also be displayed on the Notice Board at the Registered Office of the Company.
 - xiii. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the EGM i.e. Wednesday, 11th October, 2023.
9. The Prominent land mark near the venue of the EGM is Bombay Hospital & Medical Research Centre. Map and Venue of EGM is annexed to this notice.

10. Procedure / Instructions for e-Voting:

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and as per Regulation 44 of the SEBI Listing Regulations, the Company is providing e-Voting facility through NSDL on the resolution set forth in this Notice, to Members holding shares as on Wednesday, 4th October, 2023, being the **cut - off** date fixed for determine eligible members to participate in the remote e-Voting process. The instructions for e-Voting are given herein below.

As per the SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", and as part of increasing the efficiency of the voting process, e-Voting process has been enabled to all individual shareholders holding securities in demat mode to vote through their demat account maintained with depositories / websites of depositories / depository participants.

Individual demat account holders would be able to cast their vote without registering again with the e-Voting service providers (ESPs) thereby not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

Any person holding shares in physical form and non-individual shareholders, may obtain the login ID and password by sending a request at evoting@nsdl.co.in However, if he/she/it is already registered with NSDL for remote e-Voting then he/she/it can use his/ her/its existing User ID and password for casting the vote.

The details of the process and manner for remote e-Voting are explained herein below:

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

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method
	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. 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>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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>3. 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> <p>4. 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

Type of shareholders	Login Method
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.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in 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 on 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 for which you wish 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.
7. 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.co.in. 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 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail 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 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.co.in 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.

The Instructions for Members for e-Voting on the Day of the EGM are as Under:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting
2. Only those Members/ shareholders, who will be present in the EGM personally and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (THE 'ACT') AND
SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS)
REGULATIONS, 2015 ('SEBI LISTING REGULATIONS, 2015')**

ITEM NO. 1

The Company proposes to sell the land parcel of about 22 acres (along with the associated FSI) located at Worli, Mumbai to Goisu Realty Private Limited (a subsidiary of Sumitomo Realty & Development Company Limited) ("Buyer") in 2 phases for a total consideration of about Rs. 5,200 Crores (Rupees Five Thousand and Two Hundred Crores only). Upon approval of Shareholders, the Company will receive about Rs. 4,675 Crores from the Buyer for Phase - I. The balance amount of approximately Rs. 525 Crores will be received upon completion of certain conditions by the Company and execution & consummation of the definitive agreements thereto for Phase - II.

On completion of the proposed transaction, the Company will be able to:

- Record a pre-tax profit in excess of Rs. 4,300 Crores on account of this transaction.
- Report a strong positive net worth.
- Extinguish all its borrowings thereby saving interest costs and releasing the charge on encumbered assets.
- Pay dividend in future.
- Have a strong Treasury balance to fund the future realty projects.

The Board of Directors of the Company had charted out a Strategy in March 2022 to change the company's trajectory which envisaged:

- Focusing on realty business for future growth and profitability;
- Accelerating sale of flats in Island City Center, Dadar [ICC];
- Monetizing its land bank;
- Deleveraging the Company by retiring its borrowings & improving credit rating;
- Developing the unutilized land parcels of the Company; &
- Exploring joint development opportunities.

The Company was able to generate a Net Revenue of about Rs. 1,050 Crores between April 2022 and June 2023, through sale of the flats in ICC by focused execution, leading to a reduction in the Company's borrowings by about Rs. 900 Crores in the same period.

Further, with a view to deleverage and strengthen the Balance sheet of the Company for funding future real estate projects, the Board at its Meeting held on 13th September, 2023 decided to monetize the Company's land parcel at Worli, Mumbai, after evaluating various other options.

The Board has also, in-principle, approved the development of the unutilized land parcels available with the company having a potential to create about 3.5 Million Square feet of residential / commercial property and generate a Revenue of about Rs. 15,000 Crores over the next few years. The development will be planned judiciously in phases to manage Company's cashflows efficiently. The Company will also evaluate other joint development and partnership opportunities to create a steady pipeline of future revenue and profits.

The funds realized from the proposed sale shall be used for retiring the borrowings of the Company, making investment in forthcoming realty projects for driving future growth and profits and for other general corporate purposes including making treasury investments.

Considering the scale and impact this transaction will have on the future prospects of the Company, the Board recommends the resolution for approval of the shareholders to ensure the Company delivers sustainable shareholder value.

Further, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and Regulation 37A(1) of the SEBI Listing Regulations, 2015, sale, lease or otherwise disposal of the whole or substantially the whole of an undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking, requires the consent of the Company by way of a special resolution. As the proposed sale of land falls within the ambit of undertaking as per Section 180(1)(a) of the Companies Act, 2013 and Regulation 37A of SEBI Listing Regulations, 2015, it is proposed to obtain approval of the shareholders by special resolution.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.1 for approval by the members of the Company.

None of the Promoters, Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the Special Resolution except to the extent of their Shareholding in the Company, if any.

ITEM NO. 2

The proposed disposal of land as envisaged in Item No.1 will generate considerable cash flows for the Company. The Company will be left with surplus funds after fully repaying the existing borrowings. These surplus funds will serve various purposes, including but not limited to meeting the financial needs for the development of additional land parcels and addressing other essential business requirements. In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to invest surplus funds by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required, in the best interest of the Company.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution. In view of the aforesaid requirement, it is proposed to take approval of the members under Section 186 of the Companies Act, 2013, by way of special resolution for a limit of Rs. 1,500 Crores or limits prescribed under section 186 of Companies Act 2013, whichever is more, as proposed in the Resolution.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 2 for approval by the members of the Company.

None of the Promoters, Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the Special Resolution except to the extent of their Shareholding in the Company, if any.

By Order of the Board of Directors,
For THE BOMBAY DYEING AND MFG. CO. LTD.

SANJIVE ARORA
COMPANY SECRETARY
FCS No. 3814

Date: 13th September, 2023
Place: Mumbai
Registered Office: Neville House,
J. N. Heredia Marg, Ballard Estate,
Mumbai – 400 001, Maharashtra, India
Tel : + 91 22 6101 0515
Website: www.bombaydyeing.com
Email: grievance_redressal_cell@bombaydyeing.com

MAP TO THE EGM VENUE



Time from Churchgate Station – 9 minutes

Prominent Landmark: Near Bombay Hospital & Medical Research Centre

EGM Venue

Birla Matu shri Sabhagar,
19, Sir Vithaldas Thackersey Marg, New
Marine Lines, Mumbai 400 020



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) 61010515; **Website:** www.bombaydyeing.com

ATTENDANCE SLIP

EXTRA-ORDINARY GENERAL MEETING - WEDNESDAY, 11TH OCTOBER, 2023

Name and Address of the :
Shareholder

Registered Folio No./DP ID & :
Client ID

No. of shares held :

I certify that I am a registered Member/Proxy for the registered Member of the Company. I hereby record my presence at the Extra-Ordinary General Meeting of the Company to be held at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai 400020, on Wednesday, 11th October, 2023 at 3:00 p.m.

Name of the Member/Proxy

Signature of Member/Proxy

NOTE:

1. Members/Proxy holders are requested to bring this Attendance Slip to the Meeting and hand over the same at the entrance duly signed.



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) 61010515; **Website:** www.bombaydyeing.com

Form MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Serial No.

Name and Address of the Shareholder(s) :

E-mail Id :

Registered Folio No./DP ID & Client ID :

No. of shares held :

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint:

1. Name: _____ Address _____
E-mail: _____ Signature _____ or failing him/her
2. Name: _____ Address _____
E-mail: _____ Signature _____ or failing him/her
3. Name: _____ Address _____
E-mail: _____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on Wednesday, 11th October, 2023, at 3.00 p.m. at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai 400020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	For	Against
Special Resolution			
1	Approval for Sale/Disposal of land of the Company pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and Regulation 37A(1) of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015		
2	Approval of Limits to give loans/guarantees or provide security in connection with loans made to any person(s) or body corporate or acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed in Section 186 of the Companies Act, 2013		

Signed this _____ day of _____ 2023

Affix
Revenue
Stamp

Signature of the Shareholder(s)

Signature of Proxy

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.