

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company	L17120MH1879PLC000037	<b>Pre-fill</b>						
Global Location Number (GLN) of the company								
* Permanent Account Number (PAN) of the company	AAACT2328K							
(ii) (a) Name of the company	THE BOMBAY DYEING AND MA							
(b) Registered office address	NEVILL HOUSE, JN HEREDIA MARG, BALLARD ESTATE, MUMBAI Maharashtra 400001							
(c) *e-mail ID of the company	grievance_redressal_cell@bor							
(d) *Telephone number with STD code	02266620000							
(e) Website	www.bombaydyeing.com							
(iii) Date of Incorporation	1879-08-23T00:00:00+05:30							
(iv)	<table border="1"><thead><tr><th>Type of the Company</th><th>Category of the Company</th><th>Sub-category of the Company</th></tr></thead><tbody><tr><td>Public Company</td><td>Company limited by shares</td><td>Indian Non-Government company</td></tr></tbody></table>	Type of the Company	Category of the Company	Sub-category of the Company	Public Company	Company limited by shares	Indian Non-Government company	
Type of the Company	Category of the Company	Sub-category of the Company						
Public Company	Company limited by shares	Indian Non-Government company						
(v) Whether company is having share capital	<input checked="" type="radio"/> Yes	<input type="radio"/> No						
(vi) *Whether shares listed on recognized Stock Exchange(s)	<input checked="" type="radio"/> Yes	<input type="radio"/> No						

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange	1,024

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32,  
Financial District, Nanakramguda, Serilingampally

(vii) \*Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM 29/06/2022

(b) Due date of AGM 30/09/2022

(c) Whether any extension for AGM granted  Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities 3

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C2	Textile, leather and other apparel products	77.38
2	G	Trade	G2	Retail Trading	1.09
3	F	Construction	F1	Buildings	21.53

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given 3

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
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1	PENTAFIL TEXTILE DEALERS LIJ	U65993MH1984PLC253516	Associate	49
2	BOMBAY DYEING REAL ESTATE	U70102MH2008PLC183489	Associate	40
3	P. T. Five Star Textile Indonesia		Subsidiary	97.36

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	510,000,000	206,534,900	206,534,900	206,534,900
Total amount of equity shares (in Rupees)	1,020,000,000	413,069,800	413,069,800	413,069,800

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	510,000,000	206,534,900	206,534,900	206,534,900
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	1,020,000,000	413,069,800	413,069,800	413,069,800

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	400,000	388,800	388,800	388,800
Total amount of preference shares (in rupees)	40,000,000	38,880,000	38,880,000	38,880,000

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
8% Redeemable Non-convertible Non-cumulative P				
Number of preference shares	400,000	388,800	388,800	388,800
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	40,000,000	38,880,000	38,880,000	38,880,000

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	2,490,853	204,044,047	206534900	413,069,800	413,069,800	
<b>Increase during the year</b>	0	171,275	171275	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		171,275	171275			
Dematerialisation of shares						
<b>Decrease during the year</b>	171,275	0	171275	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	171,275		171275			
Dematerialisation of shares						
<b>At the end of the year</b>	2,319,578	204,215,322	206534900	413,069,800	413,069,800	
<b>Preference shares</b>						

<b>At the beginning of the year</b>	0	388,800	388800	38,880,000	38,880,000	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	388,800	388800	38,880,000	38,880,000	

ISIN of the equity shares of the company

INE032A01023

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	----------------------	--

Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor		<input type="text"/>		
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>	
	Surname	middle name	first name	
Ledger Folio of Transferee		<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>	
	Surname	middle name	first name	

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	0	0	0	0
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>	<input type="text"/>		<input type="text"/>		<input type="text"/>

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

20,009,282,046

**(ii) Net worth of the Company**

-11,378,955,229

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	2,084,953	1.01	0	0
	(ii) Non-resident Indian (NRI)	2,801,560	1.36	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	101,791,125	49.29	0	0
10.	Others Trust, GDR ( Promoter)	4,130,980	2	0	0
	<b>Total</b>	110,808,618	53.66	0	0

**Total number of shareholders (promoters)**

44

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage



1.	Individual/Hindu Undivided Family				
	(i) Indian	71,468,669	34.6	0	0
	(ii) Non-resident Indian (NRI)	2,072,041	1	0	0
	(iii) Foreign national (other than NRI)	370	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	593,815	0.29	0	0
4.	Banks	141,666	0.07	0	0
5.	Financial institutions	1,077,466	0.52	0	0
6.	Foreign institutional investors	7,392	0	0	0
7.	Mutual funds	7,440	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	11,893,613	5.76	388,800	100
10.	Others ClearingMembers,IEPF,NBF	8,463,810	4.1	0	0
	<b>Total</b>	95,726,282	46.34	388,800	100

**Total number of shareholders (other than promoters)**

158,672

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

158,716

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

1

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ALASKA PERMANENT	801 WEST 10TH STREET JUNEAU /			7,392	0

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
**(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	44	44
Members (other than promoters)	156,516	158,672
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	2	0	2	0	0.59
<b>B. Non-Promoter</b>	0	6	0	7	0	0.02
(i) Non-Independent	0	1	0	1	0	0
(ii) Independent	0	5	0	6	0	0.02
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	0	8	0	9	0	0.61

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

12

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
NUSLI NEVILLE WADI/	00015731	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
NESS NUSLI WADIA	00036049	Director	1,219,418	
MINNIE AARASP BODH	00422067	Director	0	
KEKI MANCHERSHA E	00003940	Director	0	
RAGOTHAMAN RAO S	00042395	Director	35,000	07/08/2022
SUNIL SIDDHARTH LA	00045590	Director	0	
VINESH KUMAR JAIRA	00391684	Director	0	
GAURI ATUL KIRLOSK	03366274	Director	0	
RAJESH KUMAR BATF	00020764	Director	0	
SURESH KHURANA	ASKPK1818L	Manager	0	
HITESH VORA	ABYPV2030J	CFO	0	08/05/2022
SANJIVE ARORA	ACRPA4515D	Company Secretar	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

3

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
JEHANGIR NUSLI WAL	00088831	Managing Director	01/04/2021	Cessation
SURESH KHURANA	ASKPK1818L	Manager	09/08/2021	Appointment
RAJESH KUMAR BATF	00020764	Additional director	09/08/2021	Appointment

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	09/09/2021	156,513	96	50.12

**B. BOARD MEETINGS**

\*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	01/04/2021	8	8	100
2	28/04/2021	8	7	87.5
3	09/08/2021	8	8	100
4	08/10/2021	9	7	77.78
5	02/11/2021	9	9	100
6	06/01/2022	9	9	100
7	10/02/2022	9	8	88.89
8	28/03/2022	9	9	100

**C. COMMITTEE MEETINGS**

Number of meetings held

29

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	12/04/2021	6	6	100
2	Audit Committee	28/04/2021	6	6	100
3	Audit Committee	30/06/2021	6	6	100
4	Audit Committee	09/08/2021	6	6	100
5	Audit Committee	29/09/2021	6	5	83.33
6	Audit Committee	02/11/2021	6	6	100
7	Audit Committee	13/01/2022	6	5	83.33
8	Audit Committee	10/02/2022	6	5	83.33
9	Nomination and Remuneration	28/04/2021	4	4	100
10	Nomination and Remuneration	09/08/2021	4	4	100

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	29/06/2022
								(Y/N/NA)
1	NUSLI NEVILI	8	8	100	16	16	100	Yes
2	NESS NUSLI	8	8	100	8	7	87.5	Yes
3	MINNIE AARA	8	8	100	12	12	100	Yes
4	KEKI MANCH	8	8	100	11	11	100	Yes
5	RAGOTHAMA	8	8	100	14	14	100	Yes
6	SUNIL SIDDH	8	8	100	18	18	100	Yes
7	VINESH KUM.	8	8	100	27	27	100	Yes
8	GAURI ATUL	8	5	62.5	9	7	77.78	Yes
9	RAJESH KUM	5	4	80	1	1	100	Yes

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SURESH KHURAN.	MANAGER	5,032,258	0	0	16,154,578	21,186,836
	Total		5,032,258	0	0	16,154,578	21,186,836

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	HITESH VORA	CHIEF FINANCI	2,400,000	0	0	6,320,996	8,720,996
2	SANJIVE ARORA	COMPANY SEC	1,464,000	0	0	4,190,539	5,654,539
	Total		3,864,000	0	0	10,511,535	14,375,535

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

#### XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes  No

(In case of 'No', submit the details separately through the method specified in instruction kit)

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Ms. Shalini Bhat

Whether associate or fellow

Associate  Fellow

Certificate of practice number

6994

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ..  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

MINNIE  
AARASP  
BODHANWALA  
Digitally signed by  
MINNIE AARASP  
BODHANWALA  
Date: 2022.08.24  
15:20:19 +05'30'

DIN of the director

**To be digitally signed by**

Sanjive  
Arora  
Digitally signed by  
Sanjive Arora  
Date: 2022.08.24  
15:21:46 +05'30'

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

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- 
- 

**List of attachments**

Form MGT-8.pdf  
BDML\_Transfer report\_31-03-2022.pdf  
[List of FPI and FPC as on 31032022.pdf](#)  
Preference Shareholders 31-03-2022.pdf  
Details of Committee Meeting\_FY 2021-22

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**







**FORM NO. MGT-8**

**[Pursuant to section 92(2) of the Companies Act, 2013 and Rule 11(2) of Companies (Management and Administration) Rules, 2014]**

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

We have examined the registers, records and books and papers of **THE BOMBAY DYEING AND MANUFACTURING COMPANY LIMITED** (the Company) **CIN No. L17120MH1879PLC000037** having its Registered Office at Neville House, J. N. Heredia Marg, Ballard Estate, Mumbai -400001, as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31<sup>st</sup> March, 2022. In our opinion and information to the extent provided by the Company, its officers, agents and authorised representatives during the conduct of audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by The Ministry of Corporate Affairs warranted due to the spread of the COVID-19 pandemic, we certify that:

**A.** the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

**B.** during the aforesaid financial year the company has generally complied with provisions of the Act & Rules made thereunder in respect of :

1. its status under the Act.
2. maintenance of registers/records & making entries therein within the time prescribed therefor;
3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities, as applicable;
4. calling/convening/holding meetings of Board of Directors, committees and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, notices were given and the proceedings including the circular resolutions have been recorded in the Minute Book / registers maintained for the purpose.

No resolutions were passed through postal ballot during the year;

5. closure of Register of Members;
6. no advances/loans have been made to its directors and/or persons or firms or companies referred in section 185 of the Act;
7. there were no contracts/arrangements with related parties as specified in section 188 of the Act except the transactions in the ordinary course of business and which were at arm's length basis;
8. transfer / transmission of shares and issue of security certificates in all instances; as applicable  
  
there was no issue or allotment or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities;
9. keeping in abeyance the rights to dividend, rights shares, as applicable pending registration of transfer of shares in compliance with the provisions of the Act;
10. No dividend was declared during the year;  
  
transfer of unpaid/unclaimed dividend/ other amounts as applicable to the Investor Education and Protection Fund;
11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub-sections (3),(4) and (5) thereof;
12. constitution /appointment /re-appointments /retirement /filling up casual vacancies / disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. appointment of auditors as per the provisions of section 139 of the Act;
14. no approvals were required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. the Company has not accepted any Fixed Deposits during the year; the Company repaid the deposits aggregating to Rs. 0.13 Crore.during the year:

16. borrowings from public financial institutions, banks and others and creation/modification/satisfaction of charges in that respect, wherever applicable.  
there were no borrowings from its directors and members during the year.
17. as per the opinion provided by the Company, the Company being in the business of providing infrastructure facilities, the provisions of section 186 of the Act, except sub-section (1), pertaining to loans, investment, guarantees, or security provided are not applicable;
18. there had been no alteration of the provisions of the Memorandum and/ or Articles of Association of the Company during the year.

Place: Mumbai  
Date :August 22, 2022

**For Parikh & Associates  
Company Secretaries**

SHALINI  
MOHAN  
BHAT

Signature:

Name of Company Secretary: Shalini Bhat  
(Partner)

C.P.No. : 6994

UDIN: F006484D000827568

Peer Review No. 1129/2021

Digitally signed by SHALINI MOHAN BHAT  
DN: cn=Personal, postalCode=+11061,  
st=Maharashtra,  
2.5.4.20=fac01f16715510046e1dbbbe51130  
0a55e3c761dfff1e1f85534e0421e  
pseudonym=CF3EA3921F75F806DF61D19  
F343D053D3FE381,  
serialNumber=21BA9782A337FA1D970ECC  
D96639AD295014E8C0E3D3879C8E216D2  
FABDSA22, cn=SHALINI MOHAN BHAT  
Date: 2022.08.22 17:03:08 +05'30'

This Report is to be read with our letter of even date which is annexed as Annexure A to Form MGT-8 and Forms an integral part of this report.

'Annexure A to Form MGT-8'

To,

**THE BOMBAY DYEING AND MANUFACTURING COMPANY LIMITED**

Our Certificate on the Annual Return (Form MGT-8) of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Annual Return (Form MGT-7). We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. The Compliance of the provisions of Companies Act, 2013, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of records on test basis.

Place: Mumbai  
Date :August 22, 2022

**For Parikh & Associates  
Company Secretaries**

SHALINI  
MOHAN  
BHAT

Signature:

Name of Company Secretary: Shalini Bhat  
(Partner)

C.P.No. : 6994  
UDIN: F006484D000827568  
Peer Review No. 1129/2021

Digitally signed by SHALINI MOHAN BHAT  
DN: cn=BH, o=Parikh, postalCode=411061,  
st=Maharashtra,  
2.5.4.20=faw0f167155100461dbbbc5f113  
00e0ee3c761eff1f1148582e4604021e,  
pseudonym=CF3EAE921F75F806DF61D19  
F3430D053D3FE81,  
serialNumber=21BA9782A337FA1D970ECC  
D986289AD295014E36D0ED3B79C9E216D  
2F8D5A22, cm=SHALINI MOHAN BHAT  
Date: 2022.08.22 17:03:34 +05'30'

**THE BOMBAY DYEING & MFG. CO. LTD**  
 Regd. Office: NEVILLE HOUSE J N HEREDIA MARG BALLARD ESTATE MUMBAI, MAHARAS  
 CIN NO: L17120MH1879PLC000037

Date of closure of previous financial year : 31/03/2022

Sno	Date of Registration of Transfer of Shares	Type of Security	No of Shares	Nominal value (each in Rs.)	Ledger Folio of Transferor	Transferor's Name	Ledger Folio of Transferee	Transferee's Name
1	12/07/2021	1	560	2	R05152	ROHIT BALKRISHNA TALATI	BDM0100845	KALPNA ROHIT TALATI
2	12/07/2021	1	160	2	J02075	JAYSHREE ASHOK PATWARDHAN	BDM0100847	JAYSHREE ASHOK PATWARDHAN
3	12/07/2021	1	1500	2	J00215	JOSEPH CAJETAN BRAGANZA	BDM0100848	VALERIE MARY FERNANDES
4	12/07/2021	1	50	2	V09363	VIRMATI MAHENDRAKUMAR PARIKH	BDM0100849	JATIN MAHENDRAKUMAR PARIKH
5	06/09/2021	1	100	2	K03822	KHURSHED PESHOTAN SANJANA	BDM0100850	FENRY GEV JABULEE
6	06/09/2021	1	470	2	M04844	MINOO KHURSHED SANJANA	BDM0100850	FENRY GEV JABULEE
7	06/09/2021	1	60	2	T00435	TUSHAR ANIL KORDAY	BDM0100852	TUSHAR ANIL KORDAY
8	03/11/2021	1	180	2	A03040	AMBALAL ADARBHAI PATEL	BDM0100030	GANGABEN AMBALAL PATEL
9	15/11/2021	1	50	2	K01436	KHUSHAVADAN M HINDIA	BDM0100855	HEENABEN DEVENBHAI JOSHI
10	15/11/2021	1	40	2	V05539	VIKRAM SHRIKANT VAIDYA	BDM0100858	VIKRAM SHRIKANT VAIDYA
11	30/11/2021	1	100	2	S16753	SHANTILAL LAXMICHAND DOSHI	BDM0100859	BHUPENDRA SHANTILAL DOSHI
12	07/03/2022	1	60	2	C00387	CHAMPAVANTI KANTILAL DALAL	BDM0100417	VASANTI SHASHIKANT DALAL
13	07/03/2022	1	60	2	S13376	SHASHIKANT KANTILAL DALAL	BDM0100418	KASHMIRA SHASHIKANT DALAL
14	07/03/2022	1	20	2	R01547	INDUBEN MOHANLAL DESAI	BDM0100860	NAREN MOHANBHAI DESAI
15	07/03/2022	1	370	2	R00108	INDUBEN MOHANLAL DESAI	BDM0100860	NAREN MOHANBHAI DESAI
16	14/03/2022	1	350	2	A00018	ARUNA ANIL ACHARYA	BDM0100861	ARUNA ANIL ACHARYA
17	14/03/2022	1	350	2	C01153	CHANDRAPRAKASH BHALCHANDRA PURANDARE	BDM0100862	CHANDRAPRAKASH BHALCHANDRA PURANDARE
18	28/03/2022	1	250	2	D07814	DINESH MOHANLAL SHAH	BDM0100863	MIHIR DINESH SHAH
19	28/03/2022	1	390	2	P05251	PRASHANT INDULAL CHUDGAR	BDM0100864	PRASHANT INDULAL CHUDGAR
20	28/03/2022	1	1000	2	U01087	USHA RASIK VYAVAHARKAR	BDM0100865	SMITA PRADEEP VIJAYAKAR
21	28/03/2022	1	12580	2	D09678	DINA HOMI COOPER	BDM0100867	ARNOO HOMI COOPER

THE BOMBAY DYEING & MFG. CO. LTD										
Details of FPI and FPC as on 31/03/2022										
SLNO	DPID	FOLIO/CL-ID	NAME/JOINT NAME(S)	ADDRESS	COUNTRY OF INCORPORATION	REGN. NO WITH SEBI	HOLDING	% TO EQT	MINOR CODE	PAN NO
1	IN300054	10013410	EMERGING MARKETS CORE EQUITY PORTFOLIO (THE PORTFOLIO) OF DFA INVESTMENT DIMENSIONS GROUP INC. (DFAI DG)	6300 Bee Cave Road Building One Austin Texas 78746 USA	UNITED STATES OF AMERICA	INUSFP031416	410000	0.20	FPI	AACCD1644G
2	IN300054	10013268	THE EMERGING MARKETS SMALL CAP SERIES OF THE DFA INVESTMENT TRUST COMPANY	6300 Bee Cave Road Building One Austin Texas 78746 USA	UNITED STATES OF AMERICA	INUSFP033916	270409	0.13	FPI	AAATD7768G
3	IN300142	20772123	SPDR PORTFOLIO EMERGING MARKETS ETF	STATE STREET FINANCIAL CENTER ONE LINCOLN STREET BOSTON MA	UNITED STATES OF AMERICA	INUSFP131416	136207	0.07	FPC	AAGTS4584D
4	IN300142	20772140	SPDR S&P EMERGING MARKETS SMALL CAP ETF	ONE LINCOLN STREET BOSTON MA	UNITED STATES OF AMERICA	INUSFP131616	104085	0.05	FPC	AAHTS4805N
5	IN300054	10097678	EMERGING MARKETS SUSTAINABILITY CORE 1 PORTFOLIO	6300 BEE CAVE ROAD BUILDING ONE		INUSFP024018	33514	0.02	FPC	AAECE9320Q
6	IN300054	10017712	EMERGING MARKETS SOCIAL CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	6300 Bee Cave Road Building One Austin Texas 78746 USA	UNITED STATES OF AMERICA	INUSFP031516	32915	0.02	FPI	AABCE6264C
7	IN300167	10156689	EMERGING MARKETS CORE EQUITY FUND OF DIMENSIONAL FUNDS ICVC	20 Triton Street Regents Place London NW1 3BF U K	UNITED KINGDOM	INUKFP032216	26012	0.01	FPC	AACCD1506B
8	IN300054	10074905	WORLD EX U.S. CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	6300 Bee Cave Road Building One Austin Texas 78746 USA	UNITED STATES OF AMERICA	INUSFP031716	21521	0.01	FPC	AABCW4402G
9	IN303622	10005821	NEXPACT LIMITED	6th Floor Tower 1 Nexteracom Building Ebene	MAURITIUS	INMUF270115	15000	0.01	FPC	AAFCD0208F
10	IN300167	10128022	DIMENSIONAL FUNDS PLC - MULTI-FACTOR EQUITY FUND	25/28 NORTH WALL QUAY DUBLIN 1	IRELAND	INIRFP127115	14572	0.01	FPC	AAFCD1235L
11	IN300054	10115788	DIMENSIONAL WORLD EX U.S. CORE EQUITY 2 ETF OF DIMENSIONAL ETF TRUST	251 Little Falls Drive New Castle County Wilmington Delaware		INUSFP061421	7745	0.00	FPC	AAICD6956H
12	IN300054	10023614	UTAH STATE RETIREMENT SYSTEMS	540 East 200 South Salt Lake City Utah	UNITED STATES OF AMERICA	INUSFP271916	2261	0.00	FPC	AAATU2901Q
13	IN300167	10159933	AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING MARKET S EQUITY ETF	4500 MAIN STREET KANSAS CITY MISSOURI		INUSFP083219	1774	0.00	FPC	AAHTA5157H
14	IN303173	20023322	AEGIS INVESTMENT FUND	4th Floor 19 Bank Street Cybercity Ebene	MAURITIUS	INMUF164815	1450	0.00	FPC	AANCA5102B
15	IN301799	10081740	BNP PARIBAS ARBITRAGE	160 162 BD MACDONALD PARIS	FRANCE	INFRFP085515	1	0.00	FPC	AAGFB5324G
			<b>TOTAL:</b>				<b>1077466</b>	<b>0.52</b>		

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

**PREFERENCE SHARE HOLDING PATTERN AS ON 31/03/2022**

<b>Sno</b>	<b>Description</b>	<b>Cases</b>	<b>Shares</b>	<b>% Holding</b>
1	Bombay Dyeing Real Estate Co Ltd	1	91200	23.46
2	Pentafil Textile Dealers Ltd	1	91200	23.46
3	BDS Urban Infrastructures Private Limited	1	206400	53.08
	<b>Total</b>	<b>3</b>	<b>388800</b>	<b>100</b>

**THE BOMBAY DYEING AND MANUFACTURING COMPANY LIMITED**

**Details required under Form MGT-7**

**IX(C) Committee Meeting held during FY 2021-22:**

Sr. No.	Type of Meeting	Date of Meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1.	Audit Committee	12/04/2021	6	6	100
2.	Audit Committee	28/04/2021	6	6	100
3.	Audit Committee	30/06/2021	6	6	100
4.	Audit Committee	09/08/2021	6	6	100
5.	Audit Committee	29/09/2021	6	5	83.33
6.	Audit Committee	02/11/2021	6	6	100
7.	Audit Committee	13/01/2022	6	5	83.33
8.	Audit Committee	10/02/2022	6	5	83.33
9.	Nomination and Remuneration Committee	28/04/2021	4	4	100
10.	Nomination and Remuneration Committee	09/08/2021	4	4	100
11.	Nomination and Remuneration Committee	12/01/2022	4	4	100
12.	Nomination and Remuneration Committee	28/03/2022	4	4	100
13.	Stakeholders Relationship Committee	11/03/2022	3	3	100
14.	Independent Directors Meeting	28/03/2022	6	6	100
15.	Strategic Committee	07/04/2021	3	3	100
16.	Strategic Committee	13/04/2021	3	3	100
17.	Strategic Committee	20/04/2021	3	3	100
18.	Strategic Committee	26/05/2021	3	3	100
19.	Strategic Committee	16/06/2021	3	3	100
20.	Strategic Committee	29/06/2021	3	3	100
21.	Strategic Committee	25/08/2021	3	3	100
22.	Strategic Committee	28/08/2021	3	3	100
23.	Strategic Committee	06/10/2021	3	3	100
24.	Strategic Committee	11/02/2022	3	3	100
25.	Strategic Committee	16/02/2022	3	3	100
26.	Strategic Committee	24/02/2022	3	3	100
27.	Risk Management Committee	10/08/2021	4	4	100
28.	Risk Management Committee	13/01/2022	4	4	100