

30th June, 2022

BSE Limited
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 142ND ANNUAL GENERAL MEETING ("AGM") OF THE COMPANY HELD ON 29TH JUNE, 2022.

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

This is to inform that the 142nd Annual General Meeting of the Company was held on Wednesday, 29th June, 2022, at 03.30 p.m. through Video Conferencing (VC)/Other Audio Visual Means (OAVM).

Please find enclosed 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, along with the Scrutinizer's Report thereon.

Kindly take the same on record.

Thanking You,

Yours faithfully,

For The Bombay Dyeing and Manufacturing Company Limited


Sanjive Arora
Company Secretary

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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.,
Marathon Futurex, A Wing, 25th Floor
N. M. Joshi Marg, Lower Parel
Mumbai - 400 013

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

Citibank N.A.,
DR Account Management,
Citigroup Corporate & Investment Bank,
14th Floor, 388, Greenwich Street,
New York, NY (USA) 10013

M/s KFin Technologies Limited
Selenium Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad,
Telangana – 500032.

	THE BOMBAY DYEING AND MANUFACTURING COMPANY LIMITED
Date of the AGM/EGM	29-06-2022
Total number of shareholders on record date	1,54,490
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	0
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	25
Public:	76

Resolution No.	1									
Resolution required: (Ordinary/Special)	ORDINARY - To receive, consider and adopt: a) The Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2022, together with the Reports of the Board of Directors and the Auditors thereon; and b) The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2022, together with the Report of the Auditors thereon.									
Whether promoter/promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid (8)	Votes Abstained (9)
Promoter and Promoter Group	E-Voting	10,80,68,618	10,71,77,873	99.1758	10,71,77,873	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		10,71,77,873	99.1758	10,71,77,873	0	100.0000	0.0000	0	0
Public - Institutions	E-Voting	20,25,288	7,62,850	37.6662	7,62,850	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,62,850	37.6662	7,62,850	0	100.0000	0.0000	0	0
Public - Non Institutions	E-Voting	9,64,40,994	36,65,864	3.8011	36,43,430	22,434	99.3880	0.6119	0	0
	Poll		525	0.0005	525	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		36,66,389	3.8016	36,43,955	22,434	99.3881	0.6119	0	0
Total	Total	20,65,34,900	11,16,07,112	54.0379	11,15,84,678	22,434	99.9799	0.0201	0	0

Resolution No.	2									
Resolution required: (Ordinary/Special)	ORDINARY - Appointment of Mr. Ness N. Wadia (DIN: 00036049) as Non-Executive Director, who retires by rotation and is eligible for re-appointment.									
Whether promoter/promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid (8)	Votes Abstained (9)
Promoter and Promoter Group	E-Voting	10,80,68,618	10,71,77,873	99.1758	10,71,77,873	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		10,71,77,873	99.1758	10,71,77,873	0	100.0000	0.0000	0	0
Public - Institutions	E-Voting	20,25,288	7,62,850	37.6662	7,58,725	4,125	99.4593	0.5407	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,62,850	37.6662	7,58,725	4,125	99.4593	0.5407	0	0
Public - Non Institutions	E-Voting	9,64,40,994	36,65,645	3.8009	36,42,078	23,567	99.3572	0.6429	0	0
	Poll		525	0.0005	525	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		36,66,170	3.8014	36,42,603	23,567	99.3572	0.6429	0	0
Total	20,65,34,900	11,16,06,893	54.0378	11,15,79,201	27,692	99.9752	0.0248	0	0	

Resolution No.	3									
Resolution required: (Ordinary/Special)	ORDINARY - Ratification of remuneration of Cost Auditors for the financial year ending 31st March, 2023.									
Whether promoter/promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid (8)	Votes Abstained (9)
Promoter and Promoter Group	E-Voting	10,80,68,618	10,71,77,873	99.1758	10,71,77,873	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		10,71,77,873	99.1758	10,71,77,873	0	100.0000	0.0000	0	0
Public - Institutions	E-Voting	20,25,288	7,62,850	37.6662	7,62,850	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,62,850	37.6662	7,62,850	0	100.0000	0.0000	0	0
Public - Non Institutions	E-Voting	9,64,40,994	36,65,665	3.8009	36,59,688	5,977	99.8369	0.1630	0	0
	Poll		525	0.0005	525	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		36,66,190	3.8014	36,60,213	5,977	99.8370	0.1630	0	0
Total	20,65,34,900	11,16,06,913	54.0378	11,16,00,936	5,977	99.9946	0.0054	0	0	

Resolution No.	4									
Resolution required: (Ordinary/Special)	SPECIAL - Approval for re-appointment of Mr. Keki M. Elavia (DIN 00003940) as a Non-Executive Independent Director of the Company for a second term of two consecutive years commencing from 22nd May, 2022 till the conclusion of 144th AGM of the Company to be held in the year 2024.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid (8)	Votes Abstained (9)
Promoter and Promoter Group	E-Voting	10,80,68,618	10,71,77,873	99.1758	10,71,77,873	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		10,71,77,873	99.1758	10,71,77,873	0	100.0000	0.0000	0	0
Public - Institutions	E-Voting	20,25,288	7,62,850	37.6662	7,62,850	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,62,850	37.6662	7,62,850	0	100.0000	0.0000	0	0
Public - Non Institutions	E-Voting	9,64,40,994	36,65,795	3.8011	36,42,167	23,628	99.3554	0.6445	0	0
	Poll		525	0.0005	525	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		36,66,320	3.8016	36,42,692	23,628	99.3555	0.6445	0	0
Total	20,65,34,900	11,16,07,043	54.0379	11,15,83,415	23,628	99.9788	0.0212	0	0	



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 for the 142nd Annual General Meeting of The Bombay Dyeing and Manufacturing Company Limited held on Wednesday, June 29, 2022 at 3.30 p.m. (IST) through video conferencing ('VC') / other audio visual means ('OAVM').

I, Mitesh Dhaliwala, of 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 142nd Annual General Meeting ("AGM") of The Bombay Dyeing and Manufacturing Company Limited on Wednesday, June 29, 2022 at 3.30 p.m. (IST) through VC / OAVM.

I was also appointed as Scrutinizer to scrutinize the e-voting process at the said AGM.

The notice dated May 04, 2022, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions proposed to be passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular No. 20/2020 dated 5th May, 2020 read with Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 02/2021 dated 13th January, 2021, Circular No. 19/2021 dated 8th December, 2021 and Circular No. 02/2022 dated 05th May, 2022 (hereinafter collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide Circular Nos. SEBI/ HO/ CFD/CMD1CIR/P/2020/79 dated 12th May, 2020, SEBI/ HO/ CFD/ CMD2/ CIR/P/2021/11 dated 15th January, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 (hereinafter collectively referred to as SEBI Circulars).

The Company had availed the e-voting facility offered by National Securities Depository Limited (“NSDL”) for conducting remote e-voting by the Shareholders of the Company and e-voting at the said AGM.

The voting period for remote e-voting commenced on Sunday, June 26, 2022 at 9.00 a.m. and ended on Tuesday, June 28, 2022 at 5.00 p.m. and the NSDL e-voting platform was disabled thereafter.

The Company had also provided e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The shareholders of the Company holding shares as on the “cut-off” date of Wednesday, June 22, 2022 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of e-voting at the AGM, the report on voting done at the meeting and the votes cast under remote e-voting facility were unblocked and were counted.

I have scrutinized and reviewed the remote e-voting and e-voting at the meeting and votes cast therein based on the data downloaded from the NSDL 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 e-voting at the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and e-voting at the AGM 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 e-voting at the AGM in respect of the said resolutions.

Resolution 1: Ordinary Resolution

To receive, consider and adopt:

a. The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2022, together with the Reports of the Board of Directors and the Auditors thereon; and

b. The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2022, together with the Report of the Auditors thereon.

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
347	11,15,84,678	99.98

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
18	22,434	0.02

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 2: Ordinary Resolution

To appoint a Director in place of Mr. Ness N. Wadia (DIN:00036049), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
331	11,15,79,201	99.98

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
29	27,692	0.02

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 3: Ordinary Resolution

To ratify the remuneration payable to M/s. D. C. Dave & Co., Cost Accountants, the Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2023.

(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
339	11,16,00,936	99.99

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
22	5,977	0.01

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 4: Special Resolution

Re-appointment of Mr. Keki Manchershya Elavia (DIN:0003940) as a Non-Executive Independent Director of the Company for a second term of two consecutive years commencing from 22nd May, 2022 till the conclusion of 144th AGM of the Company to be held in the year 2024.

(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
334	11,15,83,415	99.98

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
27	23,628	0.02

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Thanking you,
Yours faithfully,

MITESH
DHABLIWALA

Digitally signed by MITESH
DHABLIWALA
Date: 2022.06.29 19:35:31 +05'30'

Mitesh Dhabliwala
Parikh & Associates
Practising Company Secretaries
FCS: 8331 CP No.: 9511
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: June 29, 2022
UDIN: F008331D000544900
P/R No.: 1129/2021