

TRANSCRIPT OF THE 140TH ANNUAL GENERAL MEETING OF THE BOMBAY DYEING AND MANUFACTURING COMPANY LTD. HELD ON 15TH JULY, 2020 AT 11:00 A.M.

The following Directors were present:

- Mr. Nusli N. Wadia, Chairman
- Mr. Keki M. Elavia, Chairman of the Audit Committee
- Mr. Vinesh Kumar Jairath, Chairman of the Nomination and Remuneration Committee
- Mr. Sunil S. Lalbhai, Chairman of the Stakeholders Relationship Committee
- Mr. S. Ragothaman
- Mr. Ness N. Wadia
- Dr. (Mrs.) Minnie Bodhanwala
- Ms. Gauri Kirloskar
- Mr. Jehangir N. Wadia, Managing Director

Others present:

- Mr. Paresh H. Clerk, from M/s Bansi S. Mehta & Co., Statutory Auditors.
- Mr. P. N. Parikh and Mr. Mitesh Dhaliwala from M/s Parikh & Associates, Practicing Company Secretaries
- Mr. Hitesh Vora, Chief Financial Officer
- Mr. Sanjive Arora, Company Secretary

Chairman:

I welcome all the Members to the 140th AGM of the Company, being conducted through Video Conference.

Live streaming of this Meeting is being broadcast on NSDL website.

The Company Secretary has informed that the Quorum of Members, as required under law, is present.

The Company has taken requisite steps to enable Members to participate and vote on the items specified in the Notice of the AGM.

The Statutory Registers required to be kept for inspection during the AGM are available for the inspection of Members on the NSDL website.

Notice of 140th AGM and Annual Report for the Financial Year 2019-20 were sent by e-mail to the Members whose e-mail address are registered with the Company or the Depository Participant(s). Those Members who have not registered their e-mail address with the Company, can access the Annual Report through the Company's website.



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Since the Notice, Directors Report & Financial Statements have already been circulated to Members, I take these documents as read.

There are no comments or qualifications in the Report of the Statutory Auditors for the Financial Year 2019-20. The Auditors' Report is taken as read.

Moderator:

Thank you Chairman. May I request Mr. Nusli Wadia, Chairman to deliver his speech now.

Chairman:

Good morning ladies and gentlemen. We are meeting today by Video Conference in the wake of unprecedented circumstances arising from the outbreak of Covid-19 Pandemic and social distancing norms. The outbreak of Covid-19 and its rapid expansion across the world has disrupted the global supply chain, setting in motion a ripple effect across economies and businesses. At this stage it was difficult to predict as to how the situation will evolve going forward, but the impact of Covid-19 on the society, economy and the lives of people would be a long lasting one. Due to the changes and adversities caused by this disruption your Company is also facing the challenge of reviving and sustaining the disrupted operations in a safe and responsible manner.

I would now like to brief you about the operational performance of the Company during Financial Year 2019-20.

For the Financial Year 2019-20, the Company's turnover and other income for the year was Rs. 1,945 Crore as against Rs. 4,471 Crore in the previous year. The profit after tax is Rs. 328 Crore as against a profit of Rs. 1,230 Crore in the previous year. However, the revenues and profit is not comparable due to one-time impact of first time adoption of Ind AS 115 reporting standards in FY 2018-19. The outbreak of Covid-19 pandemic had a moderate to high impact on the businesses of the Company. The Company was taking all necessary steps and measures to mitigate the impact of the challenges being faced in all its businesses.

The Company's revenues from Real Estate Activity was Rs. 549 Crore as compared to Rs. 2,727 Crore in the previous year FY 2018-19.

The two towers at Island City Center are virtually completed and two parts OCs has been received for both the towers. Full OC which got delayed due to Covid-19 is expected in a short time. All the apartments sold are ready for possession and are being handed over after due process. The unprecedented global crisis, due to Covid-19 has grinded to halt all business activities and it will take a few months for the economic activities to revive and gain momentum. The real estate division was hit amongst the worst due to the economic slowdown, it will require the support of the Central and State Governments to bring in reforms and encourage investments and generate job opportunities to instill confidence among the people and revive the

economy at a faster pace. The government has taken limited actions by reducing the interest rates, dropping GST rates, reducing stamp duty etc. which will result in improving the sentiments of customers but would not be adequate.

Home & You

The Company's retail business had a turnover of Rs. 231 crore during the year ended 31st March, 2020, as compared to Rs. 263 crore in the previous year. The division would now tread more cautiously and take a re-look at its stocking and de-stocking and cost cutting initiatives in the wake of the changing consumer patterns of buying.

The Retail business has been affected due to the Covid-19 pandemic in terms of all its stakeholders, customers, suppliers and across the Company. The Division believes that the planned strategic thrust by the Company will steer the retail business to make a meaningful and positive difference to all its stakeholders across the value chain as the division moves proactively towards strengthening its business towards consumer connect.

Polyester

The Polyester division achieved a turnover of Rs. 1,115 crore during the year ended 31st March, 2020, as compared to Rs. 1,439 crore in the previous year. The average capacity utilization was 87%, which was slightly lower than 89% in the previous year. Capacity utilization was significantly better than the industry average capacity utilization of around 75%. Polyester Staple Fibre ("PSF") industry saw a flat demand in the country. Continuing cheap imports from China and substantial surplus capacity built up in the country disrupted the domestic market resulting in negative impact on the Company's PSF business. The raw material and PSF prices remained volatile during the year due to the movement in petrochemicals and crude oil prices. Increased volatility in raw material prices, has posed challenges to the Company's PSF business, which it has sought to counteract with innovative product mix and cost reduction initiatives. Due to Covid-19 the manufacturing operations in the Plant were closed from 25th March, 2020 to 3rd June 2020 for combating with the pandemic effect and more so for the safety of its workmen and employees.

My sincere thanks to all our shareholders for their continued trust and belief in the Company and to my Board colleagues for their support and valuable contributions and hope that next year we will be able to gather for our AGM in the usual way. Meanwhile I hope all of you, and your families, stay well and safe.

Moderator:

Thank you Sir. The next item on the Agenda is Shareholders' speech.



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Chairman:

We received requests from 13 Members within the stipulated time, to speak during the AGM. Out of this, about 5 Members had sent in their Queries. These queries have been formally responded by the Company. I therefore, request these speakers to ask any other queries that they may have. We will try and answer these additional queries, if possible, during the AGM. If not, we will send out the replies to their registered email ids.

Those Members who have registered themselves and have not shared their queries will be given an opportunity to speak thereafter.

Moderator:

I now invite Mr. Jaydip Bakshi to speak. May I request the participants to restrict your questions or comments to 3 minutes, please.

Mr. Jaydip Bakshi:

Good morning Chairman Sir, CFO, and other Board members. Myself Jaydip Bakshi from Kolkata. Thanks to the Secretarial Department for the detailed annual report even in the era of pandemic, and for co-ordinating and making the video conference a success. I have sent my queries in advance and had received answers from the Company for the same. I appreciate the Company for the steps taken for conservation of energy. Best wishes to the Company for building an iconic brand with better future and value. Thank you sir.

Moderator:

Thank you Mr. Jaydip Bakshi. I now invite Mr. Beruz Feramroz Pouredehi to speak. May I request the participants to restrict your questions or comments to 3 minutes, please.

Mr. Beruz Feramroz Pouredehi:

Respected chairman and other Board members, I am Beruz Pouredehi, we are glad that atleast we are able to connect because in most of the companies we are not even able to connect, so your IT connectivity is good. Thanks to the Secretarial Department of the Company for helping the shareholders to participate in the AGM through video conference. I have received the Company's replies for my queries sent well in advance. I want to thank the Company for declaring 10% dividend even during the on-going pandemic. I want to know about the CSR activities of the Company in this year. My suggestion to the Company is that the Company should continue and increase its dedicated CSR activities to help those affected by the pandemic. At last, I would like to give my good wishes to the Company and I have already voted and supported all the resolutions. I wish the Company all the best.

Moderator:

Thank you Mr. Beruz Pouredahi. I now invite Ms. Homayun Pouredahi to speak. May I request the participants to restrict your questions or comments to 3 minutes, please.

Ms. Homayun Beruz Pouredahi:

Respected chairman and other Board members, I have sent my queries to the Company in advance and I have received answers for the same promptly. We are missing the physical AGM meeting and meeting you and other board members personally, I hope next year we will meet you and other board members personally. We are also missing the plant visit conducted for the shareholders every year. I want to give my best wishes to the Company.

Moderator:

Thank you Ms. Homayun Pouredahi. I now invite Mr. Tushar D. Sodha to speak. May I request the participants to restrict your questions or comments to 3 minutes, please.

Mr. Tushar D. Sodha:

Respected Chairman sir, eminent Board members and other shareholders present at today's virtual AGM, I have received the annual report of the Company through email. Thanks to our efficient Secretarial Department for their efficient and timely services. I am a shareholder of Bombay Dyeing since many years and I am happy to be the part of the today's virtual AGM. I had 4-5 queries and I am happy to inform all my queries are duly addressed and answered to my satisfaction by the Secretarial Department. I am confident that the Company will initiate action in the best interest of all its stakeholders for optimising and unlocking of huge land bank value of the Company. I wished that the Company will have good financial performance on a sustainable basis. I have already recorded my assents and affirmations for all resolutions of the today's AGM through e-voting.

Moderator:

Thank you Mr. Tushar Sodha. I now invite Ms. Urvija Bhavesh Shah to speak. May I request the participants to restrict your questions or comments to 3 minutes, please.

Ms. Urvija Bhavesh Shah:

The Company had already replied to my queries promptly. I have further queries:

- What is the unsold inventory?
- What percentage of the project is still left for OC?
- What is the market rate going on right now for the unsold inventory?



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Moderator:

Thank you Ms. Urvija Shah. I now invite Ms. Lekha Satish Shah to speak. May I request the participants to restrict your questions or comments to 3 minutes, please.

Ms. Lekha Satish Shah:

Respected Chairman, other directors and my fellow Members of the Company, very good morning to all of you. Myself Lekha Shah. First, I want to thank the Secretarial Department for extending very good investor services and sending the annual report through email well in time. I want to congratulate the Company for its real estate projects at Island City Centre with construction of international standards. My best wishes for the progress of the Company and good results in the coming year. I want to know about Company's roadmap for the next year and kindly explain what steps Company is taking for the overall growth of the Company. I have supported all the resolutions.

Moderator:

Thank you Ms. Lekha Shah. I now invite Ms. Hutokshi Sam Patel to speak. May I request the participants to restrict your questions or comments to 3 minutes, please.

Ms. Hutokshi Sam Patel:

Very good morning to all of you. First I want to thank the Secretarial Department for helping the shareholders to join the Meeting through video conference. I have given my support for all the resolutions. Also I welcome Ms. Gauri Kirloskar on the Board. Madam it's nice to have you on the Board. I have observed that there is a decline in the performance of all three divisions, i.e. PSF, Bombay Realty and Retail, the Company is heavily in debt and also the foreign exchange has to be revived. I want to know what steps are being taken to revive the Company and also I want to know about the capex plan for the future. My suggestion is that the Company should pay more attention on e-marketing of its products which are of excellent quality and even the real estate projects are in very good locality. Also the Company should start e-commerce business. I wish the Company all the very best. Good luck to all of you. Thank you.

Moderator:

Thank you Ms. Patel. That was the last speaker on the line. I now request Chairman Mr. Nusli Wadia to comment on the queries raised by the shareholders.

The Chairman & CFO started giving replies to the queries and points raised by the Members other than those which had not been already answered through email as under:

Chairman:

There was a question from Mr. Beruz regarding help to needy section of the society during this pandemic, at a group level the Company has distributed 90 lakh packets of biscuits, provided food kits to approx. 1.60 lakh people and delivered hot meals to 28 lakh people.

What are the other questions which are not answered please answer Mr. Hitesh Vora, Chief Financial Officer.

Mr. Hitesh Vora, Chief Financial Officer:

- There was one question on the marketing of retail sales and all which we are planning to do in the current year as well.
- There was another question raised was the how much unsold inventory we have and how much is the balance construction work. So we have already completed 98.5% to 99% of the construction work and full OC expected anytime. About unsold inventory, we have sold almost 55% of the inventory and balance inventory would be sold over a period of 3 to 4 years.

Moderator:

The next item on the agenda is the resolutions. I would request Mr. Nusli Wadia, Chairman of the Bombay Dyeing to initiate the proceedings.

Chairman:

Ladies and Gentlemen thank you very much for participating in the AGM and sharing your thoughts on the performance of the Company. As explained the queries submitted by the Members before the stipulated timeline have already been responded to.

On the fresh queries that have come in now, we shall send out the replies to their registered email ids within the next 72 hours.

As per the notice, there are 9 resolutions to be passed. I now authorize Mr. Sanjive Arora, Company Secretary to conduct the e-voting & conclude the Meeting.

I would like to thank all the Members and directors who have participated in the Meeting.

With your consent, I and other Board members would like to take leave and wish all the Members the best of health and safety in the year ahead.



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Moderator:

Thank you Sir. The Directors may now logout by pressing the “Leave” button on the top left side of the screen. Mr. Sanjive Arora will now conduct the proceedings of the meeting.

Mr. Sanjive Arora:

Thank you Mr. Myron. With the permission of the Board of directors and my esteemed shareholders of the Company, I would now read out the resolutions which are required to be passed.

Resolution No.	Particulars	Type of Resolution
1	To receive, consider and adopt: (a) the Audited Standalone Financial Statements of the Company for the financial year ended 31 st March, 2020, 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 31 st March, 2020, together with the Report of the Auditors thereon.	Ordinary Resolution
2	To declare pro-rata Dividend on Preference Shares for the financial year ended 31 st March, 2020.	Ordinary Resolution
3	To declare Dividend on Equity Shares for the financial year ended 31 st March, 2020.	Ordinary Resolution
4	To appoint Dr. (Mrs.) Minnie Bodhanwala (DIN: 00422067) as Non-Executive/ Non-Independent Director, who retires by rotation and is eligible for Re-appointment.	Ordinary Resolution
5	Approval for re-appointment and fixation of remuneration of Mr. Jehangir N. Wadia (DIN: 00088831), the Managing Director of the Company.	Special Resolution
6	Approval for continuation of Mr. Keki M. Elavia (DIN: 0003940) as Non-Executive Independent Director under Regulation 17(1A) of SEBI (LODR) Amendment Regulations, 2018.	Special Resolution
7	Approval of remuneration of Cost Auditors for the financial year ending 31 st March, 2021.	Ordinary Resolution
8	Approval for borrowings under section 180(1)(c) of the Companies Act, 2013 upto Rs. 5500 crores.	Special Resolution
9	Approval under section 180(1)(a) of the Companies Act, 2013 for creating charges, mortgages in connection with the borrowings upto Rs. 5500 crores.	Special Resolution



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I would like to inform the shareholders that the remote e-voting facility was provided by the Company between Sunday, 12th July, 2020 (9:00 A.M. IST) and Tuesday, 14th July, 2020 (5:00 P.M. IST). E-voting will be allowed to all those Members present at the AGM who has not cast their votes through remote e-voting. The Members may click on e-voting tab to cast their votes. The e-voting would be open for 30 minutes.

The Company had appointed M/s. Parikh & Associates, Practicing Company Secretaries, Mumbai as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. Results of the e-voting will be announced on or before 17th July, 2020 and the same would be intimated to the Stock Exchanges and uploaded on the websites of the Company and NSDL.

I would like to thank all the members and directors who have participated in the meeting and co-operated with the Company in ensuring the smooth conduct of this virtual AGM.

Moderator:

Thank you Sir. The timer of 30 minutes to start now.

As informed, the time for e-voting has elapsed. Thank you all for participating in the AGM and e-voting.

The Meeting concluded at 12.08 p.m. (IST).



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