# FORM NO. MGT-7

Form language

(iii)

Date of Incorporation

[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]



# **Annual Return**

(other than OPCs and Small Companies)

Refer the instruction kit for filing the form.			
I. REGISTRATION AND OTHER DETAILS			
(i) * Corporate Identification Number (CIN) of the company	L17120MH1879PLC000037	Pre-fill	
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, NA MUMBAI Maharashtra 400001 India			
(c) *e-mail ID of the company	grievance_redressal_cell@bon		
(d) *Telephone number with STD code	02261010515		
(e) Website	www.bombaydyeing.com		

(iv)	Type of the Company	Category of the Company		Sub-category of the Company
	Public Company	Company limited	d by shares	Indian Non-Government company
(v) Wh	ether company is having share ca	apital	<ul><li>Yes</li></ul>	○ No
(vi) *W	hether shares listed on recognize	d Stock Exchange(s)	<ul><li>Yes</li></ul>	O No

1879-08-23T00:00:00+05:30

(a) Details of stock exchanges where shares are listed

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

(b) CIN of the Registrar and Tr	· ·		L72400TG2	2017PLC117649	Pre-fill
Name of the Registrar and Tra	ansfer Agent				
KFIN TECHNOLOGIES LIMITED					
Registered office address of the	ne Registrar and Tr	ansfer Agents			
Selenium, Tower B, Plot No- 31 8 anakramguda, Serili ngampally		t, N			
(vii) *Financial year From date 01/	04/2022	(DD/MM/YYYY)	To date	31/03/2023	(DD/MM/YYYY)
viii) *Whether Annual general mee	ting (AGM) held	• Y	es	No	_
(a) If yes, date of AGM	08/09/2023				
(b) Due date of AGM	28/09/2023				
(c) Whether any extension for	AGM granted		Yes	<ul><li>No</li></ul>	

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities 3

	Main Activity group code		Business Activity Code	Description of Business Activity	% of turnover of the company
1	С	Manufacturing	C2	Textile, leather and other apparel products	62.47
2	G	Trade	G2	Retail Trading	1.89
3	F	Construction	F1	Buildings	35.64

# 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
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S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/	% of shares held
			Joint Venture	

1	PENTAFIL TEXTILE DEALERS LII	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
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Class of Shares Equity Shares	Authoricad	Icabilai	Subscribed capital	Paid up capital
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
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Class of shares  8% Redeemable Non-convertible Non-cumulative Pr	Authorised	Capital	Subscribed capital	Paid up capital
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	Nu	umber of sh	Total nominal amount	Total premium		
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	2,319,578	204,215,322	206534900	413,069,800	413,069,80	
ncrease during the year	0	363,215	363215	0	0	0
i. Pubic 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
v. 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  Dematerialisation of shares		363,215	363215			
Decrease during the year	363,215	0	363215	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
i. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	363,215		363215			
Dematerialisation of shares	303,213		303213			
At the end of the year	1,956,363	204,578,537	206534900	413,069,800	413,069,80	
Preference shares						

At the beginning of the year	0	388,800	388800	38,880,000	38,880,000	
Increase during the year	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						
Decrease during the year	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						
At the end of the year	0	388,800	388800	38,880,000	38,880,000	

ISIN of the equity shares of the company	
l l	

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

0				

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

• •	s/Debentures Trans any time since the i				ncial year (or in the case
□ Nil					
[Details being provi	ided in a CD/Digital Media	n]	○ Yes	<ul><li>No</li></ul>	Not Applicable
Separate sheet atta	ached for details of transfe	ers	<ul><li>Yes</li></ul>	O No	
Note: In case list of transf Media may be shown.	fer exceeds 10, option for	submission a	s a separate sheet	attachment	or submission in a CD/Digital
Date of the previous	annual general meeting	3			
Date of registration of	of transfer (Date Month )	Year)			
Type of transfer	r	1 - Equity, 2	2- Preference Sh	ares,3 - De	bentures, 4 - Stock
Number of Shares/ D Units Transferred	Debentures/		Amount per Sh Debenture/Unit		
Ledger Folio of Trans	sferor				
Transferor's Name					
	Surname		middle name		first name
Ledger Folio of Trans	sferee				
Transferee's Name					
	Surname		middle name		first name
Date of registration o	of transfer (Date Month )	Year)			
Type of transfe	r	1 - Equity, 2	2- Preference Sh	ares,3 - De	bentures, 4 - Stock
Number of Shares/ D Units Transferred	Debentures/		Amount per Sh Debenture/Unit		

edger Folio of Tran	sferor		
ransferor's Name			
	Surname	middle name	first name
Ledger Folio of Tran	sferee		
Transferee's Name			
	Surname	middle name	first name

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
Total			0

#### **Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	_	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

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

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

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

## (i) Turnover

26,737,329,477

## (ii) Net worth of the Company

-14,872,961,392

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

S. No.	Category	Equi	ity	Preference		
		Number of shares	Percentage	Number of shares	Percentage	
1.	Individual/Hindu Undivided Family					
	(i) Indian	1,934,953	0.94	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)	101,944,125	49.36	0	0	
10.	Others Trust, GDR(Promoter)	3,977,980	1.93	0	0	
	Tota	110,658,618	53.59	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	77,571,010	37.56	0	0
	(ii) Non-resident Indian (NRI)	2,220,661	1.08	0	0
	(iii) Foreign national (other than NRI)	290	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	543,765	0.26	0	0
4.	Banks	141,536	0.07	0	0
5.	Financial institutions	740,100	0.36	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	4,085	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	9,205,196	4.46	388,800	100
10.	Others Clearing Members, IEPF, NB	5,449,639	2.64	0	0
	Total	95,876,282	46.43	388,800	100

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

160,738

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

160,782

# 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)	158,672	160,738	
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
A. Promoter	0	2	0	2	0	0.59
B. Non-Promoter	0	7	0	6	0	0
(i) Non-Independent	0	1	0	1	0	0
(ii) Independent	0	6	0	5	0	0
C. Nominee Directors representing	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	9	0	8	0	0.59

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

11

#### (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 WADIA	00015731	Director	0	
NESS NUSLI WADIA	00036049	Director	1,219,418	
MINNIE AARASP BODI	00422067	Director	0	
KEKI MANCHERSHA E	00003940	Director	0	
SUNIL SIDDHARTH LA	00045590	Director	0	
VINESH KUMAR JAIRA	00391684	Director	0	
RAJESH KUMAR BATF	00020764	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
CHANDRA IYENGAR	02821294	Director	0	
SURESH KHURANA	ASKPK1818L	Manager	0	
VINOD JAIN	AAMPJ7907K	CFO	0	
SANJIVE ARORA	ACRPA4515D	Company Secretar	0	

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

,	(-, -		8 - 7	,
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)
RAGOTHAMAN RAO S	00042395	Director	07/08/2022	Cessation
HITESH VORA	ABYPV2030J	CFO	08/05/2022	Cessation
VINOD JAIN	AAMPJ7907K	CFO	09/05/2022	Appointment
GAURI ATUL KIRLOSK	03366274	Director	09/01/2023	Cessation
CHANDRA IYENGAR	02821294	Additional director	09/02/2023	Appointment
KEKI MANCHERSHA E	00003940	Director	29/06/2022	Re-Appointment
CHANDRA IYENGAR	02821294	Director	24/03/2023	Change in Designation

# 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 Attendance Total Number of Type of meeting Date of meeting Members entitled to attend meeting Number of members % of total attended shareholding **Annual General Meeting** 29/06/2022 154,490 101 51.37

#### **B. BOARD MEETINGS**

*Number of n	neetings held	6				
S. No. Date of meeting			al Number of directors ociated as on the date of meeting			
			•	Number of directors attended	% of attendance	

S. No.	Date of meeting	Total Number of directors associated as on the date	ssociated as on the date		
		of meeting	Number of directors attended	% of attendance	
1	04/05/2022	9	8	88.89	
2	09/08/2022	8	8	100	
3	22/09/2022	8	6	75	
4	05/11/2022	8	7	87.5	
5	09/02/2023	7	7	100	
6	30/03/2023	8	8	100	

#### C. COMMITTEE MEETINGS

Number of meetings held

19

S. No.	Type of meeting		Total Number of Members as		Attendance
		Date of meeting		Number of members attended	% of attendance
1	Audit Committ	06/04/2022	6	6	100
2	Audit Committ	04/05/2022	6	5	83.33
3	Audit Committ	15/07/2022	7	7	100
4	Audit Committ	09/08/2022	6	6	100
5	Audit Committ	12/09/2022	6	4	66.67
6	Audit Committ	05/11/2022	6	5	83.33
7	Audit Committ	06/12/2022	6	4	66.67
8	Audit Committ	09/02/2023	5	5	100
9	Nomination an	04/05/2022	4	4	100
10	Nomination an	09/08/2022	3	3	100

### D. \*ATTENDANCE OF DIRECTORS

		Board Meetings		Committee Meetings			Whether attended AGM	
S. No.	of the director	Number of Meetings which director was	Meetings	% of	Number of Meetings which director was	Meetings	% of attendance	held on
		entitled to attend	attended		entitled to attend	attended	alleridarice	08/09/2023 (Y/N/NA)
								(T/IN/INA)

1	NUSLI NEVILI	6	6	100	3	3	100	Yes
2	NESS NUSLI	6	6	100	10	8	80	Yes
3	MINNIE AARA	6	6	100	15	14	93.33	Yes
4	KEKI MANCH	6	6	100	14	14	100	Yes
5	SUNIL SIDDH	6	6	100	5	5	100	Yes
6	VINESH KUM.	6	6	100	18	18	100	Yes
7	RAJESH KUM	6	5	83.33	10	8	80	Yes
8	CHANDRA IYI	1	1	100	0	0	0	Yes

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

ı	1	N I	:
		ıvı	ı

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	7,800,000	0	0	28,856,633.08	36,656,633.08
	Total		7,800,000	0	0	28,856,633.08	36,656,633.08

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	HITESH VORA	CFO	600,000	0	0	2,961,081.6	3,561,081.6
2	VINOD JAIN	CF0	6,445,161.29	0	0	6,964,020.72	13,409,182.01
3	SANJIVE ARORA	Company Secre	2,340,000	0	0	4,309,568	6,649,568
	Total		9,385,161.29	0	0	14,234,670.32	23,619,831.61

Number of other directors whose remuneration details to be entered

10

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	NUSLI NEVILLE WA	Chairman and N	0	0	0	540,000	540,000
2	NESS NUSLI WADI	Non Executive D	0	0	0	820,000	820,000
3	KEKI MANCHERSH	Independent Dir	0	0	0	1,120,000	1,120,000
4	RAJESH KUMAR B	Independent Dir	0	0	0	735,000	735,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
5	VINESH KUMAR JA	Independent Dir	0	0	0	1,340,000	1,340,000
6	SUNIL SIDDHARTH	Independent Dir	0	0	0	615,000	615,000
7	MINNIE AARASP B	Non Executive C	0	0	0	1,075,000	1,075,000
8	CHANDRA IYENGA	Independent Dir	0	0	0	60,000	60,000
9	RAGOTHAMAN RA	Independent Dir	0	0	0	300,000	300,000
10	GAURI ATUL KIRLO	Independent Dir	0	0	0	240,000	240,000
	Total		0	0	0	6,845,000	6,845,000

ΧI	MATTERS REI	ΔΤΕΝ ΤΟ	CERTIFICATION (	OF COMPLIANCES	AND DISCLOSURES

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

·		· ·	l e e e e e e e e e e e e e e e e e e e		I
I. MATTERS RELAT	ED TO CERTIFICAT	ION OF COMPLIA	NCES AND DISCLOSU	IRES	
A. Whether the corprovisions of the	mpany has made com e Companies Act, 201	ipliances and disclo 3 during the year	osures in respect of app	licable Yes	O No
B. If No, give reas	ons/observations				
II. PENALTY AND P	UNISHMENT - DETA	AILS THEREOF			
A) DETAILS OF PEN	ALTIES / PUNISHME	NT IMPOSED ON	COMPANY/DIRECTOR	S /OFFICERS N	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 CO	MPOUNDING OF OF	FENCES N	lil		
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 comp	lete list of sharehold	ders, debenture no	olders has been enclo	sed as an attacnmei	nt
	s 💿 No				

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

In case of a listed co	mpany or a compan	y having paid up sha	re capital of Ten (	Crore rupees or mo	ore or turnover of Fifty	Crore rupees or
more, details of com	pany secretary in wh	nole time practice cer	tifying the annual	return in Form MG	GT-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 Dir	ectors of the company vide resolution no 17 dated 13/11/2014							
	d declare that all the requirements of the Companies Act, 2013 and the rules made thereunder his form and matters incidental thereto have been compiled with. I further declare that:							
1. Whatever is stated in this f	form and in the attachments thereto have been complied with Figure 1 declare that.  Form and in the attachments thereto is true, correct and complete and no information material to provide the company of the company.							
•	ts have been completely and legibly attached to this form.							
	the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide fo nt for false statement and punishment for false evidence respectively.							
To be digitally signed by								
Director	MINNIE Digitally signed by ARASP BODHANWALA BODHANWALA 14:56:14 + 16:307							
DIN of the director	00422067							
To be digitally signed by	Sanjive Digitally signed by Sanjive Arora Date: 2023.10.18  Arora 14.59:23.405:30*							
<ul><li>Company Secretary</li></ul>								
Ocompany secretary in practice								
Membership number 3814 Certificate of practice number								

1. List of share holders, debenture holders Details of Committee Meeting\_FY 2022-23 Attach BDML\_Transaction details\_01042022 to 3 2. Approval letter for extension of AGM; Attach BDML\_FIIS\_31032023.pdf Preference Shareholders 31-03-2023.pdf 3. Copy of MGT-8; Attach Form MGT-8-Signed.pdf 4. Optional Attachement(s), if any Attach Remove attachment Prescrutiny Submit Check Form Modify

List of attachments

**Attachments** 

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 31st March, 2023. 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;
- 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 and resolutions passed by postal ballot, have been recorded in the Minute Book / registers maintained for the purpose.

- 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. 0.41 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.

For Parikh & Associates Company Secretaries

Place: Mumbai

Date :October 16, 2023

Shalini (Dic.-INI, on-Personal, IX pisudorphino(DCR)28 (Dir.) (25.4.20-albabba)28/27 (25.4.20-albabba)28/27 (26.40-albabba)28/27 (26.40

Signature:

Name of Company Secretary: Shalini Bhat

(Partner)

FCS No: 6484 C.P.No. : 6994 UDIN: F006484E001325296 Peer Review No. 1129/2021

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.

For Parikh & Associates Company Secretaries

Place: Mumbai

Date :October 16, 2023

Shalini Mohan

Signature: Bhat

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Name of Company Secretary: Shalini Bhat

(Partner)

FCS No: 6484 C.P.No.: 6994 UDIN: F006484E001325296 Peer Review No. 1129/2021

## THE BOMBAY DYEING AND MANUFACTURING COMPANY LIMITED

## **Details required under Form MGT-7**

## IX(C) Committee Meeting held during FY 2022-23:

Sr. No.	Type of Meeting	Date of Meeting	Total Number of Members	Attei	Attendance		
			as on the date of the meeting	Number of members attended	% of attendance		
1.	Audit Committee	06.04.2022	6	6	100		
2.	Audit Committee	04.05.2022	6	5	83.33		
3.	Audit Committee	15.07.2022	7	7	100		
4.	Audit Committee	09.08.2022	6	6	100		
5.	Audit Committee	12.09.2022	6	4	66.67		
6.	Audit Committee	05.11.2022	6	5	83.33		
7.	Audit Committee	06.12.2022	6	4	66.67		
8.	Audit Committee	09.02.2023	5	5	100		
9.	Nomination and Remuneration Committee	04.05.2022	4	4	100		
10.	Nomination and Remuneration Committee	09.08.2022	3	3	100		
11.	Nomination and Remuneration Committee	09.02.2023	4	4	100		
12.	Stakeholders Relationship Committee	09.03.2023	3	3	100		
13.	Independent Directors Meeting	09.02.2023	4	4	100		
14.	Risk Management Committee	04.05.2022	4	3	75		
15.	Risk Management Committee	15.07.2022	4	4	100		
16.	Risk Management Committee	12.09.2022	4	4	100		
17.	Risk Management Committee	08.03.2023	4	4	100		
18.	CSR Committee	20.03.2023	3	3	100		
19.	Rights Issue Committee	03.10.2023	5	3	60		

#### THE BOMBAY DYEING AND MANUFACTURING COMPANY LIMITED

Regd.Office:NEVILLE HOUSE J N HEREDIA MARG BALLARD ESTATE MUMBAI ,MAHARASHTRA 4 CIN NO:L17120MH1879PLC000037

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

	Date of Registration of	Type of	,	Nominal value	Ledger Folio of		Ledger Folio of	
1	-		No of Shares	(each in Rs.)	Transferor	Transferor's Name	Transferee	Transferee's Name
	12/05/2022	1	90	, ,	N03156	NAGINDAS RAMANLAL SHAH	BDM0100869	ALPA SANJAY SHAH
	12/05/2022	1	10		M11585	MURLIDHAR DESHPANDE	BDM0100870	MURLIDHAR DESHPANDE
	12/05/2022	1	275		D04044	DADY BAPUJI LAM	BDM0100871	FARZAN DADY LAM
	06/06/2022	1	300		D00795	DOLLY NUSSERWANJI ENGINEER	BDM0100868	HOSHI NARIMAN ENGINEER
	21/07/2022	1	620		B02383	BHIKAJI REDKAR	BDM0100872	CHAITANYA SIVAPRAKASH REDKAR
	21/07/2022	1	20		N00731	NILESH MANUBHAI DESAI	BDM0100873	NILESH MANUBHAI DESAI
	21/07/2022	1	2800		J10939	JOHN FRANCIS ANTHONY GONSALVES	BDM0100874	CHARLES WILLIBRORD GONSALVES
	27/07/2022	1	500	1	G04403	GOOL NAVAL JIJINA	BDM0100875	GOOL NAVAL JIJINA
	27/07/2022	1	125	1	N04972	NAVINCHANDRA VENILAL SHAH	BDM0100876	JAYSHREE AMITKUMAR SHAH
10 2	27/07/2022	1	250	) 2	U02750	USHA BAHL	BDM0100877	SANDEEP BAHL
	27/07/2022	1	250	) 2	K10272	KISHIN MOTUMAL MOTIRAMANI	BDM0100878	KISHIN MOTUMAL MOTIRAMANI
	28/07/2022	1	1600	) 2	P02744	PURUSHOTTAMDAS KHODABHAI PATEL	BDM0100881	PATEL NIMISH KUMAR
	28/07/2022	1	350		C01577	CHETTUPUZHAKARAN PORINJU SUNNY	BDM0100882	JOE SUNNY
	28/07/2022	1	230		P00881	PRATIBHA CHANDRAKANT DAKWE	BDM0100883	VIKAS CHANDRAKANT DAKWE
	16/08/2022	1	10	1	T01680	TUSHAR HARIDAS MAVANI	BDM0100887	PRIYANK TUSHAR MAVANI
	02/09/2022	1	360		BDM0100296	AVINASH RATILAL DOSHI	BDM0100888	KIRITKUMAR RATILAL DOSHI
	02/09/2022	1	350		S05659	SHUBHANGI H MAINKAR	BDM0100889	SHUBHANGI H MAINKAR
	02/09/2022	1	700		S01755	SHARMISTHA NAVINCHANDRA DESAI	BDM0100890	MANJARI VINOD MEHTA
	02/09/2022	1	50		K12872	KASHMIRA SHASHIKANT DALAL	BDM0100891	KASHMIRA SHASHIKANT DALAL
	02/09/2022	1	630	1	A02250	AMEENA BEGUM ABDUR RAHMAN MIRZA	BDM0100894	GULNAAR MIRZA
	02/09/2022	1	1000	1	R15553	RAGHUNATH BANSAL	BDM0100895	RAJEEV BANSAL
	07/09/2022	1	190		N01806	NARENDRA MOHANLAL MASTER	BDM0100893	NARENDRA MOHANLAL MASTER
	10/09/2022	1	350		N02323	NAYANA GOVINDLAL PATEL	BDM0100896	PATEL PARTHIV KIRITKUMAR
	12/09/2022	1	50		N00576	NALINI DHARAMSY	BDM0100183	MRIDULA JAYSINH KAPADIA
25 1	12/09/2022	1	1800	) 2	M07558	MANGALA RAMANLAL PAREKH	BDM0100898	JANAK RAMANLAL PAREKH
26 1	12/09/2022	1	120	) 2	S00718	SUNITA BHAGWANT BHADRE	BDM0100899	SUNITA BHAGWANT BHADRE
27 1	12/09/2022	1	250	) 2	D04042	DADY BAPUJI LAM	BDM0100900	FRENY DADY LAM
28 1	16/09/2022	1	1000	) 2	N09256	NAWAL KISHORE MALPANI	BDM0100897	SHASHI PRABHA MALPANI
29 1	17/11/2022	1	70	) 2	K08769	KAILASH CHANDRA BANWARILAL GUPTA	BDM0100901	NIRMALADEVI KAILASH GUPTA
30 1	17/11/2022	1	320	) 2	B01590	BHASKERRAO RAMCHANDRARAO MANEPATIL	BDM0100902	HEMADEVI SHIVAJIRAO MANEPATIL
31 1	17/11/2022	1	2150	) 2	K03744	KUMUD NANALAL SHROFF	BDM0100903	SURYAKANT NANALAL SHROFF
32 1	17/11/2022	1	15	2	K13423	KAPIL KUMAR SACHDEV	BDM0100904	DEEPAK PRITHVIRAJ SACHDEVA
33 1	17/11/2022	1	5	2	K13470	KAPILKUMAR SACHDEV	BDM0100904	DEEPAK PRITHVIRAJ SACHDEVA
34 1	17/11/2022	1	200	) 2	M01729	MEHARUNNISSA GULAMAHAMED HAWAWALA	BDM0100905	FARZANA GULAMAHAMED HAWAWALA
35 1	17/11/2022	1	50	) 2	M01782	MEHARUNNISSA G HAWAWALA	BDM0100905	FARZANA GULAMAHAMED HAWAWALA
36 1	17/11/2022	1	50	1	D05897	DILEEP SHAMRAO PHADNIS	BDM0100906	VIKAS DILIPCHANDRA PHADNIS
37 1	17/11/2022	1	50	) 2	J06410	JYOTI DILEEP PHADNIS	BDM0100906	VIKAS DILIPCHANDRA PHADNIS
38 1	13/12/2022	1	250	) 2	D00103	DHIRAJLAXMI CHIMANLAL AMIN	BDM0100909	HEMANT SURENDRA DESAI
39 3	30/12/2022	1	150	) 2	J00305	JAGESH CHANDRAKANT	BDM0100908	JAGESH CHANDRAKANT SHAH
40 3	30/12/2022	1	170		C00971	CHANDRAKANT MANSUKHLAL	BDM0100908	JAGESH CHANDRAKANT SHAH
	13/03/2023	1	500		M00822	MANECK JEHANGIR CHOTHIA	BDM0100912	ROSHAN BOMI BILLIMORIA
	29/03/2023	1	1000		M07600	MINOCHER SHAPURJI THANAWALLA	BDM0100916	DAISY MANECK PARDIWALLA
43 2	29/03/2023	1	125	1	V11551	VEENA KANWAL	BDM0100917	SUJATA PRAKASH KANWAL
	29/03/2023	1	300		H00629	HARSHILA DINESHCHANDRA GORADIA	BDM0100918	HARSHILA DINESHCHANDRA GORADIA
	31/03/2023	1	120	1	T00815	TRUPTI SOMALAL SHETH	BDM0100913	TRUPTI KETAN GANDHI
	31/03/2023	1	300		C90339	THE CENTRAL BANK EXE & TRUSTEE CO LTD	BDM0100914	CENTBANK FINALCIAL SERVICES LIMITED
47 3	31/03/2023	1	350	) 2	M01392	MYRTLE FERNANDEZ	BDM0100915	CEDRIC KENNETH FERNANDEZ

# THE BOMBAY DYEING AND MANUFACTURING COMPANY LIMITED Details of FPI/FPC as on 31/03/2023

SLNO	DPID	FOLIO/CL-ID	NAME/JOINT NAME(S)	ADDRESS	COUNTRY OF INCORPORATION	REGN. NO WITH SEBI	HOLDING	% TO EQT	MINOR CODE
				Suite #7 Grand Pavilion Commercial					l
				Centre 802 West Bay Road P.O. Box					l
1	IN303438	10021660	QUADRATURE CAPITAL VECTOR SP LIMITED	10250 Grand Caym		INCYFP003521	463308	0.22	FPC
				STATE STREET FINANCIAL CENTER					
2	IN300142	20772123	SPDR PORTFOLIO EMERGING MARKETS ETF		UNITED STATES OF AMERICA	INUSFP131416	152282	0.07	FPC
3	IN300142	20772140	SPDR S&P EMERGING MARKETS SMALL CAP ETF	ONE LINCOLN STREET BOSTON MA	UNITED STATES OF AMERICA	INUSFP131616	105914	0.05	FPC
				6th Floor Tower 1 Nexteracom					
4	IN303622	10005821	NEXPACT LIMITED	Building Ebene	MAURITIUS	INMUFP270115	15000	0.01	FPC
			AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING MARKET S EQUITY	4500 MAIN STREET KANSAS CITY					
5	IN300167	10159933	ETF	MISSOURI		INUSFP083219	1774	0.00	FPC
									<b></b>
				4th Floor 19 Bank Street Cybercity					l
6	IN303173	20023322	AEGIS INVESTMENT FUND PCC	Ebene	MAURITIUS	INMUFP164815	1450	0.00	FPC
			AMERICAN CENTURY FTE TRUCT AVANITIC RECRONCIPLE FAME DOING	AFOO MAIN CERFFE KANGAS SITV					<del> </del>
_		40450004	AMERICAN CENTURY ETF TRUST-AVANTIS RESPONSIBLE EME RGING	4500 MAIN STREET KANSAS CITY		11111555040000	274	0.00	
<u> </u>	IN300167	10169081	MARKETS EQUITY ETF	MISSOURI		INUSFP019322	371	0.00	FPC
8	IN301799	10081740	BNP PARIBAS ARBITRAGE	160 162 BD MACDONALD PARIS	FRANCE	INFRFP085515	1	0.00	FPC
	TOTAL:							0.36	

#### THE BOMBAY DYEING AND MANUFACTURING COMPANY LIMITED

PREFERENCE SHARE HOLDING PATTERN AS ON 31/03/2023							
Sr. No.	Description	Cases	Shares	% Holding			
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			
	Total	3	388800	100			