

23rd June, 2020

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 Sirs,

Sub: Secretarial Compliance Report for the year ended 31st March, 2020

Pursuant to Regulation 24A of Listing Regulations read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019; please find enclosed the Annual Secretarial Compliance Report issued by Parikh & Associates, Practising Company Secretaries, for the year ended 31st March, 2020.

Kindly take the above information on record.

Yours faithfully,

For The Bombay Dyeing and Manufacturing Company Limited

Sanjive Arora
Company Secretary

Encl as above

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.,
Phiroze Jeejeebhoy Towers, 16th Floor,
Dalal Street,
Mumbai- 400 023

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,
NEWYORK, NY (USA) 10013.

M/s KFin Technologies Pvt. Ltd.
Selenium Building, Tower B, Plot 31-32,
Financial District, Nanakramguda,
Serilingampally,
Hyderabad - 500 032

Secretarial Compliance Report of The Bombay Dyeing and Manufacturing Company Limited for
the year ended 31st March, 2020

To,
The Bombay Dyeing and Manufacturing Company Limited
Neville House, JN Heredia Marg,
Ballard Estate,
Mumbai - 400001

We Parikh & Associates have examined:

- a) all the documents and records made available to us and explanation provided by The Bombay Dyeing and Manufacturing Company Limited (“the listed entity”),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) Website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2020 (“Review Period”) in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations , circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the company during the review period)
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the company during the review period)
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the company during the review period)
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the company during the review period)

- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable to the company during the review period)
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018; and circulars/ guidelines issued thereunder;

and based on the above examination and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, We hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	(Refer Para (c) below)		

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	SEBI	During the year, the Company received the Show Cause Notice (SCN) dated 15 th October, 2019 for violation of regulation 30 and other related provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of one of its Director. In response to the SCN, the Company	As per column 3 herein	----

		<p>without admitting the findings of facts and conclusions of law submitted a settlement application on 13th December, 2019 to SEBI in accordance with the provisions of Section 15JB of the SEBI Act, 1992 read with Regulation 3 of the SEBI (Settlement Proceedings) Regulations, 2018.</p> <p>SEBI passed a settlement order dated 29th April, 2020, pursuant to which the Company has paid the settlement amount of Rs.21,67,500/- and the Director also paid the settlement amount as communicated by SEBI. Pursuant to this Settlement Order, the adjudication proceedings under the aforementioned SCN against the Company and the Director stands settled.</p>		
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- d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2019 <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				

Place: Mumbai
Date: 9th June, 2020

For Parikh & Associates

Shalini
Mohan

Signature: Bhat

Shalini Bhat
Partner
FCS No.:6484 CP No.:6994
UDIN: F006484B000327741

Digitally signed by Shalini Mohan Bhat
DN: cn=Bhat, ou=Personal,
postalCode=400066, st=Maharashtra,
2.5.4.20=afbb8b62a36c7a6f597b838a41e
67b3f5567115252a90687180515428276
45b,
serialNumber=21ba97b2a337fa1d970ec0
d9862b0ad295014e3636e0c3b79c9e216d
2a8d5a22, cn=Shalini Mohan Bhat
Date: 2020.06.09 19:16:03 +05'30'