

Date: 26th May, 2025

BSE Ltd
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/Madam,

SUB: Annual Secretarial Compliance Report for the Year Ended 31st March, 2025.

REF: REGULATION 24A OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with relevant Circular(s). Please find enclosed the Annual Secretarial Compliance Report of the Company issued by M/s Parikh & Associates, Practicing Company Secretaries, for the year ended 31st March, 2025.

You are requested to take note of the above.

Yours Faithfully,

For **The Bombay Dyeing and Manufacturing Company Limited**

Sanjive Arora
Company Secretary
Membership No.: F3814

Encl: as above



THE BOMBAY DYEING & MANUFACTURING CO. LTD.

Regd. Office: Neville House, J.N. Heredia Marg, Ballard Estate, Mumbai - 400 001, India.

Office : +91 22 666 20000 Website : www.bombaydyeing.com Email : corporate@bombaydyeing.com CIN : L17120MH1879PLC000037

Secretarial Compliance Report of The Bombay Dyeing and Manufacturing Company Limited for
the year ended 31st March, 2025

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

We Parikh & Associates have examined:

- a) all the documents and records to the extent made available to us and explanations and representations 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 March 31, 2025 ("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 ("SEBI (LODR) Regulations") and amendments from time to time;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time; (Not applicable to the Company during the review period)
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SAST Regulations") and amendments from time to time;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 and amendments from time to time; (Not applicable to the company during the review period)
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and amendments from time to time; (Not applicable to the Company during the review period)
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and amendments from time to time; (Not applicable to the Company during the review period)

- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations") and amendments from time to time;
- h) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018 and amendments from time to time;

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, we hereby report that, during the Review Period:

- a) The listed entity has generally 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)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory / Clarification / Fine / Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Approval for appointment or continuation of Non-executive director who has attained the age of seventy-five years	Regulation 17(1A) of SEBI Listing Obligations and Disclosure Requirements, 2015	Non-compliance with the requirements pertaining to prior approval for appointment or continuation of Non-executive director who has attained the age of seventy-five years	BSE Limited (BSE) & National Stock Exchange of India Limited (NSE)	Fine	Same as mentioned in deviation column	Rs. 96,760/- each (including GST) by NSE & BSE	-	The Company has paid the fines levied by the Exchanges under protest and have also submitted the waiver applications for reconsideration in accordance with SOP of the Exchanges being fully compliant as per the extant provisions at that point in time pertaining to appointment of the Independent Director	-

Continuation Sheet

2.	Compliance requirements as per SAST Regulations	Regulations 5(1) read with 3(2), 29(2), 30 of SAST Regulations	Non-disclosure /delayed disclosure/inadequate disclosure by the Company being one of the promoters of The Bombay Burmah Trading Corporation Limited ("BBTCL") as required under regulations 5(1) read with 3(2), 29(2), 30 of SAST Regulations.	SEBI	Settlement Order	Same as mentioned in deviation column	Rs. ₹6,44,682/- paid by the Company for the settlement order being its part of settlement amount.	-	With the passing of this Settlement Order the proceedings that may be initiated by SEBI, has been disposed off.	-
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b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2023 (the years are to be mentioned)	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	The Company and the concerned noticees submitted appeal to Securities Appellate Tribunal(SAT) against the said order. The SEBI Order has been stayed by the SAT on the basis of appeal by the Noticees at SAT.	Observations made in Secretarial Compliance Reports for the financial years 2022-23.	SEBI Act, 1992 and Regulations made thereunder and Regulation 11 of SEBI (Prohibition of Fraudulent and Unfair Trade Practices) Regulations, 2003	The SEBI order makes certain observations inter alia on alleged inflation of revenue and profits by the Company in Financial Statements for the period from FY 2011-12 to 2017-18 and non-disclosure of material transaction, on the basis of SEBI's interpretation of MoUs executed by the Company with Scal Services Limited/Show cause notices issued to the Company and some of the Directors, Ex-Directors and Ex-CFO of the Company under sections 11(1), 11(2)(E), 11(4) 11(4A) AND 11B of the SEBI Act, 1992 and regulation 11 of SEBI (Prohibition of Fraudulent and Unfair Trade Practices) Regulations, 2003 and under Rule 4 of SEBI (Procedure for Holding Inquiry and Imposing Penalties) Rules, 1995 read with	The Company and the concerned noticees submitted appeal to Securities Appellate Tribunal(SAT) against the said order. The SEBI Order has been stayed by the SAT on the basis of appeal by the Noticees at SAT.	On 3rd April, 2025 after hearing the parties, the Hon'ble Bench directed the captioned matter to be reserved for orders.

				<p>section 151 of the SEBI ACT, 1992.</p> <p>The SEBI order, inter alia, imposes penalty on the Company & some of the Directors /Ex-Directors restrain them from accessing securities market for a period of 2 years, imposes penalties and restrictions on two of its present directors from accessing / being associated with securities market, including being a Director and Key Managerial Personnel of any listed entity, for a period of one year and Rs.2,00,00,000/- (Rupees Two Crore Only) & Rs. 25,00,000/- (Rupees Twenty Five Lakhs Only) for the Company.</p>		
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(c) we hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<p><u>Secretarial Standards:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p>	Yes	-
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes	-
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website 	Yes	-

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
4.	<u>Disqualification of Director:</u> None of the director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013	Yes	-
5.	<u>Details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries.	(a) NA (b) Yes	The Company does not have any Material Subsidiary.
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under the LODR Regulations.	Yes	-
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	-
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.	Yes	-
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	-

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as mentioned below:</p> <p>(i) The Company received notices via email from the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) on March 17, 2025, imposing a fine of ₹96,760 (inclusive of GST) each for the alleged non-compliance with Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to the appointment of the Independent Director. The Company has paid the fines levied by the Exchanges under protest and has submitted waiver applications requesting reconsideration of the matter.</p> <p>(ii) SEBI has passed a settlement order dated on 10th January, 2025 (Ref: Settlement Order No. SO//PSD/2024-25/7288) pursuant to a settlement application filed by the Company being one of the Promoters of The Bombay Burmah Trading Corporation, Limited in connection with alleged violation of certain provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. With the passing of the said Settlement Order, the Company paid its part of the settlement amount of Rs. 6,44,682/- and the proceedings that may be initiated by SEBI, has been disposed off.</p>	Yes (Except explanation as provided in para 11)	<p>(i) The Company has paid the fines levied by the Exchanges under protest and has submitted waiver applications requesting reconsideration of the matter, pertaining to the appointment of the Independent Director.</p> <p>(ii) SEBI has passed a settlement order dated 10th January, 2025. The Company and its promoter Director paid their proportionate part of settlement amount and the proceedings that may be initiated by SEBI has been disposed off.</p>
12.	<p><u>Resignation of statutory auditors from the listed entity or its material subsidiaries</u></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	NA	There was no resignation of statutory auditors from the Company and the Company does not have any material subsidiary.
13.	<p><u>No Additional Non-compliances, if any:</u></p> <p>No additional non-compliance observed for any of the SEBI regulations/circular/guidance note etc. except as reported above.</p>	Yes	-

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
14.	<p>The listed entity to comply with the following requirements for disclosure of Employee Benefit Scheme Documents in terms of regulation 46(2)(za) of the LODR:</p> <p>a) The scheme document shall be uploaded on the website of the listed entity after obtaining shareholder approval as required under SEBI (SBEB) Regulations, 2021</p> <p>b) The documents uploaded on the website shall mandatorily have minimum information to be disclosed to shareholders as per SEBI (SBEB) Regulations, 2021.</p> <p>c) The rationale for redacting information from the documents and the justification as to how such redacted information would affect competitive position or reveal commercial secrets of the listed entity shall be placed before the board of directors for consideration and approval.</p>	NA	NA

*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

Assumptions & Limitation of scope and Review:

1. The compliance with applicable laws and the authenticity of documents and information provided is the sole responsibility of the management of the listed entity.
2. Our responsibility is limited to certifying compliance based on our examination of relevant documents and information. This engagement does not constitute an audit nor an expression of opinion.
3. We have not conducted any verification with respect to the correctness or appropriateness of the financial records or the Books of Accounts of the listed entity.
4. This Report is prepared solely for the purpose of compliance in terms of Regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It should not be construed as an assurance on the future viability of the Company or the effectiveness of its management.

5. It is the responsibility of the Company's management to maintain records and establish appropriate systems for ensuring compliance with applicable SEBI Regulations, circulars, and guidelines issued from time to time and to ensure the adequacy and operational effectiveness of such systems.
6. The audit was conducted in accordance with the Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India (ICSI), involving such examinations and verifications as deemed necessary and adequate for the purpose.

For Parikh & Associates

Shalini

Mohan Bhat

Digitally signed by Shalini Mohan Bhat
DN: c=IN, o=Parikh, title=FOUO,
serialNumber=2018A97E2A337FA1D078EC0D986
2, cn=Shalini Mohan Bhat
Date: 2025.05.05 15:21:00 +05'30'

Place: Mumbai
Date: May 05, 2025

Signature:

Name of the Practicing Company Secretary: Shalini Bhat
FCS No.: 6484 CP No.: 6994
UDIN: F006484G000268020