

FORM NO. MGT-7

[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]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

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@bo

(d) *Telephone number with STD code

02266620000

(e) Website

www.bombaydyeing.com

(iii) Date of Incorporation

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

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(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 Transfer Agent

L72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N
anakramguda, Serili ngampally NA

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2024

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

3

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C2	Textile, leather and other apparel products	83.76
2	G	Trade	G2	Retail Trading	2.67
3	F	Construction	F1	Buildings	13.57

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

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
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1	Pentafil Textile Dealers Limited	U65993MH1984PLC253516	Associate	49
2	Bombay Dyeing Real Estate Co	U70102MH2008PLC183489	Associate	40
3	Pt 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

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
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	3,880,000	3,880,000

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
8% Redeemable Non-convertible Non-cumulative				
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	3,880,000	3,880,000

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	1,956,363	204,578,537	206534900	413,069,800	413,069,800	
		+		+	+	
Increase during the year	0	416,790	416790	0	0	0
i. Public 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
iv. 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		416,790	416790			
Dematerialisation of shares						
Decrease during the year	416,790	0	416790	0	0	0
i. Buy-back 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	416,790		416790			
At the end of the year	1,539,573	204,995,327	206534900	413,069,800	413,069,800	
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

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

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

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input style="width: 100%;" type="text"/>	
Date of registration of transfer (Date Month Year)		<input style="width: 100%;" type="text"/>	
Type of transfer	<input style="width: 50px;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 150px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 150px;" type="text"/>
Ledger Folio of Transferor		<input style="width: 100%;" type="text"/>	
Transferor's Name	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input style="width: 100%;" type="text"/>	
Transferee's Name	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>
	Surname	middle name	first name
Date of registration of transfer (Date Month Year)		<input style="width: 100%;" type="text"/>	
Type of transfer	<input style="width: 50px;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 150px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 150px;" type="text"/>

Ledger Folio of Transferor				<input type="text"/>		
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>			
	Surname	middle name	first name			
Ledger Folio of Transferee				<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>			
	Surname	middle name	first name			

(iv) *Debentures (Outstanding as at the end of financial year)

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	Increase during 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)

0

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	<input type="text"/>		<input type="text"/>		<input type="text"/>

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

(i) Turnover

16,884,800,000

(ii) Net worth of the Company

14,581,700,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,934,953	0.94	0	
	(ii) Non-resident Indian (NRI)	2,801,560	1.36	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	104,782,075	50.73	0	
10.	Others Trust	1,140,030	0.55	0	
	Total	110,658,618	53.58	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	69,663,970	33.73	0	
	(ii) Non-resident Indian (NRI)	1,791,420	0.87	0	
	(iii) Foreign national (other than NRI)	24,559	0.01	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	543,765	0.26	0	
4.	Banks	134,066	0.06	0	
5.	Financial institutions	3,974,574	1.92	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	146,985	0.07	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	13,571,985	6.57	0	
10.	Others	6,024,958	2.92	0	
	Total	95,876,282	46.41	0	0

Total number of shareholders (other than promoters)

135,435

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

135,479

**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)	160,738	135,435
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	6	0	7	0	0
(i) Non-Independent	0	1	0	2	0	0
(ii) Independent	0	5	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	8	0	9	0	0.59

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

12

(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 WADI	00015731	Director	0	
NESS NUSLI WADIA	00036049	Director	1,219,418	
MINNIE AARASP BOD	00422067	Director	0	
KEKI MANCHERSHA I	00003940	Director	0	
SUNIL SIDDHARTH L/	00045590	Director	0	
VINESH KUMAR JAIR.	00391684	Director	0	17/06/2024
RAJESH KUMAR BAT	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	
NATARAJAN VENKAT	05220857	Director	0	
RAHUL ANAND	AAVPA9353P	Manager	0	
VINOD JAIN	AAMPJ7907K	CFO	0	11/07/2024
SANJIVE ARORA	ACRPA4515D	Company Secretar	0	

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

4

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)
SURESH KHURANA	ASKPK1818L	Manager	08/08/2023	Cessation
RAHUL ANAND	AAVPA9353P	Manager	09/08/2023	Appointment
SUNIL SIDDHARTH	00045590	Director	05/02/2024	Re-appointment
NATARAJAN VENK	05220857	Additional director	08/02/2024	Appointment

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

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	08/09/2023	139,357	86	52.96
Extra Ordinary General Meeting	11/10/2023	152,475	249	51.76

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	04/05/2023	8	8	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
2	28/06/2023	8	7	87.5
3	10/07/2023	8	7	87.5
4	09/08/2023	8	7	87.5
5	13/09/2023	8	8	100
6	02/11/2023	8	8	100
7	08/02/2024	9	9	100

C. COMMITTEE MEETINGS

Number of meetings held

22

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	05/04/2023	6	6	100
2	Audit Committee	04/05/2023	6	6	100
3	Audit Committee	28/06/2023	6	6	100
4	Audit Committee	05/07/2023	6	6	100
5	Audit Committee	09/08/2023	6	5	83.33
6	Audit Committee	13/09/2023	6	6	100
7	Audit Committee	19/10/2023	6	5	83.33
8	Audit Committee	02/11/2023	6	6	100
9	Audit Committee	19/01/2024	6	6	100
10	Audit Committee	08/02/2024	6	6	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	

1	NUSLI NEVILI	7	6	85.71	5	5	100	
2	NESS NUSLI	7	7	100	12	10	83.33	
3	MINNIE AARA	7	7	100	16	16	100	
4	KEKI MANCH	7	6	85.71	15	15	100	
5	SUNIL SIDDH	7	7	100	6	6	100	
6	VINESH KUM.	7	7	100	20	20	100	
7	RAJESH KUM	7	7	100	18	18	100	
8	CHANDRA IYI	7	6	85.71	12	11	91.67	
9	NATARAJAN	1	1	100	1	0	0	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Suresh Khurana	Manager	2,767,741.94	0	0	17,829,664.61	20,597,406.55
2	Rahul Anand	Manager	8,869,935.484	0	0	8,069,989.236	16,939,924.72
	Total		11,637,677.424	0	0	25,899,653.846	37,537,331.27

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Vinod Jain	CFO	7,560,000	0	0	10,356,864.84	17,916,864.84
2	Sanjive Arora	Company Secre	2,760,000	0	0	4,728,307	7,488,307
	Total		10,320,000	0	0	15,085,171.84	25,405,171.84

Number of other directors whose remuneration details to be entered

9

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Nusli N. Wadia	Chairman and N	0	0	0	600,000	600,000
2	Mr. Ness N. Wadia	Non-Executive [0	0	0	1,000,000	1,000,000
3	Mr. Vinesh Jairath	Independent Dir	0	0	0	1,540,000	1,540,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
4	Mr. Keki M. Elavia	Independent Dir +	0	0	0	1,200,000	1,200,000
5	Mr. Sunil S. Lalbhai	Independent Dir +	0	0	0	735,000	735,000
6	Dr. Minnie Bodhanw +	Non-Executive D +	0	0	0	1,195,000	1,195,000
7	Mr. Rajesh Batra	Independent Dir +	0	0	0	1,395,000	1,395,000
8	Mrs. Chandra Iyeng +	Independent Dir +	0	0	0	1,020,000	1,020,000
9	Mr. Natarajan Venk +	Non-Executive D +	0	0	0	60,000	60,000
	Total		0	0	0	8,745,000	8,745,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS 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 COMPOUNDING OF OFFENCES Nil

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 complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

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

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

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-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 Directors of the company vide resolution no. ..

17

dated

13/11/2014

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

00422067

To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

3814

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachement(s), if any

Attach
Attach
Attach
Attach

List of attachments

Details of Committee Meeting_FY 2023-24 Preference Shareholders 31-03-2024.pdf Form MGT-8-Draft.pdf BDML_FIIS_31032024.pdf BDML_Transaction Details_31032024.pdf
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Remove attachment

Modify

Check Form

Prescrutiny

Submit

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, **Maharashtra** 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, 2024**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, 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;
3. 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.

Continuation Sheet

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. 0.04 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: _____

Signature:

Name of Company Secretary: Shalini Bhat
(Partner)

C.P.No.: 6994

UDIN: _____

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: _____

Signature:

Name of Company Secretary: Shalini Bhat
(Partner)

C.P.No.: 6994

UDIN: _____

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 2023-24:**

Sr. No.	Type of Meeting	Date of Meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1.	Audit Committee	05.04.2023	6	6	100
2.	Audit Committee	04.05.2023	6	6	100
3.	Audit Committee	28.06.2023	6	6	100
4.	Audit Committee	05.07.2023	6	6	100
5.	Audit Committee	09.08.2023	6	5	83.33
6.	Audit Committee	13.09.2023	6	6	100
7.	Audit Committee	19.10.2023	6	5	83.33
8.	Audit Committee	02.11.2023	6	6	100
9.	Audit Committee	19.01.2024	6	6	100
10.	Audit Committee	08.02.2024	6	6	100
11.	Audit Committee	27.03.2024	6	4	66.67
12.	Nomination and Remuneration Committee	04.05.2023	4	4	100
13.	Nomination and Remuneration Committee	31.05.2023	4	4	100
14.	Nomination and Remuneration Committee	02.11.2023	4	4	100
15.	Nomination and Remuneration Committee	08.02.2024	4	4	100
16.	Stakeholders Relationship Committee	22.02.2024	3	3	100
17.	Independent Directors Meeting	08.02.2024	5	5	100
18.	Risk Management Committee	05.07.2023	4	4	100
19.	Risk Management Committee	19.10.2023	4	4	100
20.	Risk Management Committee	19.01.2024	4	4	100
21.	CSR Committee	11.03.2024	3	3	100
22.	Investment Committee	19.12.2023	4	3	75

THE BOMBAY DYEING AND MANUFACTURING COMPANY LTD

Regd. Office: NEVILLE HOUSE J N HEREDIA MARG BALLARD ESTATE
MUMBAI, MAHARASHTRA 400001

CIN NO: L1720MH1879PLC000037

Date of closure of previous financial year :31/03/2024

Sno	Date of Registration of Transfer of Shares	Type of Security	No of Shares	Nominal value (each in Rs.)	Ledger Folio of Transferor	Transferor's Name	Ledger Folio of Transferee	Transferee's Name
1	09/05/2023	1	2100	2	N00480	NUSSERWANJI HORMUSJI DADYBURJ	BDM0100919	KHUSHROO RUSTOM DADYBURJOR
2	19/05/2023	1	250	2	S00120	SILAS ANCHAN	BDM0100922	IVAN STEPHEN ANCHAN
3	25/05/2023	1	5	2	N06279	NAYANA NEGANDHI	BDM0100921	NAYANA PANKAJ VED
4	25/05/2023	1	675	2	G00131	GOOL DARAB BROACHA	BDM0100923	RUSTOM KEKI SETHNA
5	25/05/2023	1	5	2	R09590	REKHA NEGANDHI	BDM0100925	REKHA VINESH PURECHA
6	25/05/2023	1	5	2	J05329	JASWANTI NEGANDHI	BDM0100926	REKHA VINESH PURECHA
7	01/06/2023	1	10	2	F00835	FALI KAIKI TAMBOLY	BDM0100920	FALI KAIKI TAMBOLY
8	01/06/2023	1	20	2	F00539	FALI KAIKI TAMBOLY	BDM0100920	FALI KAIKI TAMBOLY
9	14/06/2023	1	50	2	J03499	JAYANTILAL ATMARAM SHAH	BDM0100928	ASHOK JAYANTILAL SHAH
10	26/06/2023	1	250	2	C02781	CAROLINE ELIZABETH LUIS	BDM0100927	CAROLINE ELIZABETH FERNANDES
11	18/07/2023	1	100	2	P13870	PREM KAUR	BDM0100929	AMARJOT SINGH BHASIN
12	18/07/2023	1	390	2	S11612	SURESHCHANDRA RATILAL MODI	BDM0100930	SURESHCHANDRA RATILAL MODI
13	16/08/2023	1	50	2	M02678	MADHUSUDAN WAMAN MUKADAM	BDM0100931	SEEMAA PRAKASH MAKHIJA
14	16/08/2023	1	250	2	M10209	MADHUSUDAN WAMAN MUKADAM	BDM0100931	SEEMAA PRAKASH MAKHIJA
15	04/09/2023	1	150	2	F00810	FRENY JIVANJI DUBASH	BDM0100932	ANAHITA K WADIWALLA
16	04/09/2023	1	60	2	F01026	FRENY J DUBASH	BDM0100932	ANAHITA K WADIWALLA
17	04/09/2023	1	950	2	F00129	FRENY JIVANJI DUBASH	BDM0100933	ANAHITA K WADIWALLA
18	04/09/2023	1	360	2	V00483	VIRMATI GORDHANDAS DOSSA	BDM0100934	NITIN GORDHANDAS DOSSA
19	04/09/2023	1	140	2	G00321	GORDHANDAS NANJI DOSSA	BDM0100934	NITIN GORDHANDAS DOSSA
20	04/09/2023	1	60	2	K03681	KALAVANTI PREMCHAND SANGHAVI	BDM0100935	MUKESH PREMCHAND SANGHVI
21	04/09/2023	1	1200	2	S06896	SARLA ISHWARLAL MEHTA	BDM0100936	NILIMA ISHWERLAL MEHTA
22	04/09/2023	1	375	2	R07774	RAM PRASAD BANSAL	BDM0100937	RENU AGARWAL
23	04/09/2023	1	60	2	P00931	PERPETUA HELEN LUCY DSOUZA	BDM0100938	IGNATIUS ROBERT DSOUZA
24	04/09/2023	1	500	2	D01073	DARA BURJOR JOSHI	BDM0100939	BAKHTAVAR DARA JOSHI
25	07/09/2023	1	41450	2	K01098	KATE ACCLES ERULKAR	BDM0100940	KATHERINE CLERIDES
26	06/10/2023	1	1000	2	BDM0100916	DAISY MANECK PARDIWALLA	BDM0100941	ARNAVAZ MANECK PARDIWALLA
27	20/10/2023	1	2110	2	H06838	HIRJI JAMSHEDJI BELGAUMWALLA	BDM0100943	SHERIE THOTRE
28	20/10/2023	1	2110	2	H06837	HIRJI JAMSHEDJI BELGAUMWALLA	BDM0100944	TANAAZ HOMI BELGAUMWALLA
29	21/10/2023	1	50	2	S27403	SHASHIKANT KANTILAL DALAL	BDM0100945	KASHMIRA SHASHIKANT DALAL
30	21/10/2023	1	50	2	V09663	VASANTI SHASHIKANT DALAL	BDM0100945	KASHMIRA SHASHIKANT DALAL
31	21/10/2023	1	60	2	S01595	SHASHIKANT KANTILAL DALAL	BDM0100945	KASHMIRA SHASHIKANT DALAL
32	27/10/2023	1	375	2	V10119	VEENA KANIWAL	BDM0100942	SUJATA PRAKASH KANWAL
33	04/01/2024	1	420	2	U03348	USHA GUPTA	BDM0100946	RITESH GUPTA
34	11/01/2024	1	40	2	V05882	VUJAY KUMAR SHINGLA	BDM0100948	KSHITIJ SHINGLA
35	11/01/2024	1	230	2	N00307	NANDAN BHARGAVA	BDM0100949	SARITA BHARGAVA
36	12/01/2024	1	500	2	Y00815	YOGESHBHAI MANUBHAI SHAH	BDM0100950	KUNAL YOGESHBHAI SHAH
37	12/01/2024	1	300	2	A02305	ARUN DATTATRAY MUKADAM	BDM0100952	ASHWINI ARUN MUKADAM
38	12/01/2024	1	500	2	M114609	MANGLESHWAR DAYAL MATHUR	BDM0100953	JYOTHI MATHUR
39	23/01/2024	1	750	2	P02547	PRERANA SWAMISHEKHAR MHATRE	BDM0100954	SWAMISHEKHAR KESARINATH MHATRE
40	23/01/2024	1	1950	2	T00975	TUSHNAMAITI PHEROZE TARAPORE	BDM0100955	TUSHNAMAITI PERCY SASURI
41	06/02/2024	1	30	2	H04829	HINA VALLABH THAKKER	BDM0100958	HINA VALLABH THAKKAR
42	06/02/2024	1	300	2	R01298	REBECCA JOSEPH GOMES	BDM0100959	REBECCA JOSEPH GOMES
43	09/02/2024	1	1000	2	V04209	VENANCIO GOMES	BDM0100956	STEVENSON VENANCIO GOMES
44	09/02/2024	1	200	2	I02490	ILESH KANAIYALAL SHAH	BDM0100957	MALA ILESHKUMAR SHAH
45	13/02/2024	1	20	2	J00815	JAL MANECKSHAW GODREJ	BDM0100960	VIRAF JAL GODREJ
46	13/02/2024	1	310	2	D00923	DAWODDI GANDHI	BDM0100961	AKIL DAWOODIBHAI GANDHI
47	13/02/2024	1	475	2	BDM0100304	JEHANGIR ARDESHIR RABADI	BDM0100962	JEHANGIR ARDESHIR RABADI
48	22/02/2024	1	4000	2	C91202	THE CENTRAL BANK EXEC & TRUSTEE	BDM0100968	CENTBANK FINANCIAL SERVICES LIMITED
49	24/02/2024	1	350	2	H00385	HARISINH DHARAMSY	BDM0100972	MINAL HARISINH KAPADIA
50	24/02/2024	1	20	2	N05722	NALINI R SAMANT	BDM0100974	ARVIND G DESAI
51	26/02/2024	1	30	2	S14305	SOVONA NANDAN	BDM0100965	DEBABRATA KUMAR NANDAN
52	26/02/2024	1	10	2	M11317	MUKESH R BHAVSAR	BDM0100966	MUKESH RAMANLAL BHAVSAR
53	26/02/2024	1	90	2	S00626	SADANAND RAMAKANT BERI	BDM0100967	SHUBHADA SADANAND BERI
54	27/02/2024	1	250	2	D09038	DIPIKA KAMLESH MEHTA	BDM0100062	DIPIKA KAMLESH MEHTA
55	27/02/2024	1	100	2	S01607	SHARADCHANDRA KRISHNAPRASAD	BDM0100978	ARCHANA S DESAI
56	28/02/2024	1	605	2	A01508	ANJANA VASANT JHAVERI	BDM0100971	ANJANA VASANT JHAVERI
57	28/02/2024	1	120	2	S26737	SHUBHADA MADHUKAR JOSHI	BDM0100975	GAURI NARSINH DESHPANDE
58	04/03/2024	1	20	2	M03110	MANUJALA MOTILAL ZAVERI	BDM0100971	ANJANA VASANT JHAVERI
59	04/03/2024	1	350	2	S10482	SHYAMALA G DESHPANDE	BDM0100979	SHREESH GOVIND DESHPANDE
60	04/03/2024	1	250	2	R17318	RAMABRAHMAM PAPPU	BDM0100980	SUBBALAKSHMI PAPPU
61	04/03/2024	1	250	2	R17320	RAMABRAHMAM PAPPU	BDM0100982	SUBBALAKSHMI PAPPU
62	12/03/2024	1	80	2	S12610	SAMARENDRA NARAYAN BASAK	BDM0100988	SAMARENDRA NARAYAN BASAK
63	12/03/2024	1	400	2	F00680	FRENY NOSHIR WARDEN	BDM0100991	FRENY NOSHIR WARDEN

THE BOMBAY DYEING AND MANUFACTURING COMPANY LTD

List of Top Shareholders as on 30/03/2024 (FIIFP1/FPC)

SLNO	DPID	FOLIQ/CL-ID	NAME/JOINT NAME(S)	ADDRESS	COUNTRY OF INCORPORATION	REGN. NO WITH SEBI	HOLDING	% TO EQT	MINOR CODE	PAN NO
1	IN303622	10022206	TROO CAPITAL LTD	SUITE 307 3RD FLOOR NG TOWER EBENE CYBERCITY C/O CIM CORPORATE SERVICES LTD LES CASCADES BUILDING EDITH CAVELL STREET PORT LOUIS	MAURITIUS	INMUFP190415	1250000	0.61	FPC	AAGCC1031Q
2	IN303438	10000062	COPHTALL MAURITIUS INVESTMENT LIMITED - ODI ACCOUN T	29 BOULEVARD HAUSSMANN PARIS	MAURITIUS	INMUFP001717	788399	0.38	FPC	AAACC4303M
3	IN303786	10007557	SOCIETE GENERALE - ODI	Suite #7 Grand Pavillon Commercial Centre 802 West Bay Road P.O. Box 10250 Grand Caym	FRANCE	INFRFP100119	408047	0.20	FPC	AABCS7484C
4	IN303438	10021660	QUADRATURE CAPITAL VECTOR SP LIMITED	6300 Bee Cave Road Building One Austin Texas 78746 USA	ISLANDS	INCYFP003521	348463	0.17	FPC	AAACQ7172Q
5	IN300054	10013268	THE EMERGING MARKETS SMALL CAP SERIES OF THE DFA I INVESTMENT TRUST COMPANY	6300 Bee Cave Road Building One Austin Texas 78746 USA	UNITED STATES OF AMERICA	INUSFP033916	256351	0.12	FPI	AAATD7788G
6	IN300054	10013410	PORTFO LIO) OF DFA INVESTMENT DIMENSIONS GROUP INC. (DFAI DG)	STATE STREET FINANCIAL CENTER ONE LINCOLN STREET BOSTON MA	UNITED STATES OF AMERICA	INUSFP031416	218728	0.11	FPI	AACCD1644G
7	IN300142	20772123	SPDR PORTFOLIO EMERGING MARKETS ETF	Office No 1610 Al Musala Tower Bur Dubai Dubai	UNITED STATES OF AMERICA	INUSFP131416	10780	0.08	FPC	AAGTS4584D
8	IN303622	10026916	GENESIS GRAND GENERAL TRADING L.L.C	ONE LINCOLN STREET BOSTON MA	UNITED ARAB EMIRATES	INUEFP037219	150000	0.07	FPC	AAHCG8252G
9	IN300142	20772140	SPDR S&P EMERGING MARKETS SMALL CAP ETF	23 Church Street 16-01 Capital Square Singapore	UNITED STATES OF AMERICA	INUSFP131616	105914	0.05	FPC	AAHTS4805N
10	IN300054	10077067	MORGAN STANLEY ASIA (SINGAPORE) PTE. - ODI	251 Little Falls Drive New Castle County Wilmington Delaware	Singapore	INSGFP232216	77132	0.04	FPI	AAECM3575F
11	IN300054	10112036	DIMENSIONAL EMERGING CORE EQUITY MARKET ETF OF DIM ENSIONAL ETF TRUST	NO 09-02 THE ARCADE 11 COLLYER QUAY 049317	UNITED STATES OF AMERICA	INUSFP082720	48953	0.02	FPC	AAJCD0004F
12	IN303719	11172888	PERENNIAL EMERGING GROWTH FUND	SINGAPORE	INDIA	INSGFP007224	30000	0.01	FPC	AAOCP4136D
13	IN300054	10117128	EMERGING MARKETS SUSTAINABILITY CORE EQUITY FUND O F DIMENSIONAL FUNDS PLC	25/28 NORTH WALL QUAY DUBLIN	IRELAND	INIRFP088321	22290	0.01	FPC	AAGCE7671Q
14	IN300054	10017712	EMERGING MARKETS SOCIAL CORE EQUITY PORTFOLIO OF D FA INVESTMENT DIMENSIONS GROUP INC.	6300 Bee Cave Road Building One Austin Texas 78746 USA	UNITED STATES OF AMERICA	INUSFP031516	21514	0.01	FPI	AABCE6264C
15	IN300054	10116787	EMERGING MARKETS EX CHINA CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	Suite 820 7 St. Paul Street Baltimore Maryland	UNITED STATES OF AMERICA	INUSFP080421	21410	0.01	FPC	AAGCE7053A
16	IN300167	10156689	EMERGING MARKETS CORE EQUITY FUND OF DIMENSIONAL F UNDS ICVC	20 Triton Street Regents Place London NW1 3BF U K	UNITED KINGDOM	INUKFP032216	20123	0.01	FPC	AACCD1506B
17	IN300054	10115788	DIMENSIONAL WORLD EX U.S. CORE EQUITY 2 ETF OF DIM ENSIONAL ETF TRUST	251 Little Falls Drive New Castle County Wilmington Delaware	UNITED STATES OF AMERICA	INUSFP061421	14358	0.01	FPC	AAICD6956H
18	IN300054	10118856	DIMENSIONAL EMERGING MARKETS CORE EQUITY 2 ETF OF DIMENSIONAL ETF TRUST	251 Little Falls Drive New Castle County Wilmington Delaware	UNITED STATES OF AMERICA	INUSFP017622	7671	0.00	FPC	AAJCD1010H
19	IN301524	30058556	ALASKA PERMANENT FUND	801 WEST 10TH STREET JUNEAU ALASKA	UNITED STATES OF AMERICA	INUSFP117816	5391	0.00	FPC	AADTA7800K
20	IN300054	10123673	DIMENSIONAL EMERGING MARKETS SUSTAINABILITY CORE 1 ETF OF DIMENSIONAL ETF TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	INDIA	INUSFP103222	3576	0.00	FPC	AAJCD5348J
21	IN300167	10159933	AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING MARKET S EQUITY ETF	4500 MAIN STREET KANSAS CITY MISSOURI	UNITED STATES OF AMERICA	INUSFP083219	1774	0.00	FPC	AAHTA5157H
22	IN303173	20023322	AEGIS INVESTMENT FUND PCC	4th Floor 19 Bank Street Cybercity Ebene	MAURITIUS	INMUFP164815	1450	0.00	FPC	AANCA5102B
23	IN301799	10088827	BNP PARIBAS FINANCIAL MARKETS - ODI	1 RUE LAFFITTE PARIS	FRANCE	INFRFP006620	1053	0.00	FPC	AAGFB5324G
24	IN300167	10169081	AMERICAN CENTURY ETF TRUST-AVANTIS RESPONSIBLE	4500 MAIN STREET KANSAS CITY MISSOURI	UNITED STATES OF AMERICA	INUSFP019322	371	0.00	FPC	AAJTA0542Q
25	IN301799	10081740	EMERGING MARKETS EQUITY ETF BNP PARIBAS FINANCIAL MARKETS	160 162 BD MACDONALD PARIS	FRANCE	INFRFP085515	1	0.00	FPC	AAGFB5324G
TOTAL:							3973749	1.92		

THE BOMBAY DYEING AND MANUFACTURING COMPANY LIMITED

PREFERENCE SHARE HOLDING PATTERN AS ON 31/03/2024				
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