



THE BOMBAY DYEING AND MANUFACTURING COMPANY LIMITED

(CIN: L17120MH1879PLC000037)

Registered Office: Neville House, J. N. Heredia Marg, Ballard Estate, Mumbai – 400001

Email: grievance_redressal_cell@bombaydyeing.com; **Phone:** (91) (22) 66620000;

Website: www.bombaydyeing.com

NOTICE OF POSTAL BALLOT

[Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (**“Act”**) (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (**“Rules”**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (**“SS-2”**), each as amended, the Special Resolution as set out in this Notice is proposed for approval by the Members of the Company through Postal Ballot by voting through electronic means only (**“remote e-voting”**).

The Explanatory Statement pursuant to Section 102(1) of the Act, read with Rules framed thereunder, setting out the material facts concerning the resolution mentioned in this Postal Ballot Notice (**“Notice”**), is annexed hereto for your consideration.

In terms of the requirements specified in General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (**“MCA Circulars”**), the Notice is being sent in electronic mode only to those Members whose e-mail addresses are registered with the Company/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited (**“NSDL”**) for the purpose of providing remote e-voting

facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at www.bombaydyeing.com.

The Board of Directors of the Company (hereinafter referred to as 'the Board' which expression shall also include the Nomination and Remuneration Committee of the Board) at their meeting held on 3rd February, 2025 based on the recommendation of the Nomination and Remuneration Committee, have appointed Mr. Rajnesh Datt as Manager of the Company, for a period of two years from 4th February, 2025 to 3rd February, 2027, subject to the approval of the shareholders, pursuant to the provisions of Sections 2(51), 2(53), 196, 197, 198, 203 of the Companies Act, 2013 read with Schedule V of the Act and other relevant provisions of the Act and SEBI Listing Regulations and his appointment is now placed for the approval of the Members by way of a Special Resolution.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting. The schedule of remote e-voting is as under:

Commencement of remote e-voting	Conclusion of remote e-voting
Wednesday, 26 th March, 2025 at 9.00 a.m. (IST)	Thursday, 24 th April, 2025 at 5.00 p.m. (IST)

The remote e-voting will be disabled by NSDL immediately thereafter.

SPECIAL BUSINESS

1. Appointment of Mr. Rajnesh Datt as Manager of the Company for a term of two years:

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 2(51), 2(53), 196, 197, 198, 203 of the Companies Act, 2013 (“the Act”) and other applicable provisions of the Act and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Act and relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and such other approvals, permissions as may be necessary, the approval of the Members of the Company be and is hereby accorded to appoint Mr. Rajnesh Datt as the Manager of the Company for a period of two years with effect from 4th February, 2025 to 3rd February, 2027, on such terms and conditions including the terms of remuneration as approved by the Nomination and Remuneration Committee and by the Board of Directors at their respective meetings held on 3rd February, 2025 and as set out in the Explanatory Statement under Section 102 of the Act, annexed hereto and in the Agreement to be entered into between the Company and Mr. Rajnesh Datt, a draft whereof duly initialed by the Company Secretary for purposes of identification and which Agreement is hereby specifically approved with liberty and power to the Board, in its discretion, to fix and to revise from time to time the actual remuneration of Mr.

Rajnish Datt within the ceilings stipulated in the Agreement and to alter/vary/modify/amend from time to time the terms and conditions of the said appointment and remuneration and/or Agreement in such manner as may be agreed to between the Board of Directors (hereinafter referred to as 'the Board' which expression shall also include the Nomination and Remuneration Committee of the Board) and Mr. Rajnish Datt, provided that such alteration/variation/modification/amendment is in conformity with the applicable provisions of the Act and SEBI Listing Regulations, as amended from time to time.

RESOLVED FURTHER THAT where in any financial year during the tenure of Mr. Rajnish Datt as Manager, the Company has no profits or its profits are inadequate, the Company shall pay Mr. Rajnish Datt, the above remuneration as the minimum remuneration, in accordance with the provisions of Sections 197, 198, 203 and other applicable provisions of the Act and the rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule V to the Act and SEBI Listing Regulations.

RESOLVED FURTHER THAT any one of the Director of the Company or Chief Financial Officer & Chief Risk Officer or Company Secretary of the Company, be and are hereby severally authorised to do all necessary acts, deeds, matters and things as may be considered necessary and desirable to give effect to this Resolution."

By Order of the Board of Directors,
For **The Bombay Dyeing and Manufacturing Company Limited**

Sanjive Arora
Company Secretary
FCS No. 3814

Registered Office:
Neville House, J. N. Heredia Marg,
Ballard Estate, Mumbai – 400001

Date: 18th March, 2025
Place: Mumbai

Notes:

1. An Explanatory Statement setting out the material facts pursuant to Section 102 of the Act relating to special business is annexed as **Annexure I** hereto and forms part of the Notice.
2. The relevant details, pursuant to Secretarial Standard - 2 for appointment of Manager are hereto furnished in **Annexure II** to the Notice.
3. In compliance with the MCA Circulars, the Notice is being sent only by electronic mode to those Members whose names appear in the Register of Members / List of Beneficial Owners and email IDs are registered as on Friday, 21st March, 2025 ("cut-off date"). Members who have not registered their email IDs may please follow the instructions given below:

Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by sharing a duly filled and signed copy of Form ISR-1 as per the format prescribed by SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7 May, 2024 and also available on the website of the Company at web link <https://bombaydyeing.com/forms.html>, with the Company's Registrar and Share Transfer Agent at einward.ris@kfintech.com or with the Company at grievance_redressal_cell@bombaydyeing.com along with the copy of signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport) in support of the address of the Member.

Members holding shares in dematerialized mode are requested to register/ update their email addresses with the relevant Depository Participants. In case of any queries/ difficulties in registering the email address, Members may write to einward.ris@kfintech.com or grievance_redressal_cell@bombaydyeing.com.

4. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number ("PAN"), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
 - a. **For shares held in electronic form:** to their Depository Participants ("DPs"); and
 - b. **For shares held in physical form:** submit Form ISR-1 and other forms as prescribed by SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7 May, 2024 to M/s KFin Technologies Ltd. (the Company's "RTA") at Selenium Tower - B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana – 500032. The Members are requested to update their KYC details with the Company/ Company's RTA.
5. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact Company's Registrar and Transfer Agent, M/s KFin Technologies Ltd. (the Company's "RTA") at Selenium Building, Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana –500032, India., Email: einward.ris@kfintech.com or refer FAQs available on RTA's website for assistance in this regard or the Company at their Registered Office address at Neville House, J. N. Heredia Marg, Ballard Estate, Mumbai, Maharashtra - 400001, Telephone: (022) 66620000. Email: grievance_redressal_cell@bombaydyeing.com
6. Notice of Postal Ballot will also be available on the Company's website at www.bombaydyeing.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.

7. All the documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members during business hours (9.30 a.m. IST to 6.30 p.m. IST) on all working days except Saturdays, Sundays and Public holidays, from date hereof upto 24th April, 2025, electronically. Members seeking inspection may send an email to grievance_redressal_cell@bombaydyeing.com mentioning the name, Folio no. / Client ID and DP ID and the document which they wish to inspect.
8. In compliance with provisions of Section 108, Section 110 and other applicable provisions of the Act read with the Rules made thereunder, the Company has provided facility to Members to exercise their votes electronically through remote e-voting facility provided by NSDL.
9. The Members whose names appear in the Register of Members/ List of Beneficial Owners as on Friday, 21st March, 2025, being the cut-off date, are entitled to vote on the Resolution set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
10. The voting rights of Members shall be in proportion to their shareholding of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 21st March, 2025.
11. The remote e-voting period commences on Wednesday, 26th March, 2025 at 9:00 A.M. (IST) and ends on Thursday, 24th April, 2025 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
12. The vote in this Postal Ballot cannot be exercised through proxy.
13. The Company has appointed Mr. P.N. Parikh (FCS: 327, CP: 1228) and failing him, Mr. Mitesh Dhabliwala (FCS: 8331, CP: 9511) and failing him, Ms. Sarvari Shah (FCS: 9697, CP: 11717) of Parikh & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot process through remote e-voting, in a fair and transparent manner.
14. The Scrutinizer shall unblock the votes after conclusion of voting through remote e-voting and submit his/her report to the Chairman / authorized Key Managerial Personnel of the Company.
15. The results of Postal Ballot will be announced within two working days from the conclusion of e-voting period. The declared results along with the report of the Scrutinizer will be submitted to BSE Limited and National Stock Exchange of India Limited and shall be uploaded on the website of the Company at www.bombaydyeing.com, website of NSDL at www.evoting.nsdl.com and shall be displayed on the Notice Board at the Registered Office of the Company at Neville House, J.N. Heredia Marg, Ballard Estate, Mumbai – 400001.
16. The Resolution passed by the Members through Postal Ballot shall be deemed to have been passed at a general meeting of Members on the last date specified for remote e-voting i.e. Thursday, 24th April, 2025.

17. SEBI vide its Circular No. SEBI HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated 11th August 2023, has introduced Online Dispute Resolution (ODR), which is in addition to the existing SCORES platform which can be utilized by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform. The ODR portal can be accessed at <https://smartodr.in/login/login>.

18. The instructions for remote e-voting by Members are as under:

The way to vote electronically on NSDL e-Voting system consists of ‘Two Steps’ which are mentioned below:





Step 1: Access to NSDL e-Voting system

In terms of the Circular issued by SEBI dated December 9, 2020 on “e-voting facility provided by Listed Companies”, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Members are advised to update their mobile number and email address in their demat accounts in order to access remote e-voting facility.

A) Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>a. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under IDeAS section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>b. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p>

	<p>c. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under “Shareholder/Member” section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>d. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="817 878 1203 1102" style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p>   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>a. Users who have opted for CDSL Easi / Easiest facility, can Login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing Myeasi username & password.</p> <p>b. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>c. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p>

	d. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under " Shareholder/Member" section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 133379 then user ID is 133379001***

5. Password details for shareholders other than Individual shareholders are given below:

- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the “initial password” which was communicated to you. Once you retrieve your “initial password”, you need to enter the “initial password” and the system will force you to change your password.

- c. How to retrieve your “initial password”?

- i. If your email ID is registered in your demat account or with the company, your “initial password” is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your “User ID” and your “initial password”.

- ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on **“Forgot User Details/Password?”** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company i.e. 133379 to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. Assent or Dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

Once you confirm your vote on the resolutions, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs@parikhassociates.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to grievance_redressal_cell@bombaydyeing.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card to grievance_redressal_cell@bombaydyeing.com. If you are an individual shareholder shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

ANNEXURE I TO THE NOTICE
EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the business mentioned under the item of the accompanying Notice:

Item no. 1

The Board of Directors at its meeting held on 3rd February, 2025 pursuant to Sections 2(51), 2(53), 196, 197, 198 and 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, ("Act") SEBI (Listing obligations and disclosure requirements) Regulations, 2015 ("SEBI Listing Regulations") and subject to the approval of the shareholders, appointed Mr. Rajnesh Datt as the Manager of the Company, for a period of 2 (two) years w.e.f. 4th February, 2025 to 3rd February, 2027, on such terms and conditions including remuneration, as recommended by the Nomination and Remuneration Committee (NRC) and set out in the draft Agreement to be entered into between the Company and Mr. Rajnesh Datt. This is in view of resignation of Mr. Rahul Anand, from the post of Manager of the Company with effect from the close of business hours of 3rd February, 2025.

Pursuant to the Regulation 26A of SEBI Listing Regulations, any vacancy in the office of Manager shall be filled by the listed entity at the earliest and in any case not later than three months from the date of such vacancy. Accordingly, the approval of the Members is being sought for the appointment of Mr. Rajnesh Datt as a Manager of the Company, by way of Postal Ballot.

The material terms of his appointment and payment of remuneration to him contained in the draft Agreement proposed to be entered into by the Company with Mr. Rajnesh Datt are summarized below:

1. Mr. Rajnesh Datt will serve the Company as the Manager for a term of 2 (two) years with effect from 4th February, 2025 to 3rd February, 2027.
2. Mr. Rajnesh Datt shall carry out such functions, exercise such powers and perform such duties as the Board shall, from time to time, in their absolute discretion determine and entrust to him.
3. Subject to the superintendence, direction and control of the Board, Mr. Rajnesh Datt as the Manager shall:
 - (i) have the general control of the business of the Company and be vested with the management and day to day affairs of the Company; and
 - (ii) have the authority to enter into contracts on behalf of the Company in the ordinary course of business; and
 - (iii) have the authority to do and perform all other acts, deeds, matters and things which in the ordinary course of such business be considered necessary or proper in the best interests of the Company.

4. Mr. Rajnesh Datt shall devote his whole time and attention to the business of the Company, exert his best endeavours to promote its interests and welfare and attend his place of employment at all proper times.
5. Mr. Rajnesh Datt shall be entitled to reimbursement of all expenses including travelling, entertainment/business promotion and other out-of-pocket expenses incurred by him in connection with or in relation to the business of the Company.
6. In consideration of the performance of his duties, Mr. Rajnesh Datt shall be paid the following remuneration:
 - (i) Basic Salary upto a maximum of Rs. 6,00,000/- per month with increments each year as may be approved by the Board on the recommendation of the Nomination and Remuneration Committee of the Company.
 - (ii) Benefits and perquisites and allowances as may be recommended by the Nomination and Remuneration Committee and approved by the Board of the Company from time to time, or as may be applicable in accordance with the rules and policies of the Company, upto a maximum of Rs. 7,00,000/- per month.
 - (iii) Reimbursement of actual medical expenses incurred on self and spouse.
 - (iv) Reimbursement of all actual expenses including travelling, entertainment / business promotion and other actual out-of-pocket expenses incurred by him in connection with or in relation to the business of the Company.
 - (v) Bonus and/or Commission, as may be approved by the Board of the Company, upon the recommendations of the Nomination and Remuneration Committee on the performance criteria formulated by the Board / Nomination and Remuneration Committee.
 - (vi) Contribution to Provident Fund and Gratuity Fund shall be made by the Company in accordance with the rules / policy formulated by the Company. The above mentioned amount of remuneration does not include the retiral benefits.
 - (vii) Group medical and other insurance for which the payment of premium would be made by the Company.
 - (viii) Mr. Rajnesh Datt would be entitled to leave in accordance with the rules framed by the Company. Privilege leave earned but not availed by Mr. Datt would be encashable in accordance with the rules framed by the Company.
 - (ix) Where in any financial year during the tenure of Mr. Rajnesh Datt as the Manager, the Company has no profits or its profits are inadequate, the Company shall pay Mr. Rajnesh Datt, the above remuneration as set

out herein as the minimum remuneration payable to Mr. Rajnesh Datt in accordance to the provisions of Sections 197, 198, 203 and other applicable provisions of the Act and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

- (x) The NRC/Board may, at its discretion, fix and revise, from time to time, the actual remuneration of Mr. Rajnesh Datt within the ceilings stipulated under this Agreement and alter/ vary/ modify/ amend from time to time the terms and conditions of this appointment and remuneration and/or this Agreement in such manner as may be agreed to between the Board and Mr. Rajnesh Datt, provided that such alteration/ variation/ modification/ amendment is in conformity with the applicable provisions of the Companies Act, 2013 and Listing Regulations as amended from time to time.
- (xi) For the purpose of computing the ceilings, wherever applicable, perquisites would be valued as per the Income Tax Rules, 1962, and provision for use of car for official duties and telephone at residence (including payment for local calls and long distance official calls) shall not be included in such computation.
- (xii) The contribution to provident fund, superannuation fund or annuity fund, if any, which shall not exceed 27% of the remuneration or such higher percentage as permissible under Rule 87 of the Income Tax Rules, 1962, and gratuity shall be payable as per Company’s policy, if any, and encashment of leave at the end of the tenure as per the rules/policies of the Company, which shall not be included in the computation of the ceilings on remuneration.
- (xiii) Mr. Rajnesh Datt shall not be paid any sitting fees for attending the meetings of the Board or any Committee thereof.

The Nomination and Remuneration Committee or the Board of Directors may, at its discretion, fix the actual remuneration of Mr. Rajnesh Datt and revise the same from time to time, within the maximum limits specified hereinabove.

During the tenure of 2 (two) years of his appointment, if the Company for any period of financial year has no profits or its profits are inadequate, the Company shall pay Mr. Rajnesh Datt remuneration as mentioned above as the minimum remuneration payable to Mr. Rajnesh Datt in accordance to the provisions of Sections 2(51), 2(53), 197, 198, 203 and other applicable provisions of the Act and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

7. The rules and policies of the Company which are applicable to other senior management/ executives of the Company shall also apply to Mr. Rajnesh Datt.

8. Mr. Rajnesh Datt shall not, except in the proper course of his duties during the continuance of his employment with the Company or any time thereafter divulge or disclose to any persons whomsoever or make use whatsoever for his own purpose or for any purpose of any information or knowledge obtained by him during his employment as to the business and/or affairs of the Company and/or trade secrets or secret processes of the Company.
9. The employment of Mr. Rajnesh Datt shall forthwith determine, if he becomes insolvent and he shall cease to be the Manager of the Company. He shall cease to be the Manager if the Agreement is terminated and he ceases to be employed as the Manager.
10. If Mr. Rajnesh Datt shall be guilty of any misconduct or any breach of the Agreement which in the opinion of the Board may render his retirement from the office of the Manager desirable, the Company may by not less than 30 days' notice in writing to him determine the Agreement and he shall cease to be the Manager of the Company upon the expiration of such notice.
11. Either party shall be entitled to terminate the Agreement by giving not less than three (3) calendar months' prior notice in writing in that behalf to the other party. In the event Mr. Rajnesh Datt is relieved prior to the expiry of the notice period, then the Company shall pay three month's Fixed CTC (excluding Retiral & PLP) in lieu of unexpired part of the period of notice. In case Mr. Rajnesh Datt wish to be relieved earlier, the discretion to do so will rest solely with the Company. In such case, Mr. Rajnesh Datt will be required to pay a sum equivalent to the Fixed CTC (excluding Retiral & PLP) for the unexpired part of the period of the notice.
12. The Board will have the authority to vary/modify/amend any of the aforesaid terms and conditions provided such variation/modification/ amendment is in conformity with the applicable provisions of the Act as amended from time to time and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board reviewed the profile of Mr. Rajnesh Datt and was of the view that Mr. Datt possesses appropriate skills, qualifications, experience and knowledge as required for the role of a Manager and fulfills the conditions specified by the Act and SEBI Listing Regulations.

The NRC and the Board considered that his experience would be of immense benefit to the Company and recommend the appointment of Mr. Rajnesh Datt as set out in the Notice for approval of the Members as a Special Resolution.

The Board also considers the aforesaid remuneration commensurate with the duties and responsibilities of Mr. Rajnesh Datt.

While the Company is currently profitable and has adequate profits to pay the proposed remuneration, the profit calculated as per the methodology provided in Section 198 of the Companies Act, 2013 rendered the profit to be inadequate for paying remuneration to the Manager.

Therefore, approval of the Members is being sought by way of Special Resolution for approving the appointment of Mr. Rajnesh Datt for 2 (two) years and approving the payment of remuneration in excess of the limits prescribed under the Act in accordance with the first and second proviso of Section 197 read with the Schedule V of the Act for a period of 2 (two) years.

The draft Agreement to be entered into by the Company with Mr. Rajnesh Datt is available for inspection as mentioned in the notes of this Notice.

The other information as required under Section II of Part II of Schedule V of the Act are given below:

I. GENERAL INFORMATION

1. Nature of Industry: Real Estate Business; Manufacturing of Polyester Staple Fibre; Textile Retail Business.
2. Date or expected date of commencement of commercial Production: Not Applicable. (The Company is an existing company).
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
4. Financial performance based on given indicators of preceding three financial years:

Particulars	(Rs. in Crores) Financial years (Standalone)		
	2023-24	2022-23	2021-22
Total Revenue	1688.48	2673.73	2000.92
Profit/(Loss) After Tax	2948.42	(516.60)	(460.45)

5. Foreign investments or Collaborators, if any: Nil.

II. INFORMATION ABOUT THE MANAGER

1. Background details :

Mr. Rajnesh Datt, with 33 years of experience in the polyester industry, has been a vital part of The Bombay Dyeing and Manufacturing Company Limited (BDMC) for the last 12 years. He joined BDMC in the year 2012 as Vice President, PSF – Sales & Marketing, was promoted as Senior Vice President in the year 2019, and subsequently elevated as Chief Operating Officer (COO – PSF) in November, 2022. Mr. Datt, who is 56 years old, is an M.B.A in Marketing and a graduate in science. His previous employers include Indorama Synthetics (India) Ltd. and JCT Ltd. (Thapar Group), where he was responsible for sales and marketing, business development and projects in textile raw materials, including polyester.

2. Past remuneration (FY 2023-24): Rs 1.05 crore p.a. as Chief Operating Officer – PSF.

3. Recognition/awards, Job profile and his suitability:

As a core member of the BDMC team, Mr. Datt has a comprehensive understanding of the business and enjoys good contacts and respect in the market. He possesses knowledge of all functional areas, including understanding of plant operations. He has got overall managerial experience of running an Organisation and has spearheaded several strategic initiatives and has made significant contributions while driving the business.

4. Remuneration proposed:

Please refer to point 6 of the material terms of appointment summarized above.

5. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

Taking into consideration the size of the Company, the profile of Mr. Rajnesh Datt and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to senior level counterparts in other companies and has also been considered by the Board of Directors and Nomination and Remuneration Committee of the Company at their respective meetings held on 3rd February, 2025.

6. Mr. Rajnesh Datt has no pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel or other director except to the extent of his remuneration in the Company.

III. OTHER INFORMATION

A. Reasons for loss or inadequacy of profits:

While the Company is currently profitable and has adequate profits to pay the proposed remuneration, the profit calculated as per the methodology provided in Section 198 of the Companies Act, 2013 rendered the profit to be inadequate for paying remuneration to the Manager.

The Company has three divisions i.e. PSF Division, Bombay Realty & Textile Retail Business. The PSF division continues to face challenges tied to input costs, which are heavily influenced by crude oil prices. Fluctuations in the Indian Rupee/US Dollar exchange rate further exacerbate cost pressures. While the domestic PSF market showed slight improvement, foreign markets remained stable. In FY 2024-25, PSF domestic market, which was somewhat weak in Q1 & Q2, gained some momentum and improved in Q3 on stabilisation of raw cotton and petrochemical prices.

For Realty division, the Company had limited inventory of apartments coupled with weak financial risk profile marked by high leverage and negative net worth. However, with the monetisation of the WIC Worli land and repayment of debt, the Company is now debt free thereby leading to significant improvement in capital structure and debt coverage metrics.

Retail Industry continues to be influenced by swings in commodity prices. It is also facing major challenges in the form of hikes in fuel prices, increasing wages, and rising raw material costs. Key threats for the brand continue to be the constant inflow of cheaper alternatives from the unorganized sector as well as low-priced material from neighbouring countries.

B. Steps taken or proposed to be taken for improvement:

The Company took necessary measures in terms of mitigating the impact of the challenges being faced in the business including high interest cost burden. The Company sold ~22-acre Worli land and associated FSI to M/s. Goisu Realty Private Limited (a subsidiary of Sumitomo Realty & Development Company Limited). The proceeds realized were used for repaying loans of the Company and the balance thereof is invested in approved securities for future developments. This has made the Company debt free in FY24 thereby leading to significant improvement in capital structure and debt coverage metrics.

The Company is currently actively pursuing the development of 3rd Phase of ICC for approximately 1.2 million square feet out of a total developable area of approximately 3.5 million square feet. After the 3rd phase makes reasonable progress, the Company will continue to develop the balance developable area. The Company will also explore and evaluate other joint development opportunities in the realm of Real Estate.

The PSF division is focusing on expanding into international markets to increase the customer base and export volumes. Measures to enhance production efficiency continue, including material substitution, reducing process wastages, and lowering consumption of chemicals and catalysts. Efforts are also directed at reducing energy, power, and packaging costs. Operational and mechanical improvements are actively being pursued to improve capacity utilization and stabilising of margins.

Retail division has taken necessary steps to reduce credit risk and has increased distribution, operating with a lean cost business model. The launch of premium collections, including Celebrating India, Regal Living, Blooming Muse (All Digital), and Ecstasy (Dyed in 400 Tc), has been well received by trade partners and customers. The division has expanded retail counters and shelf space in existing retail counters to increase sales and has initiated steps to convert multi-brand stores into BDMC stores. Limited branding activity has also been initiated at select strategic retail shops to improve brand visibility. Additionally, legal actions are being taken to combat counterfeiting. Growth in textiles will also be driven by growing household income, increasing population, and rising demand from sectors such as housing, hospitality and healthcare. Categories like Bed linen, Bath linen, and Top of the Bed (TOB) are expected to see good growth in the coming years.

C. Expected increase in productivity and profits in measurable terms:

The Company has a long track record in PSF industry, a growing presence in Real Estate in MMR region and a well-recognized brand name in home textiles industry.

The Real Estate division of the Company has completed three major real estate projects in Mumbai including the Springs, WIC Worli – Axis Bank HQ (Commercial Tower) and

Island City Centre (ICC) residential project. In addition, the Company has increased its focus on the real estate segment and over the past two years the Company sold almost all units in its existing projects (ICC I and II). The healthy sales velocity demonstrated in the past few years indicates the strong demand in the market given the strong brand and premium nature of the project. The strong track record of the initial phase at ICC and portfolio of owned assets should limit the implementation risks of the next phase of the project leading to timely execution and help the Company sustain high profitability. With the land sale, the Company is cash positive and further, the Company is also expected to generate cash flows from the new real estate project in future years.

Retail division is achieving growth in revenue and profitability due to improved consumer demand for its products. With positivity around markets and consumer predilections, the demand for categories like Bed linen, Bath linen, and TOB will continue to see good growth in the coming years. The Company has achieved higher profitability on account of improved margins driven by better product mix and the successful launch of its premium collections. Expanded retail counters and shelf-space, store conversions, and branding initiatives are also contributing to this growth trajectory.

The Company's strategic initiatives are anticipated to bring measurable improvements in productivity and profitability of PSF division. Expanding into new international markets and enhancing export volumes is expected to drive revenue growth, while process optimizations, including material substitution and waste reduction, will reduce production costs and improve margins. Energy-saving projects are projected to lower utility expenses and addressing mechanical challenges should lead to a recovery in capacity utilization, reaching or exceeding 95% in the near term. Specialty product sales, a key focus, are expected to contribute a larger share of revenue due to their higher margins, further supporting profitability. Collectively, these efforts position the Company to achieve sustained operational efficiency, incremental revenue growth, and strengthened market competitiveness. Recent price increases in key product segments and cost-optimization measures are expected to contribute positively over a period of time.

D. Other Disclosures: The relevant information is given in the explanatory statement annexed to this Notice.

Except Mr. Rajnesh Datt, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested financially or otherwise in this resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the Members.

By Order of the Board of Directors,
For **The Bombay Dyeing and Manufacturing Company Limited**

Sanjive Arora
Company Secretary
FCS No. 3814

Registered Office:
Neville House, J. N. Heredia Marg,
Ballard Estate, Mumbai – 400001

Date: 18th March, 2025
Place: Mumbai

ANNEXURE II TO THE NOTICE

DETAILS OF MANAGER SEEKING APPOINTMENT

[Pursuant to Secretarial Standard-2 issued by Institute of Company Secretaries of India on General Meetings]

Sr. No.	Nature of Information	Item No. 1 of the Notice
1.	Name of the Manager	Mr. Rajnesh Datt
2.	Qualifications & Experience	<p>Mr. Rajnesh Datt, with 33 years of experience in the polyester industry, has been a vital part of The Bombay Dyeing and Manufacturing Company Limited (BDMC) for the last 12 years. He joined BDMC in the year 2012 as Vice President, PSF – Sales & Marketing, was promoted as Senior Vice President in the year 2019, and subsequently elevated as Chief Operating Officer (COO – PSF) in November, 2022. Mr. Datt, who is 56 years old, is an M.B.A in Marketing and a graduate in science. His previous employers include Indorama Synthetics (India) Ltd. and JCT Ltd. (Thapar Group), where he was responsible for sales and marketing, business development and projects in textile raw materials including polyester.</p> <p>As a core member of the Bombay Dyeing team, Mr. Datt has a comprehensive understanding of the business and enjoys good contacts and respect in the market. He possesses knowledge of all functional areas, including understanding of plant operations. He has got overall managerial experience of running an Organisation and has spearheaded several strategic initiatives and has made significant contributions while driving the business.</p>
3.	Age	56 years
4.	Date of First Appointment on the Board	NA
5.	Terms and conditions of appointment	Appointment as the Manager of the Company, for a period of 2 (two) years w.e.f. 4 th February, 2025 to 3 rd February, 2027, as per the Special Resolution specified in Item No. 1 of this Notice read with the explanatory statement thereto.

6.	Details of remuneration sought to be paid	Please refer to point 6 of the material terms of appointment summarized above.
7.	Details of remuneration last drawn (FY 2023-24)	Rs. 1.05 crore p.a. as Chief Operating Officer – PSF.
8.	Directorship of other Boards	Association of Synthetic Fibre Industry
9.	Chairmanship/ Membership of Board Committees of the other companies□	Nil
10.	Number of meetings of the Board attended during the year (FY 2024-25)	5 as an Invitee (Chief Operating Officer - PSF)
11.	Shareholding in the Company	Nil
12.	Relationship with other Directors and Key Managerial Personnel of the Company	Not related to any other Directors/ Key Managerial Personnel of the Company.

By Order of the Board of Directors,
For **The Bombay Dyeing and Manufacturing Company Limited**

Registered Office:
Neville House, J. N. Heredia Marg,
Ballard Estate, Mumbai – 400001
Date: 18th March, 2025
Place: Mumbai

Sanjive Arora
Company Secretary
FCS No. 3814