



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) 61010515;

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 and 09/2023 dated September 25, 2023 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 at their meeting held on 2nd November, 2023 based on the recommendation of Nomination and Remuneration Committee have, subject to the approval of the Members of the Company by way Special Resolution approved the re-appointment of Mr. Sunil Siddharth Lalbhai (DIN: 00045590), Non-Executive Independent Director on the Board of the Company w.e.f. 5th February, 2024 for a term of five years.

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
Tuesday, 21 st November, 2023 at 9.00 a.m. (IST)	Wednesday, 20 th December, 2023 at 5.00 p.m. (IST)

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

SPECIAL BUSINESS

1. Re-appointment of Mr. Sunil Siddharth Lalbhai (DIN: 00045590) as Non-Executive Independent Director for a second term on the Board of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Mr. Sunil Siddharth Lalbhai (DIN: 00045590), who was appointed as a Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years commencing from 5th February, 2019 upto 4th February, 2024 and who being eligible for re-appointment as a Non-Executive Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as a Non-Executive Independent Director of the Company,

not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from 5th February, 2024 upto 4th February, 2029.

RESOLVED FURTHER THAT any one of the Directors or the Manager or the Chief Financial Officer & Chief Risk Officer or the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient 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: 2nd November, 2023

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 Regulation 36(3) of the SEBI Listing Regulations and SS-2 viz. brief resume of Director proposed to be re-appointed, nature of his expertise in functional areas, name of companies in which he holds directorships and Membership/ Chairmanship of Board Committees along with listed entities from which the Director has resigned in the past three years and shareholding, 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, 17th November, 2023 (cut-off date). For Members who have not registered their e-mail IDs, 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 circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3 November, 2021 and also available on the website of the Company at weblink <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 e-mail address, Members may write to einward.ris@kfintech.com or grievance_redressal_cell@bombaydyeing.com.

4. 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 website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.
5. All the documents referred to in the Explanatory Statement, shall be available for inspection through electronic mode from 21st November, 2023 to 20th December, 2023 basis the request sent to grievance_redressal_cell@bombaydyeing.com mentioning the name, Folio no. / Client ID and DP ID and the document which they wish to inspect.
6. 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.
7. The Members, whose names appear in the Register of Members / List of Beneficial Owners as on Friday, 17th November, 2023, 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.
8. 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, 17th November, 2023.
9. The remote e-voting period commences on Tuesday, 21st November, 2023 at 9:00 A.M. IST and ends on Wednesday, 20th December, 2023 at 5:00 P.M. IST. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
10. The vote in this Postal Ballot cannot be exercised through proxy.
11. The Company has appointed Mr. P.N. Parikh (FCS 327, CP 1228) and failing him, Mr. Mitesh Dhaliwala (FCS 8331, CP 9511) and failing him, Ms. Sarvari Shah (FCS 9697, CP 11717) of M/s. Parikh & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot process through remote e-voting, in a fair and transparent manner.

12. The Scrutinizer shall unblock the votes after conclusion of voting through remote e-voting and submit his report to the Chairman / authorized Key Managerial Personnel.
13. The results of Postal Ballot will be announced on or before Friday, 22nd December, 2023. 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.
14. 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. Wednesday, 20th December, 2023.
15. **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.

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	a. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.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>b. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com Select ‘Register Online for IDeAS Portal’ or click at https://eservices.nSDL.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> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </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 user your existing my easi 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> <p>d. Alternatively, the user can directly access e-Voting page by</p>

	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.co.in or call at 022 - 4886 7000 and 022 - 2499 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 101456 then user ID is 101456001***

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.co.in 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. **127090** 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.
7. Once you confirm your vote on the resolution, 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.co.in. 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 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in

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 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.co.in 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 Item No. 1 of the accompanying Notice:

Item no. 1

Mr. Sunil Siddharth Lalbhai (DIN: 00045590) is currently a Non-executive Independent Director of the Company, Chairperson of the Stakeholders' Relationship Committee and Member of the Nomination and Remuneration Committee and Strategic Committee of the Company.

Mr. Lalbhai was appointed as a Non-Executive Independent Director of the Company by the Members at the 139th Annual General Meeting of the Company held on 5th August, 2019 for a period of 5 consecutive years commencing from 5th February, 2019 upto 4th February, 2024 and is eligible for re-appointment for a second term on the Board of the Company.

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its meeting held on 2nd November, 2023, proposed the re-appointment of Mr. Lalbhai as a Non-Executive Independent Director of the Company for a second term of 5 (five) consecutive years commencing from 5th February, 2024 upto 4th February, 2029, not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

Mr. Lalbhai is the Chairman of the Board of Atul Ltd. since August 2007 and its Managing Director since June 1984. He is a Trustee on the Board of BAIF Development Research Foundation (BAIF). He is a Trustee or a member of some of the other social institutions established by the Lalbhai Group.

Mr. Lalbhai holds a postgraduate degree in Chemistry from the University of Massachusetts and a postgraduate degree in Economic Policy and Planning from Northeastern University.

Mr. Lalbhai possesses requisite skills, experience, knowledge and capabilities required for the role of an Independent Director of the Company. He also has leadership experience of running large enterprise with deep understanding of complex business processes, regulatory and governance environment, risk management and ability to visualize and manage change.

Based on performance evaluation and as per the provisions of Sections 149, 150, 152 read with Schedule IV to the Act and Regulation 16(1)(b), 17 and 25 of the SEBI Listing Regulations, 2015, Mr. Sunil S. Lalbhai is eligible for re-appointment as a Non-Executive Independent Director of the Company. The Board considers that Mr. Lalbhai's continued association would be of immense benefit to the Company.

The Company has in terms of Section 160 of the Companies Act, 2013 ('the Act') received a notice from a Member proposing his candidature for the office of Director. The Company has received a declaration from Mr. Lalbhai confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Lalbhai has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Lalbhai has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Mr. Lalbhai has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members. Mr. Lalbhai has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Mr. Lalbhai fulfills the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as a Non-Executive Independent Director and that he is independent of the Management. The terms and conditions of the appointment of Independent Directors is uploaded on the website of the Company at www.bombaydyeing.com and would also be made available for inspection electronically by the Members basis the request being sent on grievance_redressal_cell@bombaydyeing.com mentioning their Name, DP ID & Client ID/Folio No. through registered e-mail ID.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Mr. Lalbhai as a Non-Executive Independent Director is now placed for the approval of the Members by a Special Resolution.

Except Mr. Sunil Siddharth Lalbhai, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise in this resolution.

The Board recommends the Special Resolution set out in Item No. 1 of the Notice for approval of 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: 2nd November, 2023
Place: Mumbai

ANNEXURE II TO THE NOTICE

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard–2 on General Meetings]

Sl. No.	Nature of Information	Particulars
1.	Name of Director	Mr. Sunil Siddharth Lalbhai (DIN: 00045590)
2.	Date of Birth/ Age	15 th March, 1960/ 63 Years
3.	Nationality	Indian
4.	Date of First Appointment	5 th February, 2019
5.	Brief Profile & Qualifications	<p>Mr. Sunil Siddharth Lalbhai is the Chairman of the Board of Atul Ltd. since August 2007 and its Managing Director since June 1984.</p> <p>Mr. Lalbhai is a Trustee on the Board of BAIF Development Research Foundation (BAIF). He is a Trustee or a member of some of the other social institutions established by the Lalbhai Group.</p> <p>Mr. Lalbhai holds a postgraduate degree in Chemistry from the University of Massachusetts and a postgraduate degree in Economic Policy and Planning from Northeastern University.</p>
6.	Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Refer Item No. 1 of the Notice and Explanatory Statement.
7.	Terms and conditions of re-appointment	Re-appointment of Mr. Sunil S. Lalbhai as a Non-Executive Independent Director of the Company for a second term of 5 (five) consecutive years commencing from 5 th February, 2024 upto 4 th February, 2029
8.	Directorship of other Boards	<ul style="list-style-type: none">• Atul Limited• Amal Limited• Atul Bioscience Limited• Atul Rajasthan Date Palms Limited• Navin Fluorine International Limited• Pfizer Limited• BAIF Institute for Sustainable Livelihoods and Development
9.	Chairmanship/ Membership of Board Committees of Listed Companies	<p>Atul Limited</p> <ul style="list-style-type: none">- Stakeholder Relationship Committee - Member- Risk Management Committee – Chairman- Corporate Social Responsibility Committee – Member- Investment Committee – Member

		<p>Amal Limited</p> <ul style="list-style-type: none"> - Nomination and Remuneration Committee - Member <p>Navin Fluorine International Limited</p> <ul style="list-style-type: none"> - Audit Committee - Chairman - Nomination & Remuneration Committee - Chairman <p>Pfizer Limited</p> <ul style="list-style-type: none"> - Audit Committee - Member - Stakeholder Relationship Committee - Chairman - Risk Management Committee - Chairman
10.	Listed entities from which the Director has resigned from Directorship in last 3 (three) years	Nil
11.	No. of Board Meetings attended during FY 2023-24 (upto the date of this Notice)	Attended all 6 Board Meetings held during the period
12.	Details of remuneration last drawn (FY 2022-23)	Sitting Fees: ₹ 6,15,000
13.	Details of remuneration sought to be paid	Sitting Fees and Commission as approved by the Board of Directors
14.	Shareholding in the Company	Nil
15.	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**

Sanjive Arora
Company Secretary
FCS No. 3814

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

Date: 2nd November, 2023
Place: Mumbai