

9th September, 2023

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
BSE Scrip Code: 500020

National Stock Exchange of India Ltd.
Exchange Plaza, 5th floor,
Plot No. C/1, 'G' Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai – 400 051
NSE Symbol: BOMDYEING

Dear Sir(s),

SUB. : VOTING RESULTS OF THE 143RD ANNUAL GENERAL MEETING ("AGM") OF THE COMPANY HELD ON 8TH SEPTEMBER, 2023.

REF: Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is to inform that the 143rd Annual General Meeting of the Company was held on Friday, 8th September, 2023, at 03.30 p.m. through Video Conferencing (VC)/Other Audio Visual Means (OAVM).

Please find enclosed the Voting Results of the AGM of the Company as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with the Scrutinizer's Report thereon.

Kindly take the same on record.

Thanking You,

Yours faithfully,

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

Sanjive Digitally signed
by Sanjive Arora
Date:
Arora 2023.09.09
15:02:08 +05'30'

Sanjive Arora
Company Secretary
Membership No.: F3814
Encl: As above.

.. 2 ..

CC: National Securities Depository Ltd.,
Trade World, 4th floor, Kamala Mills Compound,
S. Bapat Marg, Lower Parel,
Mumbai – 400 013

Central Depository Services (India) Ltd.,
Marathon Futurex, A Wing, 25th Floor
N. M. Joshi Marg, Lower Parel
Mumbai - 400 013

Bourse de Luxembourg,
Societe de La Bourse de Luxembourg,
Societe Anonyme, R. C. 36222, BP 165, L-2011,
Luxembourg

Citibank N.A.,
DR Account Management,
Citigroup Corporate & Investment Bank,
14th Floor, 388, Greenwich Street,
New York, NY (USA) 10013

M/s KFin Technologies Limited
Selenium Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad,
Telangana – 500032.

	THE BOMBAY DYEING AND MANUFACTURING COMPANY LIMITED
Date of AGM/EGM	08-09-2023
Total number of shareholders on record date	139357
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	0
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	26
Public:	60

Resolution No.	1									
Resolution required: (Ordinary/ Special)	Ordinary - To receive, consider and adopt (a) The Audited Standalone Financial Statement of the Company for the financial year ended 31st March, 2023, together with the Reports of the Board of Directors and the Auditors thereon; and (b) The Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2023, together with the Report of the Auditors thereon.									
Whether promoter/promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid (8)	Votes Abstained (9)
Promoter and Promoter Group	E-Voting	107921118	107315398	99.4387	107315398	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	0	0
	Total		107921118	107315398	99.4387	107315398	0	100.0000	0.0000	0
Public- Institutions	E-Voting	768616	80758	10.5069	80758	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	0	0
	Total		768616	80758	10.5069	80758	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	97845166	3357637	3.4316	3340307	17330	99.4839	0.5161	0	0
	Poll		346	0.0004	346	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	0	0
	Total		97845166	3357983	3.4319	3340653	17330	99.4839	0.5161	0
Total	206534900	110754139	53.6249	110736809	17330	99.9844	0.0156	0	0	

Resolution No.	2									
Resolution required: (Ordinary/ Special)	Ordinary- To appoint a Director in place of Dr. (Mrs.) Minnie Bodhanwala (DIN:00422067), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid (8)	Votes Abstained (9)
Promoter and Promoter Group	E-Voting	10,79,21,118	10,73,15,398	99.4387	10,73,15,398	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		10,73,15,398	99.4387	10,73,15,398	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	7,68,616	80,758	10.5069	80,758	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		80,758	10.5069	80,758	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	9,78,45,166	33,57,637	3.4316	33,36,638	20,999	99.3745	0.6254	0	0
	Poll		346	0.0004	346	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		33,57,983	3.432	33,36,984	20,999	99.3747	0.6253	0	0
	Total	20,65,34,900	11,07,54,139	53.6249	11,07,33,140	20,999	99.9810	0.0190	0	0

Resolution No.	3									
Resolution required: (Ordinary/ Special)	Ordinary- To Re-appoint M/s. Bansi S. Mehta & Co., Chartered Accountants (Firm Registration No. 100991W) as Statutory Auditors of the Company for a second term of five years									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid (8)	Votes Abstained (9)
Promoter and Promoter Group	E-Voting	10,79,21,118	10,73,15,398	99.4387	10,73,15,398	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		10,73,15,398	99.4387	10,73,15,398	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	7,68,616	80,758	10.5069	80,758	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		80,758	10.5069	80,758	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	9,78,45,166	33,57,612	3.4316	33,39,654	17,958	99.4651	0.5348	0	0
	Poll		346	0.0004	346	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		33,57,958	3.432	33,40,000	17,958	99.4652	0.5348	0	0
	Total	20,65,34,900	11,07,54,114	53.6249	11,07,36,156	17,958	99.9838	0.0162	0	0

Resolution No.	4									
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Resolution required: (Ordinary/ Special)	Ordinary- Ratification of remuneration of Cost Auditors for the year ending 31st March, 2024.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid (8)	Votes Abstained (9)
Promoter and Promoter Group	E-Voting	10,79,21,118	10,73,15,398	99.4387	10,73,15,398	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		10,73,15,398	99.4387	10,73,15,398	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	7,68,616	80,758	10.5069	80,758	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		80,758	10.5069	80,758	0	100.0000	0.0000	0.0000	0
Public- Non Institutions	E-Voting	9,78,45,166	33,57,497	3.4314	33,39,456	18,041	99.4626	0.5373	0	0
	Poll		346	0.0004	346	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		33,57,843	3.4318	33,39,802	18,041	99.4627	0.5373	0.0000	0
Total	20,65,34,900	11,07,53,999	53.6248	11,07,35,958	18,041	99.9837	0.0163	0	0	

Resolution No.	5									
Resolution required: (Ordinary/ Special)	Special- Appointment of Mr. Rahul Anand as the Manager of the Company.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid (8)	Votes Abstained (9)
Promoter and Promoter Group	E-Voting	10,79,21,118	10,73,15,398	99.4387	10,73,15,398	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		10,73,15,398	99.4387	10,73,15,398	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	7,68,616	80,758	10.5069	70,536	10,222	87.3424	12.6575	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		80,758	10.5069	70,536	10,222	87.3424	12.6576	0.0000	0
Public- Non Institutions	E-Voting	9,78,45,166	33,57,657	3.4316	28,21,960	5,35,697	84.0455	15.9544	0	0
	Poll		346	0.0004	346	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		33,58,003	3.432	28,22,306	5,35,697	84.0472	15.9528	0.0000	0
Total	20,65,34,900	11,07,54,159	53.6249	11,02,08,240	5,45,919	99.5071	0.4929	0	0	



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

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the 143rd Annual General Meeting of The Bombay Dyeing and Manufacturing Company Limited held on Friday, September 8, 2023 at 3.30 p.m. (IST) through video conferencing ('VC') / other audio visual means ('OAVM').

I, Mitesh Dhaliwala, of Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of The Bombay Dyeing and Manufacturing Company Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 143rd Annual General Meeting ("AGM") of The Bombay Dyeing and Manufacturing Company Limited on Friday, September 8, 2023 at 3.30 p.m. (IST) through VC / OAVM.

I was also appointed as Scrutinizer to scrutinize the e-voting process at the said AGM.

The notice dated June 28, 2023, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions proposed to be passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular No. 20/2020 dated 5th May, 2020 read with Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 02/2021 dated 13th January, 2021, Circular No. 19/2021 dated 8th December, 2021, Circular No. 02/2022 dated 05th May, 2022 and Circular No. 10/2022 dated 28th December, 2022 (hereinafter collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide Circular Nos. SEBI/ HO/ CFD/CMD1CIR/P/2020/79 dated 12th May, 2020, SEBI/ HO/ CFD/ CMD2/ CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 and and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023 (hereinafter collectively referred to as SEBI Circulars).

The Company had availed the e-voting facility offered by National Securities Depository Limited (“NSDL”) for conducting remote e-voting by the Shareholders of the Company and e-voting at the said AGM.

The voting period for remote e-voting commenced on Tuesday, September 05, 2023 at 9.00 a.m. and ended on Thursday, September 07, 2023 at 5.00 p.m. and the NSDL e-voting platform was disabled thereafter.

The Company had also provided e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The shareholders of the Company holding shares as on the “cut-off” date of Friday, September 01, 2023 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of e-voting at the AGM, the report on voting done at the meeting and the votes cast under remote e-voting facility were unblocked and were counted.

I have scrutinized and reviewed the remote e-voting and e-voting at the meeting and votes cast therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and e-voting at the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and e-voting at the AGM is restricted to making a Scrutinizer’s Report of the votes cast in favour or against the resolutions.

I now submit my consolidated report as under on the result of the remote e-voting and e-voting at the AGM in respect of the said resolutions.

Resolution 1: Ordinary Resolution**To receive, consider and adopt:**

- a. **The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2023, together with the Reports of the Board of Directors and the Auditors thereon; and,**
- b. **The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2023, together with the Report of the Auditors thereon.**

(i) **Voted in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
337	11,07,36,809	99.98

(ii) **Voted against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
7	17,330	0.02

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 2: Ordinary Resolution

To appoint a Director in place of Dr. (Mrs.) Minnie Bodhanwala (DIN:00422067), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
329	11,07,33,140	99.98

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
15	20,999	0.02

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 3: Ordinary Resolution

Re-appointment of M/s. Bansi S. Mehta & Co., Chartered Accountants (Firm Registration No. 100991W) as Statutory Auditors of the Company for a second term of five years.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
334	11,07,36,156	99.98

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
9	17,958	0.02

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL33

Resolution 4: Ordinary Resolution

Ratification of the remuneration payable to M/s. D. C. Dave & Co., Cost Accountants, the Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2024.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
335	11,07,35,958	99.98

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
9	18,041	0.02

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 5: Special Resolution

Appointment of Mr. Rahul Anand as the Manager of the Company for a period of 2 (Two) years with effect from 9th August, 2023 to 8th August, 2025 on such terms and conditions including the terms of remuneration as approved by the Nomination and Remuneration Committee and by the Board of Directors.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
322	11,02,08,240	99.50

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
23	5,45,919	0.50

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Thanking you,
Yours faithfully,

Mitesh Dilip
Dhabliwala

Digitally signed by Mitesh Dilip
Dhabliwala
Date: 2023.09.08 23:13:52
+05'30'

Mitesh Dhabliwala

Parikh & Associates

Practising Company Secretaries

FCS: 8331 CP No.: 9511

111,11th Floor, Sai Dwar CHS Ltd

Sab TV Lane, Opp. Laxmi Indl. Estate,

Off Link Road, Above Shabari Restaurant,

Andheri West, Mumbai – 400053

Place: Mumbai

Dated: September 08, 2023

UDIN: F008331E000975981

P/R No.: 1129/2021