

21st December, 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/Madam,

SUB: VOTING RESULTS OF POSTAL BALLOT

REF: REGULATION 44(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulation”) including any statutory modification(s) or re-enactment thereof for the time being in force and applicable circulars issued by Ministry of Corporate Affairs, the Company conducted the Postal Ballot (through remote e-voting) for seeking the approval of the Members on the following item:

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

Pursuant to the provisions of Regulation 44(3) of the Listing Regulation, please find enclosed Voting Results and Report of the Scrutinizer, issued by Mr. Mitesh Dhabliwala from M/s. Parikh & Associates, Practicing Company Secretaries.

The aforesaid resolution has been passed with requisite majority on Wednesday, 20th December, 2023 which was the last date of remote e-voting provided for Postal Ballot.

Kindly take the same on record.

Thanking You,

Yours faithfully,

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

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

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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

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 the Notice	02-11-2023
Total number of shareholders on record date	148048
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not applicable
Public:	Not applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not applicable
Public:	Not applicable

Resolution No.	1									
Resolution required: (Ordinary/Special)	SPECIAL - Re-appointment of Mr. Sunil Siddharth Lalbhai (DIN: 00045590) as Non-Executive Independent Director for a second term on the Board 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	11,06,58,618	11,00,54,398	99.4540	11,00,54,398	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		11,00,54,398	99.4540	11,00,54,398	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	56,94,817	6,32,233	11.1019	6,32,233	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		6,32,233	11.1019	6,32,233	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	9,01,81,465	16,13,978	1.7897	14,58,455	1,55,523	90.3639	9.6360	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		16,13,978	1.7897	14,58,455	1,55,523	90.3640	9.6360	0	0
	Total	20,65,34,900	11,23,00,609	54.3737	11,21,45,086	1,55,523	99.8615	0.1385	0	0

December 21, 2023

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

Kind Attn: Mr. Sanjive Arora

Sub.: Report on Postal Ballot Voting of The Bombay Dyeing and Manufacturing Company Limited ('the Company').

Dear Sir,

I refer to my appointment as Scrutinizer to conduct the postal ballot process in respect of the Special Resolution for re-appointment of Mr. Sunil Siddharth Lalbhai (DIN: 00045590) as Non-Executive Independent Director for a second term on the Board of the Company.

I now enclose the following:

- a) My report to the Chairman of the Company on the result of the postal ballots conducted only through the electronic voting process.
- b) The register showing the particulars of the e-votes registered on the National Securities Depository Limited ("NSDL") e-voting system in respect of the said Resolution.

Thanking-you.

Yours faithfully,

Mitesh Dilip Digitally signed by
Mitesh Dilip Dhabliwala
Date: 2023.12.21
11:22:11 +05'30'
Dhabliwala

Mitesh Dhabliwala
Parikh & Associates
Encl.: As above.

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

Report of Scrutinizer

I, Mitesh Dhaliwala, of Parikh & Associates, Practising Company Secretaries (Membership No. FCS 8331 CP 9511), having my office at 111, 11th Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl. Estate, Off Link Road, Andheri (West), Mumbai-400053, have been appointed as the Scrutinizer to conduct the Postal ballot process through electronic voting process ("remote e-voting") in respect of the Special Resolution for re-appointment of Mr. Sunil Siddharth Lalbhai (DIN: 00045590) as Non-Executive Independent Director for a second term on the Board of the Company

pursuant to the Postal Ballot Notice dated November 02, 2023, issued under Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 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') and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') vide its 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 and pursuant to other applicable laws and regulations.

The Postal Ballot Notice dated November 02, 2023 along with statement setting out material facts under Section 102 of the Act in respect of the above mentioned resolution, as confirmed by the Company, was sent, electronically only to the Members whose names appeared in the Register of Members / List of Beneficial Owners as received from Depositories and whose e-mail addresses were registered with the Company/ Depositories.

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.

The shareholders of the Company holding shares as on the "cut-off" date of Friday, November 17, 2023 were entitled to vote on the resolution as contained in the Notice.

The voting period for remote e-voting commenced at 9.00 a.m. (IST) on Tuesday, November 21, 2023 and ended at 5.00 p.m. (IST) on Wednesday, December 20, 2023 and the NSDL e-voting module was disabled thereafter.

The votes cast under remote e-voting facility were thereafter unblocked.

I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the NSDL e-voting system and have maintained a register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014, as amended.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, rules and the MCA Circulars relating to remote e-voting on the Resolution contained in the notice of Postal Ballot.

My responsibility as scrutinizer for the voting on postal ballot through remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the said resolution.

I now submit my Scrutinizer Report on the results of the voting by postal ballot only through the remote e-voting process in respect of the said Special Resolution as under:

Resolution 1: Special Resolution

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

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

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
705	11,21,45,086	99.86

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

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
57	1,55,523	0.14

(iii) **Invalid votes:**

Number of members voted	Number of invalid votes cast (Shares)
NIL	NIL

Dated: December 21, 2023
Place: Mumbai

Signature: Mitesh Dilip Dhabliwala
Digitally signed by Mitesh Dilip Dhabliwala
Date: 2023.12.21 11:22:38 +05'30'
Name: Mitesh Dhabliwala
Scrutinizer
FCS: 8331 CP: 9511
P/R No.: 1129/2021
UDIN: F008331E002999572

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