

TRANSCRIPT OF THE 141ST ANNUAL GENERAL MEETING OF THE BOMBAY DYEING AND MANUFACTURING COMPANY LTD. HELD ON THURSDAY, 9TH SEPTEMBER, 2021 AT 03:00 P.M. THROUGH VIDEO CONFERENCE.

The following Directors were present:

- Mr. Nusli N. Wadia, Chairman
- Mr. Keki M. Elavia, Chairman of the Audit Committee
- Mr. Vinesh Kumar Jairath, Chairman of the Nomination and Remuneration Committee
- Mr. Sunil S. Lalbhai, Chairman of the Stakeholders' Relationship Committee
- Mr. Ness N. Wadia
- Dr. (Mrs.) Minnie Bodhanwala
- Ms. Gauri Kirloskar
- Mr. Rajesh Batra

Others present:

- Mr. Paresh H. Clerk from M/s Bansi S. Mehta & Co., Statutory Auditors
- Mr. P. N. Parikh, Mr. Mitesh Dhaliwala and Ms. Sarvari Shah from M/s Parikh & Associates, Practising Company Secretaries
- Mr. Dushyant Dave, Cost Auditor
- Mr. Manesh Patel and Mr. Ketan Chhowala from M/s Ernst & Young LLP, Internal Auditors
- Mr. Suresh Khurana, Manager
- Mr. Hitesh Vora, Chief Financial Officer
- Mr. Sanjive Arora, Company Secretary

Moderator:

Dear Shareholders, good afternoon and welcome to the 141st Annual General Meeting of The Bombay Dyeing and Manufacturing Company Limited through video conference. We have with us in this meeting Mr. Nusli N. Wadia, Chairman, Directors of the Company, Manager, Chief Financial Officer & Company Secretary. We also have with us representatives of the Statutory Auditors and Practising Company Secretary of the Company.

For the smooth conduct of the meeting, the Members will be on mute mode during the meeting. Audio and video will be enabled for those who have pre-registered with the Company to speak during the AGM. Please note that, as per the requirements, the proceedings of the Annual General Meeting will be recorded and made available on the website of the Company.

I now hand over the proceedings to Mr. Nusli N. Wadia, Chairman of the Company. Over to you, Sir.

Chairman:

Good afternoon to everybody. I welcome all the Members to the 141st AGM of the Company which is being conducted through Video Conference. Live streaming of this meeting is being broadcast on the NSDL website. The Company Secretary has informed that the quorum of Members, as required under law, is present. The Company has taken requisite steps to enable members to participate and vote on the items specified in the Notice of the AGM. The statutory registers required to be kept for inspection during the AGM are available for inspection of Members on the NSDL site.

The Notice of 141st AGM and Annual Report for the Financial Year 2020-21 was sent by e-mail to Members whose e-mail addresses are registered with the Company or the Depository Participant(s). Those members who have not registered their e-mail addresses with the Company can access the Annual Report through the Company's website. Since the Notice, Directors Report & Financial Statements have already been circulated to members; I take these documents as read. There are no comments or qualifications in the Report of the Statutory Auditors for the Financial Year and the Auditors' Report is taken as read.

Moderator:

Thank you Sir. May I request the Chairman to deliver his speech now.

Chairman:

Welcome to all the shareholders who are online. I would again like to welcome you to the 141st Annual General Meeting and I thank all the Members who are attending, for joining this meeting. I hope that all of you and your families are safe and in good health and the pandemic has not affected you and your lives too severely.

The Covid pandemic and distancing norms, we are holding the General Meeting now through video conference. This complies with the directions of the Ministry of Corporate Affairs. On behalf of Bombay Dyeing and the Board of Directors, I want to thank you for taking your time to join us. Your trust and support over the last years and so many decades have given us the confidence to push ourselves, overcome challenges, and complexities year after year.

I would like to now brief you on the performance of the Company during the year. The Company's turnover was at Rs. 1,225.71 crore as against Rs.1,944.66 crores in the previous year. The loss after tax was 469.10 crore as against a profit of Rs. 327.87 crores in the previous year.

In Bombay Realty, the revenues from real estate activity for FY 2020-21 was Rs. 410.17 crore as compared to Rs. 548.93 crore in FY 2019-20. The construction of the two towers at Island City Center ("ICC") is complete and full OC is expected

shortly which was delayed due to the Covid-19 pandemic and the consequent lockdown. The real estate segment which was already reeling under the impact of the economic slowdown and thereby weak sales had to also face the brunt of the Covid-19 impact. The footfalls of customers have been severely impacted. Very few buyers were able to visit the sites and this has resulted in difficulties in selling some of the inventories over the last year. Demand for residential real estate revived from October'20 as homebuyers took advantage of low mortgage rates and various measures announced by the State and Central Government including lower stamp duty for the limited period. Also, the Company has, through its network of Channel Partners and a strong Sales and Marketing Team, achieved commendable numbers in the second half of the financial year. The Company expects the economic activity to open up in a phased manner and gradually pick up and bring normalcy to its operations.

In PSF, the Company's operations were shut down from 25th March, 2020 as per the Government's direction for combating Covid-19 in order to ensure safety of the workmen and employees at the plant. The plant restarted on 4th June, 2020. Due to the above, the average capacity utilization was 63%, significantly lower than the previous year of 87%. However, capacity utilization was significantly better than the industry average which was around 60%. The Polyester division achieved a turnover of Rs. 755.26 crore during the year ended 31st March, 2021 as compared to Rs. 1,114.58 crore in the previous year. The Company is now focusing on better realizations through specialty products and optimizing its fixed costs to improve profitability.

Home & You was also severely impacted by the covid as retail itself was impacted across the country. The Company's turnover was Rs. 27.99 crore during the year ended 31st March, 2021, as compared to Rs. 231.11 crore in the previous year. The business has been limping back to normalcy and the Company is now taking the necessary measures to mitigate the challenges being faced in the business including the high-interest cost burden.

Considering the financial results of the Company for FY 2020-21 in pandemic times the Company is unable to declare the dividend on equity shares for the year. Consequently, no dividend also would be payable on the 8% Non-convertible Non-cumulative Preference Shares of Rs. 100 each for FY 2020-21.

We have the good fortune of having been able to welcome a new director on the Board Mr. Rajesh Batra, and Mr. Suresh Khurana, CEO (PSF) has been elevated as Manager under section 2(51), 2(53) and 203 of the Companies Act, 2013 for a period of two years w.e.f. 9th August, 2021. The resolutions for these appointments are proposed in the AGM for the approval of members.

My sincere thanks to all you shareholders for the continued trust and support which you give us. It's been a difficult year and we believe that we will overcome the difficulties in the coming year and hopefully will revert back to a profitable situation in the not too distant future and be able to service the dividend that we have done for

over a century and a half. Thank you and may I wish you all and your families stay safe and healthy.

Moderator:

Thank you Sir. The next item on the agenda is the Shareholders' speech. Over to you Chairman.

Chairman:

The first speaker is Ms. Lekha Satish Shah.

Moderator:

We would request you to kindly restrict your questions or comments to 3 minutes please.

Ms. Lekha Satish Shah:

Sir, though times are tough and unpredictable currently, I am sure that our Company has ability to deliver to growth and increase its shareholders value in the coming years. I am happy to see all the good deeds that you have done during this difficult time. Sir I would like to ask few questions. My first question is, what are the learnings from the lockdown and how is the Company implementing those learnings? My second question is, has there been any impact of covid second wave on the Company's operations? My third question is, how is our Company operating? Are we operating from home, or they are working from the office? My fourth question is, are all our employees vaccinated against covid-19? My fifth question is, how many of our employees were affected by covid-19? I strongly propose all the resolutions for today's meeting and my best wishes always our Company and its prosperity. Thank you sir.

Chairman:

Thank you. The next speaker is Mr. Yusuf Rangwala

Moderator:

Yes sir, the next speaker is on audio question. We will unmute the line for Mr. Rangwala.

Mr. Rangwala I would now request you to kindly speak to the Chairman. Request you to kindly restrict your questions or comments to 3 minutes, please.

Mr. Yusuf Rangawala:

Now I will come directly on point. I would like to know how big are the two ICC towers constructed in Worli? Are all the flats are sold? When it will open for occupation? What was the loss of the PSF plant when it was closed? How many staff you have removed from services? What are the total number of people working in the Company? What was the total loss during covid? My humble request, in the month of January or February, please arrange a factory visit to Patalganga plant for the shareholders. Company's share price is good. Thank you very much.

Chairman:

Thank you Mr. Rangwala. Mr. Manoj Kumar Gupta.

Moderator:

Yes Mr. Gupta. Request you to kindly restrict your questions to 3 minutes, please.

Mr. Manoj Kumar Gupta:

We pray to God for the good health of the Chairman and the Board of Directors of the Company during these Covid times and hope that the situation improves soon. I welcome the new Manager and wish him success in fulfilling the Company's vision in coming time. I thank the Company Secretary and his team who has helped us to join this meeting through video conference. Sir I will not raise any questions. I will write a letter to you and you ask the Secretarial Department to send proper reply. Sir just increase the value of discount coupons. Why our Company is offering the discount throughout the year? Thank you.

Chairman:

Thank you Manoj, thank you. Mr. Dinesh Bhatia.

Mr. Dinesh Bhatia:

First of all I wish to congratulate you and your team for maintaining the Company's revenue even during the pandemic though there are some losses. Wadia group is doing very good work through their donations to the Wadia hospitals for children and women. The pandemic period has affected the textile and realty business. I only have one question. What is the new Textile Policy announced by the government recently and how it will benefit the Company? I support all the resolutions. Thank you sir.

Chairman:

Thank you Mr. Bhatia. Dinesh Kotecha.

Moderator:

Mr. Kotecha has not joined Sir. We have the next speaker shareholder, Mrs. H. S. Patel. Mrs. Patel you may like to address the Chairman?

Mrs. Hutokshi Sam Patel:

I welcome on Board Mr. Rajesh Batra and Mr. Suresh Khurana. I hope they bring with them their knowledge. I am thankful to NSDL and Chorus for the actual participation in this meeting. I support all your resolutions sir. I congratulate the whole team of Bombay Dyeing specially their Real Estate team for making very beautiful and gorgeous the two towers at the Island City ICC. How will the Company benefit from the incentive scheme announced by the government for the textile sector? How much the Company is contributing towards the green energy revolution? Why has the Managing Director stepped down? Consider appointing him as an additional director. It is mainly due to the lockdown and closing of PSF operations due to Covid 19 pandemic, the Company's performance was down but surely by God's grace and the hard work of all the employees, the performance will improve within a few months. The revenues of the Realty, Polyester Fibre and Home & You divisions have come down. Thank you very much and God bless the Wadia group companies.

Chairman:

Thank you.

Moderator:

Thank you Mrs. Patel. We have the next speaker shareholder. I now invite Mr. Kaushik Shahukar to speak. May I request the participants to restrict your questions or comments to 3 minutes, please.

Mr. Kaushik Shahukar:

I admire the philanthropic work of the Company. You have made and are making a positive change in our society. I would like to thank the Board of Directors for giving me an opportunity to speak. I support all the resolutions and I have voted all in favour.

Moderator:

Thank you Mr. Shahukar. I now invite the next speaker shareholder, Ms. Celestine Mascarenhas to speak. May I request the participants to restrict their questions or comments to 3 minutes, please.

Mrs. Celestine Elizabeth Mascarenhas:

I give my thanks to the Chorus platform whereby I am audible and visible in the meeting. The annual report is well documented, informative and self-explanatory. I thank the Secretarial Team for it. The Company's revenues have come down, there is PAT loss and no dividend. Covid has made all these disruptions. The Company has done good CSR work especially in this difficult Covid times. Sir now I go to my queries. When will the Company make profit? How many employees were affected by Covid? Any fatalities? How many recovered and what is the vaccination level? Are both the vaccinations done? The towers of Island City Center, ICC, Dadar are completed. Have we received the OC and if received, how much revenue is expected from these two ICC Towers? What is the capacity utilisation of PSF Plant at Patalganga? It was standstill for about 7-8 months. How much is the capacity utilisation currently? Has the retail business Home & You gone up because of the festival season? Are we manufacturing the bedsheets and the towels? If yes, can we apply for the PLI Scheme? What is the future roadmap for the next 3 years? What is the future Capex? I have supported all the resolutions. I wish our Company all the best and the full Bombay Dyeing team good health.

Chairman:

Thank you.

Moderator:

Thank you Mrs. Mascarenhas. I now invite Mr. Sharadkumar Shah to speak.

Mr. Sharadkumar Shah:

I have registered myself as speaker and sent all queries alongwith the speaker name on the same day. I have received the replies for all my questions and also received the hard copy of the annual report. From the replies received, there is one point regarding Furnace Oil, LSHS and HSD. My suggestion is that the Company should go for green energy by using alternatives like PNG or other gas even if it is at a higher cost for keeping the environment clean. I would like to know how much the Company has spent on construction of the two ICC Towers in Worli or at Dadar? What is the basic construction cost including per sq.ft.? That is my only question if you can clarify. Thank you very much sir.

Chairman:

Thank you.

Moderator:

Thank you Mr. Shah. We have the next question on audio. I now invite Mr. K. Bharat Raj to speak. Requesting the speakers to kindly restrict their questions or comments to 3 minutes please.

Mr. K. Bharat Raj:

I thank the Secretarial team for arranging the meeting through video conference. Chorus is a very good platform for attending online meeting without disturbance. I am happy and elated that in this pandemic also you have done very good. Sir, regarding this Bombay Realty, what is the status of sale of flats, what is the percentage of flats sold and how many flats are pending for sale? In this pandemic time has the Company provided vaccination to all the employees? What are the calamities due to the pandemic and what are the provisions given to the families? I have very much interest to visit our plant. Please give instructions for arranging a plant visit. Once again Mr. Wadia, we believe in your leadership and legacy. I support all the resolutions. In the next year we wish your good results and good leadership. Thank you very much.

Moderator:

Thank you Mr. Raj. I now invite the next speaker on audio, Mrs. Homayun Pouredahi. Requesting the speaker to kindly restrict your questions or comments to 3 minutes please.

Mrs. Homayun Beruz Pouredahi:

We are missing our physical AGMs a lot and also the plant visits organised by the Company for the shareholders. Now we just want to know, are we under the essential services? Did you have any problem of supply chain during lockdown? Was our plant running to full capacity during lockdown? Regarding your Go Air, is it included in Bombay Dyeing or is it a separate entity? We are very proud of the Wadias and what they are doing. They are a very reputed family. Your products are just high class. Everybody knows that and Bombay Dyeing means household products, guaranteed product and Wadia products.

Moderator:

Thank you Mrs. Pouredahi. I now invite the next speaker, Mr. Hiranand Kotwani to speak. Requesting the speaker to kindly restrict your questions or comments to 3 minutes please.

Mr. Hiranand Kotwani:

The Company has a great legacy but has not been upto the mark because it is losing market. The Company is well known not only in India but globally also. The Company has discontinued its textiles manufacturing business which is not a good step. If you manufacture anything in the textile sector, that will be great. Marketing

should be good. The Company has great potential in textile sector and can reach great heights by inventing new products, new marketing, and outsourcing manufacturing. What is your plan for future vision and mission for the next 2-3 years? Any plan for new products? How will the Company reward the investors? Good luck to all the people who are attending this meeting and particularly our organisation.

Moderator:

Thank you Mr. Kotwani. We now have speaker shareholder No. 5 also connected. I now invite Mr. Dinesh Kotecha to speak. Requesting you to kindly restrict your questions or comments to 3 minutes please. Mr. Kotecha.

Mr. Dinesh Kotecha:

I would like to know when the entire ICC project will be completed, in which year. How will the Company benefit from the new PLI scheme declared by the government? Are we venturing into technical textiles? That is a big field where the government has given lot of sops. What about separating the realty unit from the Company and forming a new company Bombay Realty? What is the position of the disputed cases reported in the balance sheet? How many have been resolved? What is the time frame for getting them resolved at the earliest? Company should take advantage of the government amnesty schemes given under various laws to close the disputed cases. The Company has skipped dividend this year. The book value is negative for the first time after so many years. Company has been trying to improve its financial operations for the last 2-3 years however some alternative has to be thought of to bring the Company back on rails. I really wish that all the combined efforts of the Company bring profit. I thank the Secretarial team for sending me the annual report. The two ICC Towers are the strength of the Company and hope that it will be a big factor in bringing Bombay Dyeing back to profits in future.

Chairman:

Thank you.

Moderator:

Thank you Mr. Kotecha. We have the next speaker again on audio. I now invite Ms. Vasuda Dakwe to speak. Requesting you to kindly restrict your questions or comments to 3 minutes please.

Ms. Vasuda Dakwe:

I would like to thank our Company Secretary for sending me the soft copy of the annual report well in advance which is self-explanatory, clear and transparent. I would like to ask what is your next three years roadmap? Secondly, I would like to

ask cost of covid 19 on our current employees, those who are working from home as well as those who are on casual and contract basis. What steps you have taken for them? With this, I support all the resolutions. Best wishes for the coming festivals.

Chairman:

Thank you.

Moderator:

Thank you. I now invite the next speaker Mr. Jaydip Bakshi to speak. Request you to kindly restrict your questions or comments to 3 minutes please.

Mr. Jaydip Bakshi:

Thanks to our Company Secretary for giving me an opportunity to express my views in the meeting. The economic slowdown has affected business in all sectors and across all fields and it has been in our business also. Our financial status is well explained in our annual report. Regarding the Island City Center, what is the booking status at present and what is the completion target status? What are the plans to mitigate the challenges and the interest cost burden? What is our plan for the increase of foreign exchange earning? I have full faith in the Company's management and team. The entire team will come out with better results in the coming years and I support all the resolutions.

Chairman:

Thank you.

Moderator:

I now invite the next speaker Ms. Nisha Shenoy to speak. Requesting you to kindly restrict your questions or comments to 3 minutes please.

Ms. Nisha Shenoy:

I received the soft copy of the annual report through email which is informative, colourful, transparent and contains all the information as per the corporate governance. I thank the Secretarial team for the same. I should not forget to thank you once again for giving me this opportunity to speak during the meeting. We are living in the days where everything is unpredictable and in such circumstances, running a company like Bombay Dyeing is a great thing. I appreciate that. I have few questions. What is the Company's roadmap for the next 2 years? What is the effect of Covid 19 on the Company and what are its challenges? Do we come under the purview of GST, if yes, what is the rate? Is there any effect on our Company after the introduction of new budget in the parliament? I wish the Company good luck for a

bright future and pray God that the profit of the Company shall reach the peak in due course. I support all the resolutions put forth in today's meeting. Thank you sir.

Chairman:

Thank you.

Moderator:

That was the last question Sir. I would now request the Chairman to comment on the queries raised by the shareholders.

Chairman:

Thank you very much for participating in the AGM. As explained the queries submitted by the members before the stipulated timeline have been responded to. On the unanswered queries that have come in now, we will send you the replies to the registered email ids within a short period of time. As I conclude I would like to once again thank you our valued shareholders for your continued support and goodwill. Let me take this opportunity to wish you and your families the very best for a safe and healthier tomorrow. I would also urge you to continue to follow all the Covid protocols in fighting against the pandemic. Please stay safe and stay healthy.

Moderator:

Thank you, Sir. The next item on the Agenda is Resolutions. I would request the Chairman of Bombay Dyeing and Manufacturing Company Limited to initiate the proceedings.

Chairman:

As per the notice, there are 6 resolutions to be passed. I now authorize Sanjive Arora, Company Secretary to conduct the e-voting and conclude the meeting. I would like to thank all the Members, Directors and Officials who have participated in the meeting. With your consent, I and the Board members would like to take leave and wish all the members the best of health and safety in the year ahead.

Moderator:

Over to you Mr. Arora for the resolutions. Mr. Arora request you to kindly unmute your line.

Mr. Sanjive Arora:

Thank you Mr. Myron. I would now inform the shareholders about the business to be transacted which are as follows :

Resolution No. 1 - To receive, consider and adopt (a) The Audited Standalone Financial Statement of the Company for the financial year ended 31st March, 2021, together with the Reports of the Board of Directors and the Auditors thereon. (b) The Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2021, together with the Report of the Auditors thereon.

Resolution No. 2 is appointment of Mr. Nusli N. Wadia as Non-Executive/ Promoter Director, who retires by rotation and is eligible for re-appointment.

Resolution No. 3 is ratification of remuneration of Cost Auditors for the financial year ending 31st March, 2022.

And the resolution No. 4 is for the approval for appointment and fixation of remuneration of Mr. Suresh Khurana as a Manager of the Company for a period of two years.

With regard to Resolution No. 5, it is for approval for appointment of Mr. Rajesh Batra as an Independent Director of the Company for a term of five consecutive years.

And resolution No. 6 is for approval for re-appointment of Mr. Vinesh Kumar Jairath as a Non-Executive Independent Director of the Company for a second term of five consecutive years commencing from 9th February, 2022 up to 8th February, 2027.

I would like to inform the shareholders that the remote e-voting facility was provided by the Company between Monday, 6th September, 2021 (9:00 AM IST) and Wednesday, 8th September, 2021 (5:00 PM IST).

E-voting will be allowed to all those Members present at the AGM who have not cast their votes through remote e-voting. The Members may click on e-voting tab to cast their votes. The e-voting will be open for 30 minutes.

The Company has appointed M/s. Parikh & Associates, Practicing Company Secretaries, Mumbai as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

Results of the e-voting will be announced on or before 11th September, 2021 and the same would be intimated to Stock Exchanges and uploaded on the websites of the Company and NSDL.

I would like to thank all the Members and Directors who have participated in the meeting and co-operated with the Company in ensuring the smooth conduct of this virtual AGM. Thank you.