

दी बॉम्बे डायिंग अँड

मॅन्युफॅक्चरिंग कंपनी लिमिटेड

नोंदणीकृत कार्यालय: नेव्हेल हाऊस, जे. एन. हेरिडिया मार्ग, बॅलॉई इस्ट, मुंबई-४०००११

कॉर्पोरेट कार्यालय: सी-१, वाडिया इंटर्नॅशनल सेंटर,

पांडुरंग बुधकर मार्ग, वरळी, मुंबई-४०००२५,

दूर.: ०२२-६६६२ ०००० ई-मेल आवडी: grievance_redressal_cell@bombaydyeing.com

सोसायटय: एल१७१२०एमएच१८७९पीएलसी०००३७

फॉर्म नं. सीएए.२

[कलम २३० (३) आणि नियम ६ व ७ ला अनुसरून]

कंपनी अर्ज क्र. १२७१ सन २०१८

दी बॉम्बे डायिंग अँड मॅन्युफॅक्चरिंग कंपनी लिमिटेड

....अर्जदार कंपनी

समभाग धारकांच्या सभेच्या सूचनेची जाहिरात

याद्वारे सूचना देण्यांत येते की, दिनांक ५ नोव्हेंबर, २०१८ रोजीच्या एका आदेशाने राष्ट्रीय कंपनी विधी न्यायाधिकरणच्या मुंबई खंडपीठाने ("एनसीएलटी") स्काल सन्डिसेस लिमिटेड ("स्काल" किंवा "विभक्त कंपनी") आणि दी बॉम्बे डायिंग अँड मॅन्युफॅक्चरिंग कंपनी लिमिटेड ("बीडीएमसीएल" किंवा "निर्णायक कंपनी") आणि त्यांचे संबंधित भागधारक यांच्यातील व्यवस्थेच्या योजनेत ("योजना") समाविष्ट असलेल्या व प्रस्तावित व्यवस्थेला विचारांत घेऊन योग्य वाटल्यास सुधारणांसह किंवा शिवाय मंजूर करण्याकरिता सदर कंपनीच्या समभाग धारकांची एक सभा घेण्याचे निर्देश दिले. सदर आदेश आणि त्यामधील निर्देश यानुसार याद्वारे पुढे सूचना देण्यांत येते की, सदर कंपनीच्या समभाग धारकांची एक सभा गुरुवार, ३ जानेवारी, २०१९ रोजी स. ११.०० वा. "रंगस्वर" हॉल, ४ था मजला, वाय. बी. चव्हाण सेंटर, जनरल जगन्नाथराव भोसले मार्ग, नरिमन पॉईंट, मुंबई-४०००२१ येथे होईल. त्या वेळी आणि ठिकाणी सदर समभाग धारकांनी कृपया उपस्थित राहावे.

सदर योजना आणि कलम २३० अंतर्गत निवेदनाच्या विनामूल्य प्रती कंपनीच्या नोंदणीकृत कार्यालय/कॉर्पोरेट कार्यालयातून किंवा त्यांचे वकील मे. हेमंत सेठी अँड कं. यांचे कार्यालय १६०२, नव परमाणु, अमर सिनेमा मागे, चॅम्बर, मुंबई-४०००७१ येथून मिळतील.

सभेत हजर राहून मत देण्यास हक्कदार असणाऱ्या व्यक्ती, व्यक्तीस: किंवा प्रतिपत्रीमार्फत मत देऊ शकतात. तथापि, विहित नमुन्यातील सर्व प्रतिपत्री अर्जदार कंपनीच्या नोंदणीकृत कार्यालयांत सभेपूर्वी किमान ४८ तास अगोदर जमा केले पाहिजेत. प्रतिपत्री प्रपत्रे कंपनीच्या नोंदणीकृत कार्यालयातून मिळू शकतील.

सदर सभेचे अध्यक्ष म्हणून एनसीएलटी ने कंपनीच्या श्री. केकी एन. इलान्हीया आणि ते नसल्यास श्री. विनेश कुमार जयरथ आणि ते नसल्यास श्री. अनिल कुमार हिर्जी आणि ते नसल्यास श्री. आर. ए. शाह यांची नेमणूक केली आहे. उपरोल्लेखित योजनेला सभेने मंजुरी दिल्यास त्यानंतर ती न्यायाधिकरणच्या मंजुरी अधीन असेल.

कंपनीच्या समभागधारकांना याद्वारे कळविण्यांत येते की, कंपनीने २३ नोव्हेंबर, २०१८ च्या कट ऑफ डेट रोजीस असलेल्या कंपनीच्या समभाग धारकांना टपाल मतपत्रिकेसह कंपनी अधिनियम, २०१३ चे कलम १०८, ११० व २३० सह वाचता कंपनीज (कॉम्प्रमायजेस, अँजमेंट्स अँड अमालगमेशन्स) रुल्स, २०१६ सह वाचता सेबी (लिस्टिंग ऑब्लिगेशन्स अँड डिस्क्लोजर रिव्वायर्समेंट्स) रेग्युलेशन्स, २०१५ चे रेग्युलेशन ४४ आणि अन्य प्रयोज्य तरतुदी यास अनुसरून ही सूचना पाठवणे २७ नोव्हेंबर, २०१८ रोजी पूर्ण केलं आहे. प्रस्तावित योजना मंजूर करण्याकरिता कंपनीच्या समभाग धारकांची मंजुरी मिळण्यासाठी ई-व्होटिंग सुविधा देखील उपयोगात आणली जात आहे.

राष्ट्रीय कंपनी विधी न्यायाधिकरण (एनसीएलटी) ने योग्य आणि पारदर्शी पध्दतीने गुप्त मतदान, टपाल मतदान प्रक्रिया आणि ई-व्होटिंग प्रक्रिया पार पाडण्यासाठी तपासणी अधिकारी म्हणून मे. पारिख अँड असोसिएट्स, व्यावसायिक कंपनी सेक्रेटरीज च्या श्री. पी. एन. पारीख आणि ते नसल्यास श्री. मितेश धावलीवाला आणि ते नसल्यास मिस. सर्वरी शाह यांची नियुक्ती केली आहे. सार्वजनिक भागधारकांकडून टपाल मतदान किंवा ई-व्होटिंग द्वारे देण्यांत आलेली मते देखील न्यायालयाकडून बोलावण्यांत आलेल्या सभेचा निकाल जाहीर होण्यात विचारांत घेतली जातील.

कंपनीच्या समभागधारकांना याद्वारे कळविण्यांत येते आणि त्यांनी कृपया ध्यानात ठेवावे की:

- उपरोक्त सूचनेत मांडलेले कामकाज सभासदांनी टपाल मतदान आणि इलेक्ट्रॉनिक माध्यमातून मतदानाद्वारे करावयाचे आहे. काव्ही फिनटेक प्रायव्हेट लिमिटेड (पूर्वीचे नाव काव्ही कॉम्प्युटरशेअर प्रा. लि.) ("काव्ही") च्या ई-व्होटिंग प्लॅटफॉर्म मार्फत कंपनी इलेक्ट्रॉनिक माध्यमातून मतदानाची सुविधा पुरवत आहे. ई-व्होटिंगसाठी आवश्यक निर्देश सदर सूचनेत मांडलेले आहेत.
- मत देण्याकरिता पात्रता टाविण्यासाठी कट-ऑफ डेट आहे २३ नोव्हेंबर, २०१८
- कंपनीने २७ नोव्हेंबर, २०१८ रोजी सदर सूचना पाठवणे पूर्ण केले आहे.
- ई-व्होटिंग सह मतदानाची सुरुवात मंगळवार, ४ डिसेंबर, २०१८ रोजी स. ९.०० वा. होईल आणि ते गुरुवार, २ जानेवारी, २०१९ रोजी स. ५.०० वा. संपेल. मतदानाच्या कालावधीत, कट-ऑफ डेट रोजीस एकतर प्रत्यक्ष प्रकारे किंवा डिमटेरिअलाईज्ड पध्दतीने शेअर्स धारण करणारे कंपनीचे समभागधारक एकतर प्रत्यक्ष टपाल मतदानाने किंवा ई-व्होटिंगद्वारे त्यांचे मत देऊ शकतील.
- कंपनीच्या सभासदांनी कृपा करून २ जानेवारी, २०१९ रोजी स. ५.०० वा. किंवा त्यापूर्वी तपासणी अधिकाऱ्यांकडे रिटसर भरून स्वाक्षरी केलेल्या टपाल मतपत्रिका परत करून त्यांचा होकार किंवा नकार कळवावा.
- च्या समभागधारकांनी रिमोट ई-व्होटिंगने किंवा टपाल मतदानामार्फत त्यांचे मत दिलेले असेल ते देखील सभेस उपस्थित राहू शकतात, परंतु पुन्हा त्यांचे मत देण्यास ते हक्कदार नसतील.
- २ जानेवारी, २०१९ रोजीच्या स. ५.०० नंतर प्रत्यक्ष टपाल मतदानाने किंवा ई-व्होटिंग द्वारे मतदान करण्यास अनुमती दिली जाणार नाही. त्यानंतर सभासदांकडून प्राप्त होणारी कोणतीही टपाल मतपत्रिका वैध नसेल आणि अशा सभासदांकडून उत्तर प्राप्त झाले नाही असे गृहित धरले जाईल आणि त्यानंतर मतदानासाठी ई-व्होटिंग मांडयुल काव्ही निष्क्रिय करेल.
- कोणत्याही सभासदाला टपाल मत पत्रिका मिळाली नसल्यास ते कंपनीकडे अर्ज करून एक नवकल प्रत मिळवू शकतात.
- टपाल मतदानाची सूचना कंपनीची वेबसाईट www.bombaydyeing.com वर आणि काव्हीची वेबसाईट <https://evoting.karvy.com> वर उपलब्ध आहे.
- टपाल मतदानाचा निकाल कंपनीच्या नोंदणीकृत कार्यालयांत टपाल मतदान आणि ई-व्होटिंग संपल्याच्या ४८ तासांत घोषित केला जाईल. निकालास कंपनीच्या नोंदणीकृत कार्यालयांत प्रदर्शित केलं जाईल. कंपनीचे रोखे जेथे सूचिबद्ध आहेत त्या स्टॉक एक्सचेंजला कळवले जातील आणि तपासणी अधिकाऱ्यांच्या अहवालासह कंपनीची वेबसाईट www.bombaydyeing.com वर प्रदर्शित केले जातील.
- प्रत्यक्ष मतदानाद्वारे मतदानासंबंधी कोणत्याही तक्रारी असल्यास श्री. संजीव अरोरा कंपनी सेक्रेटरी यांच्याशी कंपनीच्या कॉर्पोरेट कार्यालयांत किंवा वर दिलेल्या ई-मेल आयडी आणि दूरध्वनी क्रमांकावर संपर्क साधावा आणि इलेक्ट्रॉनिक व्होटिंग संबंधातील तक्रारीसाठी सभासदांनी श्रीमती श्रीप्रिया सॅथिलकुमार काव्ही, यांच्याशी निर्धारित ई-मेल आयडीज evoting@karvy.com वर किंवा दूरध्वनी क्र. +९१ ४० ६७१६ २२२२ वर संपर्क साधावा. पुढे ई व्होटिंग बाबत कोणत्याही चौकशी किंवा समस्येकरिता भागधारक "हेल्प" सेक्शन अंतर्गत evoting.karvy.com वर उपलब्ध फ्रिक्वेंटली आस्वड क्वेश्चन्स (एफएक्व) आणि ई-व्होटिंग मॅन्युअल पाहावे किंवा evoting@karvy.com वर एक ई-मेल लिहावा.

मुंबई

२३ नोव्हेंबर, २०१८

केकी एन. इलान्हीया

सभेसाठी नियुक्त अध्यक्ष

नवशक्ति
मुंबई, गुरुवार, २९ नोव्हेंबर २०१८

**THE BOMBAY DYEING AND
MANUFACTURING COMPANY LIMITED**

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

Corporate Office:- C-1, Wadia International Center,
Pandurang Budhkar Marg, Worli, Mumbai-400 025

Tel: 022-6662 0000 E-mail ID: grievance_redressal_cell@bombaydyeing.com

CIN - L17120MH1879PLC000037

FORM NO. CAA.2

[Pursuant to section 230(3) and rule 6 and 7]

Company Application No. 1271 of 2018

**The Bombay Dyeing and Manufacturing Company Limited
..... Applicant Company**

**ADVERTISEMENT OF NOTICE OF MEETING OF EQUITY
SHAREHOLDERS**

Notice is hereby given that by an order dated the 5th day of November, 2018, the Mumbai Bench of the National Company Law Tribunal ("NCLT") has directed a meeting to be held of the Equity Shareholders of the said company for the purpose of considering and if thought fit, approving with or without modification, the arrangement proposed and embodied in the Scheme of Arrangement between Scal Services Limited ("SCAL" or "Demerged Company") and The Bombay Dyeing and Manufacturing Company Limited ("BDMCL" or "Resulting Company") and their respective Shareholders ("Scheme").

In pursuance of the said order and as directed therein further notice is hereby given that a meeting of Equity Shareholders of the said company will be held at "Rangaswar" Hall, 4th Floor, Y B Chavan Centre, General Jagannathrao Bhonsle Marg, Nariman Point, Mumbai - 400 021 on Thursday, 3rd day of January, 2019 at 11:00 A.M at which time and place the said Equity Shareholders are requested to attend.

Copies of the said Scheme and of the statement under Section 230 can be obtained free of charge at the registered office/corporate office of the company or at the office of its advocates M/s Hemant Sethi & Co., 1602 Nav Parmanu, Behind Amar Cinema, Chembur, Mumbai - 400071. Persons entitled to attend and vote at the meeting, may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the registered office of the Applicant Company not later than 48 hours before the meeting. Forms of proxy can be obtained from the registered office of the Company.

The NCLT has appointed Mr. Keki M. Elavia, and in his absence Mr. Vinesh Kumar Jairath and in his absence Mr. Anil Kumar Hirjee, and in his absence, Mr. R. A. Shah of the Company, as the Chairman of the said Meeting. The above mentioned Scheme, if approved by the meeting, will be subject to the subsequent approval of the Tribunal.

The Equity Shareholders of the Company are hereby informed that the Company has on November 27, 2018 completed the dispatch of the Notice pursuant to Section 108, 110 & 230 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 read with Regulation 44 and other applicable provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 along with Postal Ballot Form to the Equity Shareholders of the Company as at the cut-off date of 23rd day of November, 2018. Postal Ballot with E-Voting facility is also being conducted to seek approval of the Equity Shareholders of the Company to approve the proposed Scheme.

The National Company Law Tribunal (NCLT), has appointed Mr. P. N. Parikh, and failing him Mr. Mitesh Dhabliwala and failing him, Ms. Sarvari Shah from M/s. Parikh & Associates, Practicing Company Secretaries, as Scrutinizer for conducting voting by Poll, Postal Ballot process and E-Voting process in a fair and transparent manner. The votes cast by public shareholders by way of Postal Ballot or E-Voting will also be taken into consideration for declaration of the results of the court convened meeting.

The Equity Shareholders of the Company are also hereby informed and requested to note that:

1. The business as set out in aforesaid notice is to be transacted by the members through Postal Ballot and voting by electronic means. The Company is providing facility for electronics means through E-Voting platform of Karvy Fintech Private Limited (erstwhile known as Karvy Computershare Pvt. Ltd.) ("Karvy"). The necessary instruction for E-Voting have been set out in the said notice.
2. The cut-off date for determining the eligibility to vote is 23rd day of November, 2018.
3. The company has completed dispatch of the said Notice on 27th day of November, 2018.
4. The voting including E-Voting commences on **Tuesday, 4th day of December, 2018 at 9:00 A.M and ends on Thursday, 2nd day of January, 2019 at 5:00 P.M.** During the voting period Equity Shareholders of the company holding shares either in physical form or in a dematerialized form as on cut-off date may cast their vote either through physical Postal Ballot or E-Voting.
5. The members of the Company are requested to communicate their assent or dissent by returning duly filled in and signed Postal Ballot form to the scrutinizer on or before 5:00 P.M. on 2nd day of January, 2019.
6. The equity shareholders who have cast their vote by remote e-voting or through postal ballot may also attend the meeting but shall not be entitled to cast their vote again.
7. Voting through Physical Postal Ballot or E-Voting will not be allowed beyond 5:00 P.M. on 2nd day of January, 2019. Any postal ballot form received from the Member thereafter will not be valid and treated as if reply from the member has not been received and E-Voting module shall be disabled by Karvy for voting thereafter.
8. Any member who has not received the Postal Ballot form may apply to the Company and obtain a duplicate thereof.
9. Postal Ballot notice is available on company's website www.bombaydyeing.com and Karvy's website <https://evoting.karvy.com>.
10. The results of the Postal Ballot would be declared within 48 hours of the conclusion of the Postal Ballot and E-Voting at the registered office of the Company. The results would be displayed at the registered office of the Company, intimated to the stock exchange where the company's Securities are listed and displayed along with the scrutinizers report on the Company's website www.bombaydyeing.com.
11. In case of any grievance connected with voting by Physical Ballot, the Members may contact Mr. Sanjive Arora, Company Secretary at the corporate office of the Company or at email id and telephone number as given above and in case of any grievance connected with electronic voting, the Members may contact Ms. Sripriya Senthilkumar, Karvy at designated email ids: evoting@karvy.com or at telephone no. +91 40 6716 2222. Further in case of any query or issues regarding E-Voting, the shareholders may refer the Frequently Asked Questions (FAQ) and E-Voting manual available at evoting.karvy.com under "Help" section or write an email to evoting@karvy.com.

Mumbai
28th Day of November, 2018

Keki M. Elavia
Chairman appointed for the meeting

**THE BOMBAY DYEING AND
MANUFACTURING COMPANY LIMITED**

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

Corporate Office:- C-1, Wadia International Center,
Pandurang Budhkar Marg, Worli, Mumbai-400 025

Tel: 022-6662 0000 E-mail ID: grievance_redressal_cell@bombaydyeing.com
CIN - L17120MH1879PLC000037

FORM NO. CAA.2

[Pursuant to section 230(3) and rule 6 and 7]

Company Application No. 1271 of 2018

**The Bombay Dyeing and Manufacturing Company Limited
..... Applicant Company**

**ADVERTISEMENT OF NOTICE OF MEETING OF EQUITY
SHAREHOLDERS**

Notice is hereby given that by an order dated the 5th day of November, 2018, the Mumbai Bench of the National Company Law Tribunal ("NCLT") has directed a meeting to be held of the Equity Shareholders of the said company for the purpose of considering and if thought fit, approving with or without modification, the arrangement proposed and embodied in the Scheme of Arrangement between Scal Services Limited ("SCAL" or "Demerged Company") and The Bombay Dyeing and Manufacturing Company Limited ("BDMCL" or "Resulting Company") and their respective Shareholders ("Scheme").

In pursuance of the said order and as directed therein further notice is hereby given that a meeting of Equity Shareholders of the said company will be held at "Rangaswar" Hall, 4th Floor, Y B Chavan Centre, General Jagannathrao Bhonsle Marg, Nariman Point, Mumbai - 400 021 on Thursday, 3rd day of January, 2019 at 11:00 A.M at which time and place the said Equity Shareholders are requested to attend.

Copies of the said Scheme and of the statement under Section 230 can be obtained free of charge at the registered office/corporate office of the company or at the office of its advocates M/s Hemant Sethi & Co., 1602 Nav Parmanu, Behind Amar Cinema, Chembur, Mumbai - 400071. Persons entitled to attend and vote at the meeting, may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the registered office of the Applicant Company not later than 48 hours before the meeting.

Forms of proxy can be obtained from the registered office of the Company.

The NCLT has appointed Mr. Keki M. Elavia, and in his absence Mr. Vinesh Kumar Jairath and in his absence Mr. Anil Kumar Hirjee, and in his absence, Mr. R. A. Shah of the Company, as the Chairman of the said Meeting. The above mentioned Scheme, if approved by the meeting, will be subject to the subsequent approval of the Tribunal.

The Equity Shareholders of the Company are hereby informed that the Company has on November 27, 2018 completed the dispatch of the Notice pursuant to Section 108, 110 & 230 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 read with Regulation 44 and other applicable provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 along with Postal Ballot Form to the Equity Shareholders of the Company as at the cut-off date of 23rd day of November, 2018. Postal Ballot with E-Voting facility is also being conducted to seek approval of the Equity Shareholders of the Company to approve the proposed Scheme.

The National Company Law Tribunal (NCLT), has appointed Mr. P. N. Parikh, and failing him Mr. Mitesh Dhawliwala and failing him, Ms. Sarvari Shah from M/s. Parikh & Associates, Practicing Company Secretaries, as Scrutinizer for conducting voting by Poll, Postal Ballot process and E-Voting process in a fair and transparent manner. The votes cast by public shareholders by way of Postal Ballot or E-Voting will also be taken into consideration for declaration of the results of the court convened meeting.

The Equity Shareholders of the Company are also hereby informed and requested to note that:

1. The business as set out in aforesaid notice is to be transacted by the members through Postal Ballot and voting by electronic means. The Company is providing facility for electronics means through E-Voting platform of Karvy Fintech Private Limited (erstwhile known as Karvy Computershare Pvt. Ltd.) ("Karvy"). The necessary instruction for E-Voting have been set out in the said notice.
2. The cut-off date for determining the eligibility to vote is 23rd day of November, 2018.
3. The company has completed dispatch of the said Notice on 27th day of November, 2018.
4. The voting including E-Voting commences on **Tuesday, 4th day of December, 2018 at 9:00 A.M and ends on Thursday, 2nd day of January, 2019 at 5:00 P.M.** During the voting period Equity Shareholders of the company holding shares either in physical form or in a dematerialized form as on cut-off date may cast their vote either through physical Postal Ballot or E-Voting.
5. The members of the Company are requested to communicate their assent or dissent by returning duly filled in and signed Postal Ballot form to the scrutinizer on or before 5:00 P.M. on 2nd day of January, 2019.
6. The equity shareholders who have cast their vote by remote e-voting or through postal ballot may also attend the meeting but shall not be entitled to cast their vote again.
7. Voting through Physical Postal Ballot or E-Voting will not be allowed beyond 5:00 P.M. on 2nd day of January, 2019. Any postal ballot form received from the Member thereafter will not be valid and treated as if reply from the member has not been received and E-Voting module shall be disabled by Karvy for voting thereafter.
8. Any member who has not received the Postal Ballot form may apply to the Company and obtain a duplicate thereof.
9. Postal Ballot notice is available on company's website www.bombaydyeing.com and Karvy's website <https://evoting.karvy.com>.
10. The results of the Postal Ballot would be declared within 48 hours of the conclusion of the Postal Ballot and E-Voting at the registered office of the Company. The results would be displayed at the registered office of the Company, intimated to the stock exchange where the company's Securities are listed and displayed along with the scrutinizers report on the Company's website www.bombaydyeing.com.
11. In case of any grievance connected with voting by Physical Ballot, the Members may contact Mr. Sanjive Arora, Company Secretary at the corporate office of the Company or at email id and telephone number as given above and in case of any grievance connected with electronic voting, the Members may contact Ms. Sripriya Senthilkumar, Karvy at designated email id: evoting@karvy.com or at telephone no. +91 40 6716 2222. Further in case of any query or issues regarding E-Voting, the shareholders may refer the Frequently Asked Questions (FAQ) and E-Voting manual available at evoting.karvy.com under "Help" section or write an email to evoting@karvy.com.

Mumbai

28th Day of November, 2018

Keki M. Elavia

Chairman appointed for the meeting