



July 14, 2016

The Secretary,
Corporate Relationship Dept.,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

The Secretary,
National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor,
Plot No. C/1, 'G' Block,
Bandra-Kurla Complex,
Bandra(E),
Mumbai – 400 051

Dear Sirs,

Sub : Quarterly Compliance Report on Corporate Governance.

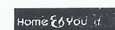
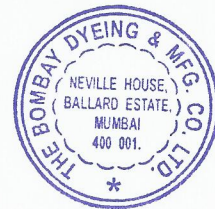
As required in terms of Reg. 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing the Quarterly Compliance Report on Corporate Governance for the quarter ended 30th June, 2016 in the prescribed format.

We trust you will find this in order.

Yours faithfully,
For THE BOMBAY DYEING & MFG. CO. LTD.

SANJIVE ARORA
Company Secretary

Encl : As above.



THE BOMBAY DYEING & MANUFACTURING CO. LTD.

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Office: +91 22 666 20000. Fax: +91 22 661 92001. Website: www.bombaydyeing.com. Email: corporate@bombaydyeing.com. CIN: L17120MH1879PLC000037

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

ANNEXURE I

Name of the Entity : The Bombay Dyeing and Manufacturing Company Ltd.

Quarter ending : 30th June, 2016

I. Composition of Board of Directors								
Title (Mr./ Ms.)	Name of the Director	PAN [*] & DIN	Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee) [§]	Date of Appointment in the current term/ cessation	Tenure	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Nusli N. Wadia	AAAPW0 990M & 00015731	Chairman- Non- Executive- Promoter	08-Aug-14		6	0	0
Mr.	A. K. Hirjee	AAAPH25 49D & 00044765	Non- Executive- Independent	08-Aug-14/ 07-Aug-19	5 years	3	3	2
Mr.	R. A. Shah	ABIPS183 9C & 00009851	Non- Executive- Independent	08-Aug-14/ 07-Aug-19	5 years	10	5	3
Mr.	S. M. Palia	AABPP21 38D & 00031145	Non- Executive- Independent	08-Aug-14/ 07-Aug-19	5 years	2	1	1
Mr.	S. Ragothaman	AAFPR68 33B & 00042395	Non- Executive- Independent	08-Aug-14/ 07-Aug-19	5 years	6	4	1
Mr.	S. S. Kelkar	AAFPO8 64R & 00015883	Non- Executive- Independent	08-Aug-14/ 07-Aug-19	5 years	2	2	1
Mr.	Ness N. Wadia	AAAPW0 814G & 00036049	Non- Executive- Promoter	06-Aug-15/		4	3	0
Mr.	Ishaat Hussain	AAVPH63 48F & 00027891	Non- Executive- Independent	08-Aug-14/ 07-Aug-19	5 years	6	4	3
Ms.	Sheela Bhide	AFAPB08 75P & 01843547	Non- Executive- Independent	06-Aug-15/ 04-Aug-20	5 years	4	1	2
Mr.	Jehangir N. Wadia	AAAPW0 989N & 00088831	Managing Director- Promoter	01-Apr-11		3	2	0

^{*}PAN number of any director would not be displayed on the website of Stock Exchange
[§]Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen
^{*} to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

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II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) [§]
1. Audit Committee	Mr. Ishaat Hussain	Chairperson-Non-Executive-Independent
	Mr. S. Ragothaman	Non-Executive-Independent
	Mr. R. A. Shah	Non-Executive-Independent
	Mr. S. S. Kelkar	Non-Executive-Independent
	Mr. S. M. Palia	Non-Executive-Independent
2. Nomination & Remuneration Committee	Mr. S. M. Palia	Chairperson-Non-Executive-Independent
	Mr. Nusli N. Wadia	Non-Executive-Promoter
	Mr. R. A. Shah	Non-Executive-Independent
	Mr. A. K. Hirjee	Non-Executive-Independent
	Mr. S. Ragothaman	Non-Executive-Independent
3. Risk Management Committee (if applicable)	Not Applicable	Not Applicable
4. Stakeholders Relationship Committee	Mr. S. S. Kelkar	Chairperson-Non-Executive-Independent
	Mr. A. K. Hirjee	Non-Executive-Independent
	Mr. Jehangir N. Wadia	Managing Director-Promoter

[§]Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
08-Feb-16	23-Apr-16	
31-Mar-16	27-May-16	33

IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee			
16-May-16	Yes	05-Feb-16	100
26-May-16	Yes		10
Nomination & Remuneration Committee			
27-May-16	Yes	31-Mar-16	56
Stakeholders Relationship Committee			
Nil		30-Mar-16	

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) ^{refer note below}
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA
Note	
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.	
2 If status is "No" details of non-compliance may be given here.	



VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 :
 - a. Audit Committee – **Yes**
 - b. Nomination & remuneration committee – **Yes**
 - c. Stakeholders relationship committee – **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) – **NA**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - **Yes**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: **This Report will be placed before the Board of Directors at the Board Meeting scheduled in August 2016.**

For THE BOMBAY DYEING & MFG. CO. LTD.



SANJIVE ARORA
Company Secretary

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

