

11<sup>th</sup> August, 2017

The Secretary,  
BSE Ltd.,  
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 and Proceedings of the 137<sup>th</sup> Annual General Meeting (“AGM”) of the Company held on 10<sup>th</sup> August, 2017.**

**Ref: Regulation 44(3) and 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

This is to inform you that 137<sup>th</sup> Annual General Meeting of the Company was held on Thursday, 10<sup>th</sup> August, 2017, at 3.45 p.m. at Yashwantrao Chavan Center Auditorium, General Jagannathrao Bhosale Marg, Nariman Point, Mumbai - 400 021.

Enclosed please find the following disclosures in respect of the above:

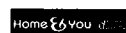
1. Voting Results of the AGM of the Company under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”), along with Scrutinizer’s Report which are attached herewith as **Annexure A** and **Annexure B** respectively.
2. Summary of Proceedings of the AGM as required under Reg. 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Part - A of Schedule III of LODR Regulations, which is attached herewith as **Annexure C**.

You are requested to take note of the above.

Yours faithfully,  
For **The Bombay Dyeing & Mfg. Co. Ltd.**

  
**SANJIVE ARORA**  
Company Secretary

Encl: As above



**THE BOMBAY DYEING & MANUFACTURING CO. LTD.**



**Cc:**

**National Securities Depository Ltd.,  
Trade World, 4<sup>th</sup> Floor, Kamala Mills Compound,  
S. Bapat Marg, Lower Parel,  
MUMBAI – 400 013.**

**Central Depository Services (India) Ltd.,  
Phiroze Jeejeebhoy Towers, 16<sup>th</sup> Floor,  
Dalal Street,  
Mumbai- 400 023.**

**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,  
14<sup>th</sup> Floor, 388, Greenwich Street,  
NEWYORK, NY (USA) 10013.**

**M/s Karvy Computershare Private Limited  
Karvy Selenium Tower B,  
Plot 31-32, Gachibowli,  
Financial District, Nanakramguda,  
Hyderabad – 500 032**

## Annexure A

|                                                                               |                              |
|-------------------------------------------------------------------------------|------------------------------|
|                                                                               | BOMBAY DYEING & MFG. CO. LTD |
| Date of the AGM/EGM                                                           | 10-08-2017                   |
| Total number of shareholders on record date                                   | 101553                       |
| No. of shareholders present in the meeting either in person or through proxy: |                              |
| Promoters and Promoter Group:                                                 | 2                            |
| Public:                                                                       | 277                          |
| 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)                                  | ORDINARY - To receive, consider and adopt (a) the Audited Financial Statement of the Company for the financial year ended 31st March, 2017, 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, 2017, 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 |
| Promoter and Promoter Group                                               | E-Voting                                                                                                                                                                                                                                                                                                                                                                                   | 108122618              | 108122618               | 100.0000                                                  | 108122618                    | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Poll                                                                                                                                                                                                                                                                                                                                                                                       |                        | 0                       | 0.0000                                                    | 00                           | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                                                                                                                                                                                                                                                                                                                                                              |                        | 0                       | 0.0000                                                    | 00                           | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                                                                                                                                                                                                                                                                                                                                                                      |                        | 108122618               | 100                                                       | 108122618                    | 0                          | 100                                                    | 0                                                    |
| Public- Institutions                                                      | E-Voting                                                                                                                                                                                                                                                                                                                                                                                   | 21730059               | 10911434                | 50.2135                                                   | 10911434                     | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Poll                                                                                                                                                                                                                                                                                                                                                                                       |                        | 0                       | 0.0000                                                    | 00                           | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                                                                                                                                                                                                                                                                                                                                                              |                        | 0                       | 0.0000                                                    | 00                           | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                                                                                                                                                                                                                                                                                                                                                                      |                        | 10911434                | 50.2135                                                   | 10911434                     | 0                          | 100                                                    | 0                                                    |
| Public- Non Institutions                                                  | E-Voting                                                                                                                                                                                                                                                                                                                                                                                   | 76682223               | 293483                  | 0.3827                                                    | 293213                       | 270                        | 99.9080                                                | 0.0919                                               |
|                                                                           | Poll                                                                                                                                                                                                                                                                                                                                                                                       |                        | 2999464                 | 3.9116                                                    | 2999464                      | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                                                                                                                                                                                                                                                                                                                                                              |                        | 0                       | 0.0000                                                    | 00                           | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                                                                                                                                                                                                                                                                                                                                                                      |                        | 3292947                 | 4.2943                                                    | 3292677                      | 270                        | 99.9918                                                | 0.0082                                               |
| Total                                                                     |                                                                                                                                                                                                                                                                                                                                                                                            | 206534900              | 122326999               | 59.2282                                                   | 122326729                    | 270                        | 99.9998                                                | 0.0002                                               |

|                                                                           |                                                  |                        |                         |                                                           |                              |                            |                                                        |                                                      |
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| Resolution No.                                                            | 2                                                |                        |                         |                                                           |                              |                            |                                                        |                                                      |
| Resolution required: (Ordinary/ Special)                                  | ORDINARY - To declare dividend on equity shares. |                        |                         |                                                           |                              |                            |                                                        |                                                      |
| 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 |
| Promoter and Promoter Group                                               | E-Voting                                         | 108122618              | 108122618               | 100.0000                                                  | 108122618                    | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Poll                                             |                        | 0                       | 0.0000                                                    | 00                           | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                    |                        | 0                       | 0.0000                                                    | 00                           | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                            |                        | 108122618               | 100                                                       | 108122618                    | 0                          | 100                                                    | 0                                                    |
| Public- Institutions                                                      | E-Voting                                         | 21730059               | 10911434                | 50.2135                                                   | 10911434                     | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Poll                                             |                        | 0                       | 0.0000                                                    | 00                           | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                    |                        | 0                       | 0.0000                                                    | 00                           | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                            |                        | 10911434                | 50.2135                                                   | 10911434                     | 0                          | 100                                                    | 0                                                    |
| Public- Non Institutions                                                  | E-Voting                                         | 76682223               | 293433                  | 0.3827                                                    | 293213                       | 220                        | 99.9250                                                | 0.0749                                               |
|                                                                           | Poll                                             |                        | 3000909                 | 3.9134                                                    | 3000909                      | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                    |                        | 0                       | 0.0000                                                    | 00                           | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                            |                        | 3294342                 | 4.2961                                                    | 3294122                      | 220                        | 99.9933                                                | 0.0067                                               |
| Total                                                                     |                                                  | 206534900              | 122328394               | 59.2289                                                   | 122328174                    | 220                        | 99.9998                                                | 0.0002                                               |

|                                                                           |                                                                                                                                                                                                                   |                        |                         |                                                            |                              |                            |                                                        |                                                      |
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| Resolution No.                                                            | 3                                                                                                                                                                                                                 |                        |                         |                                                            |                              |                            |                                                        |                                                      |
| Resolution required: (Ordinary/ Special)                                  | ORDINARY - To appoint a Director in place of Mr. Ness N. Wadia (DIN: 00036049), who retires by rotation in terms of Section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment. |                        |                         |                                                            |                              |                            |                                                        |                                                      |
| Whether promoter/ promoter group are interested in the agenda/resolution? | Yes                                                                                                                                                                                                               |                        |                         |                                                            |                              |                            |                                                        |                                                      |
| 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 |
| Promoter and Promoter Group                                               | E-Voting                                                                                                                                                                                                          | 108122618              | 108122618               | 100.0000                                                   | 108122618                    | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Poll                                                                                                                                                                                                              |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                                                                                                                                                                                     |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                                                                                                                                                                                             |                        | 108122618               | 100                                                        | 108122618                    | 0                          | 100                                                    | 0                                                    |
| Public- Institutions                                                      | E-Voting                                                                                                                                                                                                          | 21730059               | 10911434                | 50.2135                                                    | 10109437                     | 801997                     | 92.6499                                                | 7.3500                                               |
|                                                                           | Poll                                                                                                                                                                                                              |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                                                                                                                                                                                     |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                                                                                                                                                                                             |                        | 10911434                | 50.2135                                                    | 10109437                     | 801997                     | 92.6499                                                | 7.3501                                               |
| Public- Non Institutions                                                  | E-Voting                                                                                                                                                                                                          | 76682223               | 293483                  | 0.3827                                                     | 293213                       | 270                        | 99.9080                                                | 0.0919                                               |
|                                                                           | Poll                                                                                                                                                                                                              |                        | 3001194                 | 3.9138                                                     | 3001194                      | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                                                                                                                                                                                     |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                                                                                                                                                                                             |                        | 3294677                 | 4.2965                                                     | 3294407                      | 270                        | 99.9918                                                | 0.0082                                               |
| Total                                                                     | 206534900                                                                                                                                                                                                         | 122328729              | 59.2291                 | 121526462                                                  | 802267                       | 99.3442                    | 0.6558                                                 |                                                      |

|                                                                           |                                                                                                                |                        |                         |                                                            |                              |                            |                                                        |                                                      |
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| Resolution No.                                                            | 4                                                                                                              |                        |                         |                                                            |                              |                            |                                                        |                                                      |
| Resolution required: (Ordinary/ Special)                                  | ORDINARY - To appoint M/s. Kalyaniwalla & Mistry, Chartered Accountants, as Statutory Auditors 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 |
| Promoter and Promoter Group                                               | E-Voting                                                                                                       | 108122618              | 108122618               | 100.0000                                                   | 108122618                    | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Poll                                                                                                           |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                                                                                  |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                                                                                          |                        | 108122618               | 100                                                        | 108122618                    | 0                          | 100                                                    | 0                                                    |
| Public- Institutions                                                      | E-Voting                                                                                                       | 21730059               | 10911434                | 50.2135                                                    | 10911434                     | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Poll                                                                                                           |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                                                                                  |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                                                                                          |                        | 10911434                | 50.2135                                                    | 10911434                     | 0                          | 100                                                    | 0                                                    |
| Public- Non Institutions                                                  | E-Voting                                                                                                       | 76682223               | 293483                  | 0.3827                                                     | 293213                       | 270                        | 99.9080                                                | 0.0919                                               |
|                                                                           | Poll                                                                                                           |                        | 3001169                 | 3.9138                                                     | 3000364                      | 805                        | 99.9731                                                | 0.0268                                               |
|                                                                           | Postal Ballot (if applicable)                                                                                  |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                                                                                          |                        | 3294652                 | 4.2965                                                     | 3293577                      | 1075                       | 99.9674                                                | 0.0326                                               |
| Total                                                                     | 206534900                                                                                                      | 122328704              | 59.2291                 | 122327629                                                  | 1075                         | 99.9991                    | 0.0009                                                 |                                                      |

| Resolution No.                                                            | 5                                                       |                        |                         |                                                            |                              |                            |                                                        |                                                      |
|---------------------------------------------------------------------------|---------------------------------------------------------|------------------------|-------------------------|------------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|
| Resolution required: (Ordinary/ Special)                                  | SPECIAL - To approve Remuneration of the Cost Auditors. |                        |                         |                                                            |                              |                            |                                                        |                                                      |
| 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 |
| Promoter and Promoter Group                                               | E-Voting                                                | 108122618              | 108122618               | 100.0000                                                   | 108122618                    | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Poll                                                    |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                           |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | <b>Total</b>                                            |                        | <b>108122618</b>        | <b>100</b>                                                 | <b>108122618</b>             | <b>0</b>                   | <b>100</b>                                             | <b>0</b>                                             |
| Public- Institutions                                                      | E-Voting                                                | 21730059               | 10911434                | 50.2135                                                    | 10911434                     | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Poll                                                    |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                           |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | <b>Total</b>                                            |                        | <b>10911434</b>         | <b>50.2135</b>                                             | <b>10911434</b>              | <b>0</b>                   | <b>100</b>                                             | <b>0</b>                                             |
| Public- Non Institutions                                                  | E-Voting                                                | 76682223               | 293483                  | 0.3827                                                     | 293213                       | 270                        | 99.9080                                                | 0.0919                                               |
|                                                                           | Poll                                                    |                        | 3001044                 | 3.9136                                                     | 3000239                      | 805                        | 99.9731                                                | 0.0268                                               |
|                                                                           | Postal Ballot (if applicable)                           |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | <b>Total</b>                                            |                        | <b>3294527</b>          | <b>4.2963</b>                                              | <b>3293452</b>               | <b>1075</b>                | <b>99.9674</b>                                         | <b>0.0326</b>                                        |
| <b>Total</b>                                                              |                                                         | <b>206534900</b>       | <b>122328579</b>        | <b>59.2290</b>                                             | <b>122327504</b>             | <b>1075</b>                | <b>99.9991</b>                                         | <b>0.0009</b>                                        |

| Resolution No.                                                            | 6                                                                                        |                        |                         |                                                            |                              |                            |                                                        |                                                      |
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| Resolution required: (Ordinary/ Special)                                  | SPECIAL - To appoint Mr. Vinesh Kumar Jairath (DIN:00391684) as an Independent Director. |                        |                         |                                                            |                              |                            |                                                        |                                                      |
| 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 |
| Promoter and Promoter Group                                               | E-Voting                                                                                 | 108122618              | 108122618               | 100.0000                                                   | 108122618                    | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Poll                                                                                     |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                                                            |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | <b>Total</b>                                                                             |                        | <b>108122618</b>        | <b>100</b>                                                 | <b>108122618</b>             | <b>0</b>                   | <b>100</b>                                             | <b>0</b>                                             |
| Public- Institutions                                                      | E-Voting                                                                                 | 21730059               | 10911434                | 50.2135                                                    | 10899479                     | 11955                      | 99.8904                                                | 0.1095                                               |
|                                                                           | Poll                                                                                     |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                                                            |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | <b>Total</b>                                                                             |                        | <b>10911434</b>         | <b>50.2135</b>                                             | <b>10899479</b>              | <b>11955</b>               | <b>99.8904</b>                                         | <b>0.1096</b>                                        |
| Public- Non Institutions                                                  | E-Voting                                                                                 | 76682223               | 293483                  | 0.3827                                                     | 293213                       | 270                        | 99.9080                                                | 0.0919                                               |
|                                                                           | Poll                                                                                     |                        | 3001194                 | 3.9138                                                     | 3001194                      | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                                                            |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | <b>Total</b>                                                                             |                        | <b>3294677</b>          | <b>4.2965</b>                                              | <b>3294407</b>               | <b>270</b>                 | <b>99.9918</b>                                         | <b>0.0082</b>                                        |
| <b>Total</b>                                                              |                                                                                          | <b>206534900</b>       | <b>122328729</b>        | <b>59.2291</b>                                             | <b>122316504</b>             | <b>12225</b>               | <b>99.9900</b>                                         | <b>0.0100</b>                                        |

| Resolution No.                                                            | 7                                                                               |                        |                         |                                                            |                              |                            |                                                        |                                                      |
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| Resolution required: (Ordinary/ Special)                                  | SPECIAL - To appoint Dr. (Mrs.) Minnie Bodhanwala (DIN:00422067) as a Director. |                        |                         |                                                            |                              |                            |                                                        |                                                      |
| 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 |
| Promoter and Promoter Group                                               | E-Voting                                                                        | 108122618              | 108122618               | 100.0000                                                   | 108122618                    | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Poll                                                                            |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                                                   |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                                                           |                        | 108122618               | 100                                                        | 108122618                    | 0                          | 100                                                    | 0                                                    |
| Public- Institutions                                                      | E-Voting                                                                        | 21730059               | 10911434                | 50.2135                                                    | 10109437                     | 801997                     | 92.6499                                                | 7.3500                                               |
|                                                                           | Poll                                                                            |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                                                   |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                                                           |                        | 10911434                | 50.2135                                                    | 10109437                     | 801997                     | 92.6499                                                | 7.3501                                               |
| Public- Non Institutions                                                  | E-Voting                                                                        | 76682223               | 293483                  | 0.3827                                                     | 292758                       | 725                        | 99.7529                                                | 0.2470                                               |
|                                                                           | Poll                                                                            |                        | 3001194                 | 3.9138                                                     | 3001194                      | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                                                   |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                                                           |                        | 3294677                 | 4.2965                                                     | 3293952                      | 725                        | 99.978                                                 | 0.022                                                |
| Total                                                                     |                                                                                 | 206534900              | 122328729               | 59.2291                                                    | 121526007                    | 802722                     | 99.3438                                                | 0.6562                                               |

| Resolution No.                                                            | 8                                                                                  |                        |                         |                                                            |                              |                            |                                                        |                                                      |
|---------------------------------------------------------------------------|------------------------------------------------------------------------------------|------------------------|-------------------------|------------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|
| Resolution required: (Ordinary/ Special)                                  | SPECIAL - To appoint Mr. Keki M. Elavia (DIN:00003940) as an Independent Director. |                        |                         |                                                            |                              |                            |                                                        |                                                      |
| 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 |
| Promoter and Promoter Group                                               | E-Voting                                                                           | 108122618              | 108122618               | 100.0000                                                   | 108122618                    | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Poll                                                                               |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                                                      |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                                                              |                        | 108122618               | 100                                                        | 108122618                    | 0                          | 100                                                    | 0                                                    |
| Public- Institutions                                                      | E-Voting                                                                           | 21730059               | 10911434                | 50.2135                                                    | 7422616                      | 3488818                    | 68.0260                                                | 31.9739                                              |
|                                                                           | Poll                                                                               |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                                                      |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                                                              |                        | 10911434                | 50.2135                                                    | 7422616                      | 3488818                    | 68.026                                                 | 31.974                                               |
| Public- Non Institutions                                                  | E-Voting                                                                           | 76682223               | 293483                  | 0.3827                                                     | 292758                       | 725                        | 99.7529                                                | 0.2470                                               |
|                                                                           | Poll                                                                               |                        | 3001194                 | 3.9138                                                     | 3000389                      | 805                        | 99.9731                                                | 0.0268                                               |
|                                                                           | Postal Ballot (if applicable)                                                      |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                                                              |                        | 3294677                 | 4.2965                                                     | 3293147                      | 1530                       | 99.9536                                                | 0.0464                                               |
| Total                                                                     |                                                                                    | 206534900              | 122328729               | 59.2291                                                    | 118838381                    | 3490348                    | 97.1467                                                | 2.8533                                               |

**PARIKH & ASSOCIATES**  
**COMPANY SECRETARIES**

Office :  
111, 11th Floor, Sai-Dwar CHS Ltd,  
Sab TV Lane, Opp Laxmi Industrial Estate  
Off Link Road, Above Shabari Restaurant,  
Andheri (W), Mumbai : 400 053  
Tel. : 26301232 / 26301233 / 26301240  
Email : cs@parikhassociates.com  
parikh.associates@rediffmail.com

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

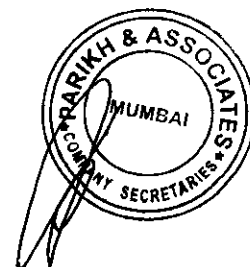
Dear Sir,

**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 and voting through ballot paper at the 137<sup>th</sup> Annual General Meeting of The Bombay Dyeing And Manufacturing Company Limited held at Yashwantrao Chavan Center Auditorium, General Jagannathrao Bhosale Marg, Nariman Point, Mumbai - 400021 on Thursday, August 10, 2017 at 3.45 p.m.**

I, P. N. Parikh, of M/s. 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 137<sup>th</sup> Annual General Meeting (AGM) of The Bombay Dyeing And Manufacturing Company Limited on Thursday, August 10, 2017 at 3.45 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on August 10, 2017.

The notice dated June 28, 2017 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company.



The Company had availed the e-voting facility offered by Karvy Computershare Private Limited ("Karvy") for conducting remote e-voting by the Shareholders of the Company.

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

The shareholders of the company holding shares as on the "cut-off" date of August 03, 2017 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on Monday, August 07, 2017 at 09:00 a.m. (IST) and ended on Wednesday, August 09, 2017 at 05:00 p.m. (IST) and the Karvy e-voting platform was blocked thereafter.

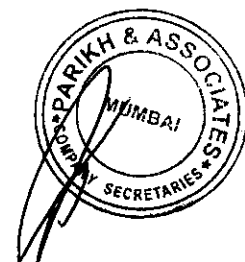
After the closure of the voting at the AGM, the report on voting done through ballot paper at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Karvy 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 the voting conducted through ballot paper at the meeting on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and the voting conducted through ballot paper at the meeting 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 voting through ballot paper at the AGM in respect of the said resolutions.





**Resolution 1: Ordinary Resolution**

To receive, consider and adopt:

- a. The Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2017 , 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 31<sup>st</sup> March, 2017, together with the Report of the Auditors thereon.

(i) Voted in favour of the resolution:

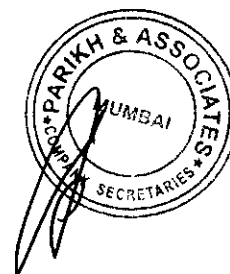
| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 201                     | 12,23,26,729                       | 100.00(Rounded Off)                   |

(ii) Voted against the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 4                       | 270                                | 0.00                                  |

(iii) Invalid votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|-----------------------------------------------------|--------------------------------------|
| 11                                                  | 4,493                                |



**Resolution 2: Ordinary Resolution****Declaration of dividend on Equity Shares.**(i) Voted **in favour** of the resolution:

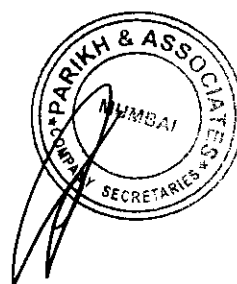
| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 199                     | 12,23,28,174                       | 100.00(Rounded Off)                   |

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

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 3                       | 220                                | 0.00                                  |

(iii) **Invalid** votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|-----------------------------------------------------|--------------------------------------|
| 13                                                  | 3,048                                |



**Resolution 3: Ordinary Resolution**

To appoint a Director in place of Mr. Ness N. Wadia (DIN: 00036049) who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

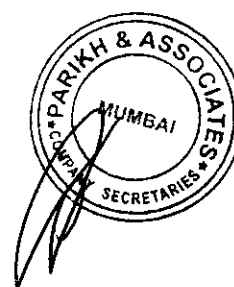
| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 200                     | 12,15,26,462                       | 99.34                                 |

(ii) Voted against the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 8                       | 8,02,267                           | 0.66                                  |

(iii) Invalid votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|-----------------------------------------------------|--------------------------------------|
| 8                                                   | 2,763                                |



**Resolution 4: Ordinary Resolution**

To appoint M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, as Statutory Auditors of the Company.

(i) Voted in favour of the resolution:

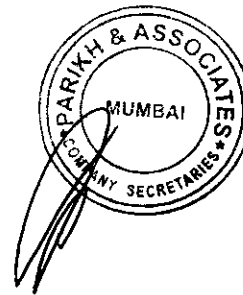
| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 198                     | 12,23,27,629                       | 100.00(Rounded Off)                   |

(ii) Voted against the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 9                       | 1,075                              | 0.00                                  |

(iii) Invalid votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|-----------------------------------------------------|--------------------------------------|
| 9                                                   | 2,788                                |



**Resolution 5: Ordinary Resolution****Approval of the Remuneration of the Cost Auditors.****(i) Voted in favour of the resolution:**

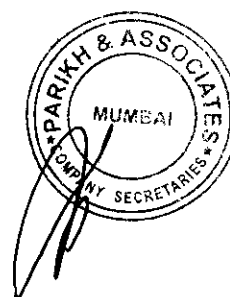
| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 197                     | 12,23,27,504                       | 100.00(Rounded Off)                   |

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

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 9                       | 1,075                              | 0.00                                  |

**(iii) Invalid votes:**

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|-----------------------------------------------------|--------------------------------------|
| 10                                                  | 2,913                                |



**Resolution 6: Ordinary Resolution**

**Appointment of Mr. Vinesh Kumar Jairath (DIN No.: 00391684) as an Independent Director of the Company.**

(i) Voted in favour of the resolution:

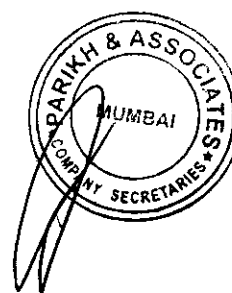
| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 203                     | 12,23,16,504                       | 99.99                                 |

(ii) Voted against the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 5                       | 12,225                             | 0.01                                  |

(iii) Invalid votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|-----------------------------------------------------|--------------------------------------|
| 8                                                   | 2,763                                |



**Resolution 7: Ordinary Resolution**

**Appointment of Dr. (Mrs.) Minnie Bodhanwala (DIN No.: 00422067) as a Director of the Company.**

(i) Voted in favour of the resolution:

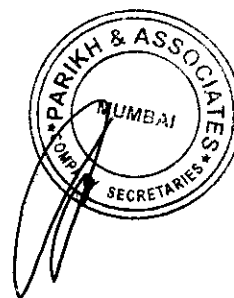
| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 199                     | 12,15,26,007                       | 99.34                                 |

(ii) Voted against the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 9                       | 8,02,722                           | 0.66                                  |

(iii) Invalid votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|-----------------------------------------------------|--------------------------------------|
| 8                                                   | 2,763                                |



**Resolution 8: Ordinary Resolution**

**Appointment of Mr. Keki M. Elavia (DIN No.: 00003940) as an Independent Director of the Company.**

(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 |
|-------------------------|------------------------------------|---------------------------------------|
| 187                     | 11,88,38,381                       | 97.15                                 |

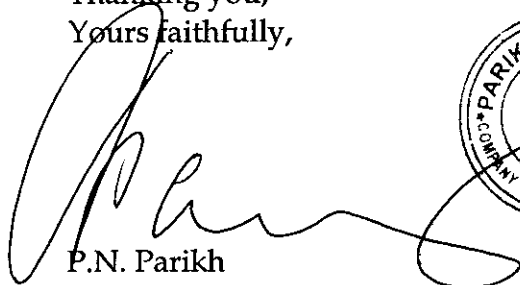
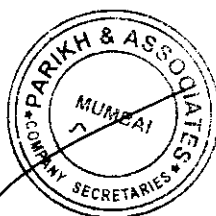
(ii) Voted against the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 21                      | 34,90,348                          | 2.85                                  |

(iii) Invalid votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|-----------------------------------------------------|--------------------------------------|
| 8                                                   | 2,763                                |

Thanking you,  
Yours faithfully,

**P.N. Parikh**  
**Parikh & Associates**  
**Practising Company Secretaries**  
 FCS: 327 CP No.: 1228  
 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: August 10, 2017



### Summary of Proceedings of the 137<sup>th</sup> Annual General Meeting

137<sup>th</sup> Annual General Meeting ("AGM") of the Company was held on Thursday, 10<sup>th</sup> August, 2017, at 3.45 p.m. at Yashwantrao Chavan Center Auditorium, General Jagannathrao Bhosale Marg, Nariman Point, Mumbai - 400 021. Mr. Nusli N. Wadia chaired the Meeting. He welcomed all Shareholders and informed that the required quorum to conduct the proceedings of the meeting was present and with the permission of Shareholders, took the Directors' Report and the Financial Statements (Standalone and Consolidated) and Auditor's Report thereon as read.

Further he informed that as per Companies Act, 2013 since Resolutions had been put to vote through Remote e-voting, voting by show of hands was not permitted. The electronic voting process (Remote e-voting) had ended on 9<sup>th</sup> August, 2017 at 5.00 p.m. and Mr. P.N. Parikh and failing him, Mr. Mitesh Dhaliwala, Practicing Company Secretary who were appointed as the scrutinizer for the Remote e-voting were also appointed as the scrutinizer for ballot process at the AGM.

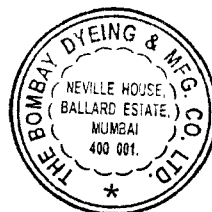
Chairman also informed Shareholders who had not voted through Remote e-voting, can vote by ballot process on items of business as given below.

Thereafter Chairman proposed the first resolution namely:

1. To receive, consider and adopt (a) The Audited Financial Statement of the Company for the Financial Year ended 31st March, 2017, 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, 2017, together with the Report of the Auditors thereon.

Chairman thereafter invited shareholders to second the same and suggested members to ask for any clarifications on accounts and company's working. Many shareholders asked questions with regard to company's accounts and performance and the chairman replied to queries of all the shareholders and thereafter invited shareholders to propose and second the rest of the resolutions namely:

2. Declaration of Dividend on Equity Shares.
3. Appointment of Mr. Ness N. Wadia as a Director, who retires by rotation and is eligible for Re-appointment.
4. Appointment of M/s. Kalyaniwalla & Mistry, LLP Chartered Accountants as Auditors from conclusion of this AGM to conclusion of next AGM.
5. Approval of remuneration payable to Cost Auditors, M/s. D. C. Dave & Co., Cost Accountants for 2017-18.
6. Appointment of Mr. Vinesh Kumar Jairath as an Independent Director of the Company.



7. Appointment of Dr. (Mrs.) Minnie Bodhanwala as a Non-Executive, Non-Independent Director of the Company.
8. Appointment of Mr. Keki M. Elavia as an Independent Director of the Company.

Lastly Chairman requested scrutinizer to take custody of the ballot boxes in which the ballots have been cast and informed that the results would be declared within 48 hours from the conclusion of the AGM and would be put up on the Website and also informed to Stock Exchanges.

This is for your information and record.

For The Bombay Dyeing & Mfg. Co. Ltd.

  
**SANJIVE ARORA**  
Company Secretary

Encl: As above

