

12th May, 2017

The Secretary,
Bombay Stock Exchange Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 023
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 of the Postal Ballot (including e -voting).

Ref: Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 110 of the Companies Act, 2013

Pursuant to the provision of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company had conducted the process of Postal Ballot (including e-voting) for seeking the consent of the shareholders to transact the businesses as specified in the Postal Ballot Notice dated 8th April, 2017 by way of special Resolutions.

Further Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the result of the voting by Postal Ballot (including e-voting). We are also enclosing Scrutinizer's Report dated 12th May, 2017 submitted by Mr. Mitesh Dhaliwala from Parikh & Associates, Company Secretaries.

Kindly take note of the above.

Thanking you,

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


(Sanjive Arora)
Company Secretary
Encl: As above



Cc:

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

**Central Depository Services (India) Ltd.,
Phiroze Jeejeebhoy Towers, 16th 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,
14th 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**



Company Name	THE BOMBAY DYEING & MFG. CO. LTD
Date of the AGM/EGM/Postal Ballot	11th May, 2017
Total number of shareholders on record date	100702
No. of shareholders present in the meeting either in person or Promoters and Promoter Group:	0
Public:	0
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	0
Public:	0

Resolution No. 1		SPECIAL - Special Resolution Under Section 180(1)(c) of the Companies Act, 2013 for borrowing upto Rs. 4,500 crore.															
Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	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	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
	No																
Promoter and Promoter Group		108122618	108122618	100.0000	108122618	0	100.0000	0.0000									
		108122618	0	0.0000	00	0	0.0000	0									
		108122618	0	0.0000	00	0	0.0000	0									
		108122618	4153556	18.7778	647418	3502608	15.6003	84.3996									
		22100726		0.0000	00	0	0.0000	0.0000									
		76311556	191935	0.2515	186738	5197	97.2923	2.7076									
		76311556	0	0.0000	00	0	0.0000	0.0000									
		206534900	174808	0.2291	166914	7894	95.4841	4.5158									
		Total	112642917	54.5394	109123688	3515699	96.8758	3.1211									



Resolution No. 2

SPECIAL - Special Resolution Under Section 180(1)(a) of the Companies Act, 2013 for creating charges, mortgages and hypothecations in connection with the borrowing upto Rs. 4,500 crore.										
Resolution required: (Ordinary/ Special)	No									
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	100.0000	108122618	0	100.0000	0.0000		
	Poll			0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	108122618		0.0000		0	0.0000	0.0000		
Public- Institutions	E-Voting		4156546	18.7778	647418	3502608	15.6003	84.3996		
	Poll			0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	22100726		0.0000		0	0.0000	0.0000		
Public- Non Institutions	E-Voting		191935	0.2515	186738	5197	97.2923	2.7076		
	Poll			0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	76311556		0.2251	163919	7894	95.4054	4.5945		
	Total	206534900	112642912	54.5394	109120693	3515699	96.8731	3.1211		



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

May 12, 2017

To,
THE BOMBAY DYEING AND MANUFACTURING COMPANY LIMITED
Neville House, J. N. Heredia Marg,
Ballard Estate,
Mumbai - 400001.

Kind Attn: Mr. Sanjive Arora

Sub. : Postal Ballot

Dear Sir,

I refer to my appointment as Scrutinizer to conduct the postal ballot process in respect of the Special Resolutions under Section 180(1)(c) of the Companies Act, 2013 for borrowing upto Rs. 4,500 crore and under Section 180(1)(a) of the Companies Act, 2013 for creating charges, mortgages and hypothecations in connection with the borrowing upto Rs. 4,500 crore.

I now enclose the following:

- a) My report to the Chairman of the Company on the result of the postal ballots received from shareholders in physical and electronic mode.
- b) The register showing the particulars of the physical postal ballots processed by the Registrar and Share Transfer Agent of the Company and the e-votes registered on the Karvy Computershare Private Limited ("Karvy") e-voting system in respect of the said resolutions.

I hope you will find the above in order.

Thanking you.



Encl.: As above.

Yours faithfully,

Mitlesh Dhabliwala
Mitlesh Dhabliwala
Parikh & Associates

To
The Chairman,
THE BOMBAY DYEING AND MANUFACTURING COMPANY LIMITED
Neville House, J. N. Heredia Marg,
Ballard Estate,
Mumbai - 400001.

Report of Scrutinizer

I, Mitesh Dhabliwala, of M/s. Parikh & Associates, Practicing Company Secretaries, having my office at 111, 11th Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl. Estate, Off Link Road, Andheri (West), Mumbai 400 053 had been appointed as the Scrutinizer to conduct the postal ballot process in respect of the Special Resolutions under Section 180(1)(c) of the Companies Act, 2013 for borrowing upto Rs. 4,500 crore and under Section 180(1)(a) of the Companies Act, 2013 for creating charges, mortgages and hypothecations in connection with the borrowing upto Rs. 4,500 crore.

The shareholders of the company holding shares as on the "cut-off" date of April 07, 2017 were entitled to vote on the resolutions as contained in the Notice.

The voting period for remote e-voting commenced on Wednesday April 12, 2017 at 9.00 a.m. (IST) and ended on Thursday May 11, 2017 at 05.00 p.m. (IST) and the Karvy Computershare Private Limited ("Karvy") e-voting module was disabled thereafter.

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. Votes cast through Physical ballot forms received up to Thursday, May 11, 2017 at 05:00 p.m. (IST) were also considered.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Karvy Computershare Private Limited ("Karvy") e-voting system and the physical ballot forms received respectively and maintained register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 as amended.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to physical postal ballots and remote e-voting on the resolutions contained in the notice of postal ballot.

My responsibility as scrutinizer for the physical postal ballots and remote e-voting is restricted to making a Scrutinizers Report of the votes cast in favour or against the resolutions.

I now submit my Report as under on the result of the voting by postal ballot in physical and electronic mode in respect of the said Resolutions.

Contd....2



1. Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for borrowing upto Rs. 4,500 crore.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
2,18	10,91,23,688	96.88

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
28	35,15,699	3.12

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
11	3,530



2. Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for creating charges, mortgages and hypothecations in connection with the borrowing upto Rs. 4,500 crore.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
2,18	10,91,20,693	96.88

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
28	35,15,699	3.12

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
11	6,520

Place: Mumbai

Dated: May 12, 2017



Signature:

Name:

Mitlesh Dhabliwala
Mitlesh Dhabliwala
Scrutinizer
FCS: 8331 CP: 9511