since 1879

BOMBAY DYEING

11th August, 2016

General Manager,
Department of Corporate Affairs,
BSE Limited,
P. J. Towers, Dalal Street,
Mumbai – 400001.

General Manager,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Mumbai – 400051.

Dear Sirs,

Sub: Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – voting results of the 136th Annual General Meeting.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the details regarding the voting results of the business transacted at the said AGM in the prescribed format.

Further, we are also enclosing the Consolidated Report of the Scrutinizer on e-voting and voting through tablet based electronic voting at the AGM.

The above are also being uploaded on the Company's website.

We request you to note the above and acknowledge the receipt.

Thanking you,

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

(Sanjive Arora)
Company Secretary

Encl: As above

THE BOMBAY DYEING & MFG. CO. LTD. NEVILLE HOUSE, BALLARD ESTATE, MUMBAI 400 001.

BOMBAY DYEING

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 Luxembourge,
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

THE BOMBAY DYEING & MFG. CO. LTD.
NEVILLE HOUSE,
BALLARD ESTATE,
MUMBAI
400 001.

since 1879

BOMBAY DYEING

Format for Voting Results:

Date of the AGM/~~EGM~~	**The Bombay Dyeing & Mfg. Co. Ltd. : 136th Annual General Meeting (AGM) Voting Result**
Total number of shareholders on record date	10th August, 2016
No. of shareholders present in the meeting either in person or through proxy -	1,06,230
Promoters and Promoter Group:	4
Public:	257
No. of Shareholders attended the meeting through Video Conferencing -	
Promoters and Promoter Group:	NIL
Public:	

Agenda- wise disclosure (to be disclosed separately for each agenda item)

Resolution required: (Ordinary/ Special)			**Ordinary -1. To receive, consider and adopt (a) the Audited Financial Statements of the Company for the financial year ended 31st March, 2016**					
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	108122118	99.9995	108122118	0	100.0000	0.0000
	Poll	108122618	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	108122618	0	0.0000	00	0	0.0000	0.0000
	Total	108122618	108122118	99.9995	108122118	0	100	0
PublicInstitutions	**E-Voting**	23350766	11703745	50.1215	11703745	0	100.0000	0.0000
	Poll	23350766	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	23350766	0	0.0000	00	0	0.0000	0.0000
	Total	23350766	11703745	50.1215	11703745	0	100	0
Public Non Institutions	**E-Voting**	75061516	279191	0.3719	274689	4502	98.3874	1.6125
	Poll	75061516	2789743	3.7166	2789743	0	100.0000	0.0000
	Postal Ballot (if applicable)	75061516	0	0.0000	00	0	0.0000	0.0000
	Total	75061516	3068934	4.0885	3064432	4502	198.3874	1.6125
	Total	206534900	122894797	59.5032	122890295	4502	99.9963	0.0037

THE BOMBAY DYEING & MFG. CO. LTD. NEVILLE HOUSE, BALLARD ESTATE, MUMBAI 400 001.

since 1879

BOMBAY DYEING

Resolution required: (Ordinary/ Special)			Ordinary -2. Declaration of Dividend on Equity Shares for the financial year ended 31st March, 2016.					
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	108122118	99.9995	108122118	0	100.0000	0.0000
	Poll	108122618	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	108122618	0	0.0000	00	0	0.0000	0.0000
	Total	108122618	108122118	99.9995	108122118	0	100	0
Public Institutions	E-Voting	23350766	11703745	50.1215	11703745	0	100.0000	0.0000
	Poll	23350766	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	23350766	0	0.0000	00	0	0.0000	0.0000
	Total	23350766	11703745	50.1215	11703745	0	100	0
Public Non Institutions	E-Voting	75061516	279191	0.3719	274489	4702	98.3158	1.6841
	Poll	75061516	2789743	3.7166	2789743	0	100.0000	0.0000
	Postal Ballot (if applicable)	75061516	0	0.0000	00	0	0.0000	0.0000
	Total	75061516	3068934	4.0885	3064232	4702	198.3158	1.6841
	Total	206534900	122894797	59.5032	122890095	4702	99.9962	0.0038

Resolution required: (Ordinary/ Special)			Ordinary -3. Appoint a Director in place of Mr. Nusli N. Wadia (DIN: 00015731), who retires by rotation 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	108122118	99.9995	108122118	0	100.0000	0.0000
	Poll	108122618	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	108122618	0	0.0000	00	0	0.0000	0.0000
	Total	108122618	108122118	99.9995	108122118	0	100	0
Public Institutions	E-Voting	23350766	11703745	50.1215	11201837	501908	95.7115	4.2884
	Poll	23350766	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	23350766	0	0.0000	00	0	0.0000	0.0000
	Total	23350766	11703745	50.1215	11201837	501908	95.7115	4.2884
Public Non Institutions	E-Voting	75061516	279191	0.3719	274339	4852	98.2621	1.7378
	Poll	75061516	2789743	3.7166	2789743	0	100.0000	0.0000
	Postal Ballot (if applicable)	75061516	0	0.0000	00	0	0.0000	0.0000
	Total	75061516	3068934	4.0885	3064082	4852	198.2621	1.7378
	Total	206534900	122894797	59.5032	122388037	506760	99.5876	0.4124

THE BOMBAY DYEING & MFG. CO. LTD. NEVILLE HOUSE, BALLARD ESTATE, MUMBAI 400 001.

Resolution required: (Ordinary/ Special)			Ordinary -4. Appoint M/s. Kalyaniwalla & Mistry, Chartered Accountants, as Statutory Auditors of the Company.					
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	108122118	99.9995	108122118	0	100.0000	0.0000
	Poll	108122618	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	108122618	0	0.0000	00	0	0.0000	0.0000
	Total	108122618	108122118	99.9995	108122118	0	100	0
Public Institution s	E-Voting	23350766	11703745	50.1215	11703745	0	100.0000	0.0000
	Poll	23350766	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	23350766	0	0.0000	00	0	0.0000	0.0000
	Total	23350766	11703745	50.1215	11703745	0	100	0
Public Non Institution s	E-Voting	75061516	279191	0.3719	274493	4698	98.3172	1.6827
	Poll	75061516	2789743	3.7166	2789328	415	99.9851	0.0148
	Postal Ballot (if applicable)	75061516	0	0.0000	00	0	0.0000	0.0000
	Total	75061516	3068934	4.0885	3063821	5113	198.3023	1.6975
	Total	206534900	122894797	59.5032	122889684	5113	99.9958	0.0042

Resolution required: (Ordinary/ Special)			Ordinary -5. Approval of the Remuneration of the Cost Auditors.					
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	108122118	99.9995	108122118	0	100.0000	0.0000
	Poll	108122618	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	108122618	0	0.0000	00	0	0.0000	0.0000
	Total	108122618	108122118	99.9995	108122118	0	100	0
Public Institution s	E-Voting	23350766	11703745	50.1215	11703745	0	100.0000	0.0000
	Poll	23350766	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	23350766	0	0.0000	00	0	0.0000	0.0000
	Total	23350766	11703745	50.1215	11703745	0	100	0
Public Non Institution s	E-Voting	75061516	279191	0.3719	274693	4498	98.3889	1.6110
	Poll	75061516	2789743	3.7166	2789328	415	99.9851	0.0148
	Postal Ballot (if applicable)	75061516	0	0.0000	00	0	0.0000	0.0000
	Total	75061516	3068934	4.0885	3064021	4913	198.374	1.6258
Total		206534900	122894797	59.5032	122889884	4913	99.9960	0.0040

THE BOMBAY DYEING & MFG. CO. LTD. NEVILLE HOUSE, BALLARD ESTATE, MUMBAI 400 001.

Resolution required: (Ordinary/ Special)			Special - 6. Special Resolution for Re-appointment and Fixation of Remuneration of Mr. Jehangir N. Wadia (DIN: 00088831), the Managing Director of the Company.					
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	108122118	99.9995	108122118	0	100.0000	0.0000
	Poll	108122618	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	108122618	0	0.0000	00	0	0.0000	0.0000
	Total	108122618	108122118	99.9995	108122118	0	100	0
Public Institutions	E-Voting	23350766	5084961	21.7764	3842593	1242368	75.5677	24.4322
	Poll	23350766	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	23350766	0	0.0000	00	0	0.0000	0.0000
	Total	23350766	5084961	21.7764	3842593	1242368	75.5677	24.4322
Public Non Institutions	E-Voting	75061516	278131	0.3705	271603	6528	97.6529	2.3470
	Poll	75061516	2789743	3.7166	2789743	0	100.0000	0.0000
	Postal Ballot (if applicable)	75061516	0	0.0000	00	0	0.0000	0.0000
	Total	75061516	3067874	4.0871	3061346	6528	197.6529	2.347
	Total	206534900	116274953	56.2980	115026057	1248896	98.9259	1.0741

Resolution required: (Ordinary/ Special)			SPECIAL -7. Special Resolution Under Sections 180(1)(c) of the Companies Act, 2013 for borrowing upto Rs. 3,000 crores.					
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	108122118	99.9995	108122118	0	100.0000	0.0000
	Poll	108122618	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	108122618	0	0.0000	00	0	0.0000	0.0000
	Total	108122618	108122118	99.9995	108122118	0	100	0
Public Institutions	E-Voting	23350766	11703745	50.1215	11703745	0	100.0000	0.0000
	Poll	23350766	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	23350766	0	0.0000	00	0	0.0000	0.0000
	Total	23350766	11703745	50.1215	11703745	0	100	0
Public Non Institutions	E-Voting	75061516	279191	0.3719	270183	9008	96.7735	3.2264
	Poll	75061516	2789743	3.7166	2789328	415	99.9851	0.0148
	Postal Ballot (if applicable)	75061516	0	0.0000	00	0	0.0000	0.0000
	Total	75061516	3068934	4.0885	3059511	9423	196.7586	3.2412
	Total	206534900	122894797	59.5032	122885374	9423	99.9923	0.0077

THE BOMBAY DYEING & MFG. CO. LTD. NEVILLE HOUSE, BALLARD ESTATE, MUMBAI 400 001.

since 1879

BOMBAY DYEING

Resolution required: (Ordinary/ Special)			Special - 8.- Special Resolution Under Sections 180(1)(a) of the Companies Act, 2013 for creating charges, mortgages and hypothecations in connection with the borrowing upto Rs. 3,000 crores.					
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	108122118	99.9995	108122118	0	100.0000	0.0000
	Poll	108122618	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	108122618	0	0.0000	00	0	0.0000	0.0000
	Total	108122618	108122118	99.9995	108122118	0	100	0
Public Institutions	E-Voting	23350766	11703745	50.1215	11703745	0	100.0000	0.0000
	Poll	23350766	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	23350766	0	0.0000	00	0	0.0000	0.0000
	Total	23350766	11703745	50.1215	11703745	0	100	0
Public Non Institutions	E-Voting	75061516	279191	0.3719	270183	9008	96.7735	3.2264
	Poll	75061516	2789743	3.7166	2789328	415	99.9851	0.0148
	Postal Ballot (if applicable)	75061516	0	0.0000	00	0	0.0000	0.0000
	Total	75061516	3068934	4.0885	3059511	9423	196.7586	3.2412
	Total	206534900	122894797	59.5032	122885374	9423	99.9923	0.0077

THE BOMBAY DYEING & MFG. CO. LTD. NEVILLE HOUSE, BALLARD ESTATE, MUMBAI 400 001.

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 by tablet based electronic voting system at the Annual General Meeting of The Bombay Dyeing And Manufacturing Company Limited held on Wednesday, August 10, 2016 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 passed at the 136th Annual General Meeting (AGM) of The Bombay Dyeing And Manufacturing Company Limited held on Wednesday, August 10, 2016 at 3.45 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on August 10, 2016.

The Notice dated May 27, 2016 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company.

The Company had availed the remote e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company.

The Company had also provided voting by tablet based electronic voting system offered by Karvy Computershare Private Limited 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, 2016 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on Sunday, August 07, 2016 at 09:00 a.m. (IST) and ended on Tuesday, August 09, 2016 at 05:00 p.m. (IST) and the CDSL e-voting platform was blocked thereafter.

THE BOMBAY DYEING & MFG. CO. LTD. NEVILLE HOUSE, BALLARD ESTATE, MUMBAI 400 001.

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

After the closure of the voting at the AGM, the report on voting done at the meeting was generated in my presence and the same 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 and after the conclusion of the voting at the AGM the votes cast there under were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system and voting by tablet based electronic voting system provided by Karvy Computershare Private Limited at the venue of the AGM.

I now submit my consolidated Report as under on the result of the remote e-voting and voting by tablet based electronic voting system at the AGM in respect of the said Resolutions.

Resolution 1: Ordinary Resolution

To receive, consider and adopt:

a. **the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2016, together with the Reports of the Board of Directors and the Auditors thereon;**
b. **the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016, 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
241	122890295	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	4502	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
Nil	Nil

THE BOMBAY DYEING & MFG. CO. LTD. NEVILLE HOUSE, BALLARD ESTATE, MUMBAI 400 001.

MUMBAI

Resolution 2: Ordinary Resolution

Declaration of dividend on equity shares for the financial year ended 31st March 2016

(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
240	122890095	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
10	4702	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
Nil	Nil

THE BOMBAY DYEING & MFG CO. LTD. NEVILLE HOUSE BALLARD ESTATE MUMBAI 400 001.

Resolution 3: Ordinary Resolution

Appoint a Director in place of Mr. Nusli N. Wadia (DIN: 00015731), 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
237	122388037	99.59

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
13	506760	0.41

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
Nil	Nil

THE BOMBAY DYEING & MFG. CO. LTD. NEVILLE HOUSE, BALLARD ESTATE, MUMBAI 400 001.

Resolution 4: Ordinary Resolution

Appoint M/s Kalyaniwalla & Mistry, 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
237	122889684	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
13	5113	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
Nil	Nil

THE BOMBAY DYEING & MFG. CO. LTD. NEVILLE HOUSE, BALLARD ESTATE, MUMBAI 400 001.

Resolution 5: Ordinary Resolution

Approval of 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
238	122889884	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
12	4913	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
Nil	Nil

THE BOMBAY DYEING & MFG. CO. LTD. NEVILLE HOUSE, BALLARD ESTATE, MUMBAI 400 001.

MUMBAI

Resolution 6: Special Resolution

Re-appointment and fixation of remuneration of Mr. Jehangir N. Wadia (DIN: 00088831), as Managing 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
232	115026057	98.93

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
16	1248896	1.07

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
Nil	Nil

THE BOMBAY DYEING & MFG. CO. LTD. NEVILLE HOUSE, BALLARD ESTATE, MUMBAI 400 001.

Resolution 7: Special Resolution

Consent of the Company under Section 180(1)(c) of the Companies Act 2013, to borrow upto Rs. 3,000 crores. (Rupees Three Thousand Crores)

(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
231	122885374	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
19	9423	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
Nil	Nil

THE BOMBAY DYEING & MFG. CO. LTD. NEVILLE HOUSE, BALLARD ESTATE, MUMBAI 400 001.

MUMBAI

Resolution 8: Special Resolution

Consent of the Company under Section 180 (1) (a) of the Companies Act 2013 creating charges / mortgage and hypothecation in connection with the borrowings upto Rs. 3,000 crores. (Rupees Three Thousand Crores)

(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
231	122885374	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
19	9423	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
Nil	Nil

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, 2016