since 1879

BOMBAY DYEING

4th January, 2019

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 Sirs,

Sub: Voting results and proceedings of Meeting of Equity Shareholders of the Company convened pursuant to Directions of Mumbai Bench of Hon'ble National Company Law Tribunal ("NCLT").

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

Further to our communication dated 27th November, 2018, enclosing Notice of NCLT Convened Meeting of Equity Shareholders, we wish to inform you that, the Equity Shareholders of the Company at the NCLT convened General Meeting held on January 3, 2019, have approved, with requisite majority, the Scheme of Arrangement between Scal Services Limited ("SCAL" or "Demerged Company") and The Bombay Dyeing and Manufacturing Company Limited ("BDMCL" or "Resulting Company") and their respective Shareholders ("Scheme"), made under the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

In accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules 2014 and pursuant to directions of Hon'ble NCLT, the Company had provided the Members facility of voting on the resolution proposed in the Notice by way of Postal Ballot and remote e-voting before the meeting. Postal Ballot and Remote E-voting period commenced from Tuesday, 4th December, 2018 at 9:00 A.M. and concluded on Wednesday, 2nd January, 2019 at 5:00 P.M. Additionally to facilitate voting by the Shareholders who had not voted using remote Postal Ballot /Remote e-voting facility, voting by tablet based electronic voting system at the venue (Insta – Poll facility) was also conducted at the Meeting.

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

THE BOMBAY DYEING & MANUFACTURING CO. LTD.
C-1, Wadia International Center, Pandurang Budhkar Marg, Worli, Mumbai - 400 025, India. **Regd. Office:** Neville House, J.N. Heredia Marg, Ballard Estate, Mumbai - 400 001, India.
Office: +91 22 666 20000. Fax: +91 22 661 92001. Website: www.bombaydyeing.com. Email: corporate@bombaydyeing.com. CIN: L17120MH1879PLC000037

since 1879

BOMBAY DYEING

Based on the report dated January 3, 2019 submitted by the Scrutiniser, Mr. P.N. Parikh (FCS327 CP1228) of M/s. Parikh & Associates, Practising Company Secretaries, the Chairman of the Meeting has declared that the resolution proposed in the Notice dated November 21, 2018 was approved by the Equity Shareholders, with requisite majority.

Voting Results under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with Scrutinizer's Report are enclosed herewith.

Please note that the said Scheme shall now be subject to further approval of other regulatory authorities including approval of Mumbai bench of Hon'ble National Company Law Tribunal.

You are requested to take note of the above.

Yours faithfully,
For **The Bombay Dyeing and Manufacturing Company Limited**

Sanjive Arora
Company Secretary

Encl. As above

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

since 1879

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.

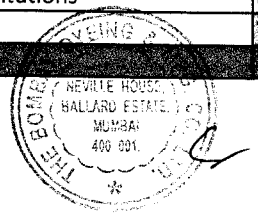
Citibank N.A.,
DR Account Management,
Citigroup Corporate & Investment Bank,
14th Floor, 388, Greenwich Street,
NEWYORK, NY (USA) 10013.

M/s Karvy Fintech 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.

THE BOMBAY DYEING & MFG. CO. LTD	
Date of NCLT Convened Meeting	03-01-2019
Total number of shareholders on record date	1,09,236
No. of shareholders present in the meeting either in person or through	
Promoters and Promoter Group:	0
Public:	155
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)	SPECIAL - Approval of Scheme of Arrangement between Scal Services Limited and The Bombay Dyeing and Manufacturing Company Limited for demerger of Real Estate Business Undertaking of Scal Services Limited ("Demerged Company) vesting into The Bombay Dyeing and Manufacturing Company Limited ("Resulting Company)							
Whether promoter/ promoter group are interested in the	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	10,81,22,618	10,81,22,618	100.00	10,81,22,618	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		**10,81,22,618**	**100.00**	**10,81,22,618**	**0**	**100.00**	**0.00**
Public- Institutions	E-Voting	1,32,37,495	84,89,936	64.14	84,89,936	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		**84,89,936**	**64.14**	**84,89,936**	**0**	**100.00**	**0.00**
Public- Non Institutions	E-Voting	8,51,74,787	6,33,157	0.74	6,16,822	16,335	97.42	2.58
	Poll		27,89,233	3.27	27,89,078	155	99.99	0.01
	Postal Ballot (if applicable)		3,67,535	0.43	3,59,285	8,250	97.76	2.24
	Total		**37,89,925**	**4.45**	**37,65,185**	**24,740**	**99.35**	**0.65**
	Total							



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 appointed for the National Company Law Tribunal,
Mumbai Bench Convened Meeting of Equity Shareholders of
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/ postal ballot conducted pursuant to the provisions of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting at the National Company Law Tribunal, Mumbai Bench ("NCLT") convened meeting of the equity shareholders of The Bombay Dyeing and Manufacturing Company Limited held on Thursday, January 03, 2019 at "Rangaswar" Hall, 4th Floor, Yashwantrao Chavan Centre Auditorium, General Jagannathrao Bhonsle Marg, Nariman Point, Mumbai - 400 021 at 11.00 a.m.

I, P. N. Parikh of M/s. Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer, vide order dated November 05, 2018 of the National Company Law Tribunal, Mumbai Bench, for The Bombay Dyeing and Manufacturing Company Limited pursuant to Section 108 of the Companies Act, 2013 (**"the Act"**) read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015, to conduct the remote e-voting process and to scrutinize the postal ballot forms received from the shareholders in respect of the below mentioned resolution proposed at the NCLT convened meeting of the Equity Shareholders of The Bombay Dyeing and Manufacturing Company Limited ("the Company").

I was also appointed as Scrutinizer to scrutinize the voting process at the said NCLT convened meeting of the equity shareholders held on January 03, 2019.

The Notice of the meeting dated November 21, 2018 along with statement setting out material facts under Section 230(3) read with Section 102 and other applicable provisions of the Companies Act, 2013 as confirmed by the Company were sent to the Equity Shareholders in respect of the below mentioned resolution proposed at the NCLT convened meeting.

The Company had provided the Equity Shareholders with the facility for casting their votes either by way of postal ballot or by way of remote e-voting using facility offered by Karvy Fintech Private Limited (erstwhile known as Karvy Computershare Pvt. Ltd.) ("Karvy").

The Company had provided voting by tablet based electronic voting system to the Equity Shareholders present at the NCLT convened meeting of the Equity Shareholders and who had not cast their vote earlier through remote e-voting facility or by postal ballot.

PARIKH & ASSOCIATES MUMBAI

The Equity Shareholders of the Company holding shares as on the "cut-off" date of November 23, 2018 were entitled to vote on the resolution as contained in the Notice of the NCLT convened meeting of the Equity Shareholders.

The voting period for remote e-voting as well as Postal Ballot commenced on Tuesday, December 04, 2018 at 09:00 a.m. (IST) and ended on Wednesday, January 02, 2019 at 05:00 p.m. (IST) and the Karvy e-voting platform was disabled thereafter.

The votes cast under remote e-voting facility were unblocked in the presence of two witnesses who were not in the employment of the Company. Postal ballot forms received up to Wednesday, January 02, 2019 at 05:00 p.m. (IST) were also considered and scrutinized.

On January 03, 2019, at the venue of the NCLT convened meeting, the Chairman of the NCLT convened meeting directed for conducting the voting by tablet based electronic voting system for the Equity Shareholders who were present at the meeting but who had not cast their vote earlier through the postal ballot or the remote e-voting module of Karvy.

After the closure of the voting at the NCLT convened meeting of the Equity Shareholders, the report on the voting done at the meeting was generated in my presence and the voting was diligently scrutinized.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Karvy e-voting system.

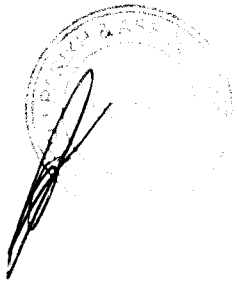
The voting done through postal ballot and remote e-voting were reconciled with the records maintained by the Company and Karvy and the authorizations lodged with the Company.

The Postal ballot forms which were incomplete and/or which were otherwise found defective have been treated as invalid.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to postal ballots and remote e-voting and voting by tablet based electronic voting system at the venue of the meeting on the resolution contained in the Notice of the NCLT convened meeting.

My responsibility as scrutinizer for the postal ballots and remote e-voting and the voting by tablet based electronic voting system at the venue of the meeting is restricted to making a Scrutinizers Report of the votes cast in favour or against the Resolution.

I now submit my consolidated Report as under on the result of the remote e-voting/ Postal Ballot forms and the voting by tablet based electronic voting system at the venue of the NCLT convened meeting in respect of the said Resolution.



Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act,2013 and the provisions of the Memorandum and Articles of Association of the Company and further subject to consent and approval of Hon'ble National Company Law Tribunal, Mumbai Bench and approval of other applicable regulatory /statutory authority(ies) as may be required, approval of the Equity Shareholders be and is hereby accorded to the Scheme of Arrangement between Scal Services Limited and The Bombay Dyeing and Manufacturing Company Limited and their respective Shareholders as attached to the Notice of the Meeting.

RESOLVED FURTHER THAT the Board of Directors (which includes any Committee (s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this resolution) of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to implement the arrangement embodied in the Scheme of Arrangement and to accept such modifications, amendments,limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble National Company Law Tribunal, Mumbai Bench and/or any other authority(ies) while sanctioning the Scheme of Arrangement."

(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
458	12,03,77,739	99.98

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
23	24,740	0.02

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
4	530

Thanking you,
Yours faithfully,

P. N. Parikh
Scrutinizer
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: January 03, 2019