BOMBAY DYEING

July 9, 2015

The Secretary,
Bombay Stock Exchange Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI - 400 001

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

Dear Sirs/Madam,

Sub: Results of Postal Ballot pursuant to Clause 35A.

This has reference to our letter dated June 5, 2015 enclosing the postal ballot notice along with the explanatory statement seeking the consent of members by way of special resolution vide postal ballot / electronic voting with respect to the following item of business:

1. Consent of the Company under Section 180(1)(a) of the Companies Act, 2013 to the Board of the Directors to sell / dispose of its undertaking.

In connection with the above and pursuant to Section 35A of the Listing Agreement, we would like to inform you that Resolution mentioned in the aforesaid notice have been passed by the members of the Company by requisite majority. The approval is deemed to have been received today, i.e. July 9, 2015.

Please find enclosed the voting results and scrutinizer's report.

This is for your information and record.

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

K. SUBHARAMAN
Company Secretary

Encl : As above

c.c. National Securities Depository Ltd.,
Trade World, 4th floor, Kamala Mills Compound,
S. Bapat Marg, Lower Parel,
MUMBAI-400013.

Central Depository Services (India) Ltd.,
Phiroze Jeejeebhoy Towers, 28th Floor,
Dalal Street,
MUMBAI – 400023.

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,
New York, NY (USA) 10013.

Sharepro Services (India) Pvt. Ltd.
Satam Estate, 3rd Floor
Above Bank of Baroda
Cardinal Gracious Road
Chakala, Andheri East
MUMBAI – 400 099

BOMBAY DYEING LTD (CIN : L17120MH1879PLC000037)								
Clause 35A (Physical and e-Voting)								
Resolution 1								
Promoter/Public	Total Ballot Forms	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	43	108122618	108122618	100.000000	108122618	0	100.000000	0.000000
Public – Institutional holders	32	40862944	18459243	45.173551	7183846	11275397	38.917338	61.082662
Public-Others	243	57549338	294919	0.512463	288196	6723	97.720391	2.279609
Total	**318**	**206534900**	**126876780**	**61.431158**	**115594660**	**11282120**	**91.107813**	**8.892187**

For The Bombay Dyeing & Mfg. Co. Ltd.

(S. S. Kelkar)
Director

DATE: 9/7/2015.

The Bombay Dyeing & Mfg. Co. Ltd.
Neville House,
J. N. Heredia Marg,
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

July 09, 2015

To,
The Bombay Dyeing and Manufacturing Company Limited
Neville House, J.N Heredia Marg,
Ballard Estate, Mumbai 400 001.

Kind Attn: Mr. K. Subharaman

Sub. : Postal Ballot

Dear Sir,

I refer to my appointment as Scrutinizer to conduct the postal ballot process in respect of the Special Resolution under Section180(1)(a) of the Companies Act, 2013 to sell/dispose off the Textile Processing Unit of the Company at Ranjangoanon a slump sale basis.

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 Central Depository Services (India) Limited (CDSL) e-voting system in respect of the said resolution.

I hope you will find the above in order.

Thanking you.

Yours faithfully,

P.N.Parikh
Parikh & Associates

Encl.: As above.

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 400 001.

Report of Scrutinizer

I, P.N.Parikh, 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 Resolution under Section 180(1)(a) of the Companies Act, 2013 to sell/dispose off the Textile Processing Unit of the Company at Ranjangoan on a slump sale basis.

I have scrutinized the ballot forms and e-voting and votes tendered therein and maintained register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014.

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 Resolution.

Contd...2

P. N. PARIKH * CP 1228 * MUMBAI * COMPANY SECRETARY

(a) **Special Resolution under Section 180(1)(a) of the Companies Act, 2013 to sell/dispose off the Textile Processing Unit of the Company at Ranjangoan on a slump sale basis.**

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast(Shares)	% of total number of valid votes cast
288	11,55,94,660	91.11

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast(Shares)	% of total number of valid votes cast
30	1,12,82,120	8.89

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast(Shares)
18	41,345

For **Parikh & Associates**

Company Secretaries

P. N. PARIKH * CP 1228 * MUMBAI COMPANY SECRETARY

Place: Mumbai
Date: July 09, 2015

Signature:
Name: P.N.Parikh

Scrutinizer

FCS: 327 CP No: 1228