

March 24, 2023

To,
The Bombay Dyeing and Manufacturing Company Limited
Neville House, J N Heredia Marg,
Ballard Estate, Mumbai 400001

Kind Attn: Mr. Sanjive Arora

Sub.: Report on Postal Ballot Voting of The Bombay Dyeing and Manufacturing Company Limited ('the Company').

Dear Sir,

I refer to my appointment as Scrutinizer to conduct the postal ballot process in respect of the Special Resolution for Appointment of Mrs. Chandra Iyengar (DIN:02821294) as the Non-Executive Independent Woman Director of the Company for a term of 5 years w.e.f. 9th February, 2023 and continuation of holding of office of Non-Executive Independent Woman Director on attaining the age of 75 years during the said term.

I now enclose the following:

- a) My report to the Chairman of the Company on the result of the postal ballots conducted only through the electronic voting process.
- b) The register showing the particulars of the e-votes registered on the KFin Technologies Limited (Kfin) e-voting system in respect of the said Resolution.

Thanking-you.

Yours faithfully,

Mitesh Dilip
Digitally signed by
Mitesh Dilip Dhablewala
Date: 2023.03.24
17:51:20 +05'30'

Mitesh Dhablewala
Parikh & Associates
Encl.: As above.

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 Dhaliwala, of Parikh & Associates, Practising Company Secretaries (Membership No. FCS 8331 CP 9511), having my office at 111, 11th Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl. Estate, Off Link Road, Andheri (West), Mumbai-400053, have been appointed as the Scrutinizer to conduct the Postal ballot process through electronic voting process (“remote e-voting”) respect of the Special Resolution for Appointment of Mrs. Chandra Iyengar (DIN:02821294) as the Non-Executive Independent Woman Director of the Company for a term of 5 years w.e.f. 9th February, 2023 and continuation of holding of office of Non-Executive Independent Woman Director on attaining the age of 75 years during the said term.

Pursuant to the Postal Ballot Notice dated February 9, 2023, issued under Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (‘the Act’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (‘Rules’), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (‘SS-2’), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (‘MCA’) vide its General Circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022 and December 28, 2022 (collectively referred to as (‘MCA Circulars’) and pursuant to other applicable laws and regulations.

The Postal Ballot Notice dated February 9, 2023 along with statement setting out material facts under Section 102 of the Act in respect of the above mentioned resolution, as confirmed by the Company, was sent, electronically only to the Members whose names appeared in the Register of Members / List of Beneficial Owners as received from Depositories and whose e-mail addresses were registered with the Company/ Depositories.

The Company had availed the e-voting facility offered by KFin Technologies Limited (Kfin) for conducting remote e-voting by the shareholders of the Company.

The shareholders of the Company holding shares as on the “cut-off” date of Friday, February 17, 2023 were entitled to vote on the resolution as contained in the Notice.

The voting period for remote e-voting commenced at 9.00 a.m. (IST) on Thursday, February 23, 2023 and ended at 5.00 p.m. (IST) on Friday, March 24, 2023 and the KFin Technologies Limited (Kfin) e-voting module was disabled thereafter.

The votes cast under remote e-voting facility were thereafter unblocked.

I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the Kfin e-voting system and have maintained a 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, rules and the MCA Circulars relating to remote e-voting on the Resolution contained in the notice of Postal Ballot.

My responsibility as scrutinizer for the voting on postal ballot through remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the said resolution.

I now submit my Scrutinizer Report on the results of the voting by postal ballot only through the remote e-voting process in respect of the said Special Resolution as under:

Resolution 1: Special Resolution

Appointment of Mrs. Chandra Iyengar (DIN:02821294) as the Non-Executive Independent Woman Director of the Company for a term of 5 years w.e.f. 9th February, 2023 and continuation of holding of office of Non-Executive Independent Woman Director on attaining the age of 75 years during the said term.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
277	11,13,44,063	99.98

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

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
34	18,688	0.02

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast (Shares)
NIL	NIL

Signature: Mitesh Dilip Dhabliwala
 Digitally signed by Mitesh Dilip Dhabliwala
 Date: 2023.03.24 17:51:49 +05'30'
 Name: Mitesh Dhabliwala
 Scrutinizer
 FCS: 8331 CP: 9511
 P/R No.:1129/2021
 UDIN: F008331D003317923

Dated: March 24, 2023
 Place: Mumbai