BOMBAY DYEING

November 30, 2018

The Secretary,
BSE Limited
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 Sir/ Madam,

Sub: Submission of newspaper clippings of Notice of National Company Law Tribunal ("NCLT") Convened Meeting of Equity Shareholders of the Company.

Pursuant to Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby attach newspaper clippings of Notice of National Company Law Tribunal ("NCLT") Convened Meeting of Equity Shareholders of the Company, published in Navshakti and The Free Press Journal on Thursday, 29th November, 2018 and in Business Standard on Friday, 30th November, 2018.

Kindly take note of the above.

Thanking you,

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

SANJIVE ARORA
Company Secretary

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

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.

M/s Karvy Fintech Private Limited
Karvy Selenium Tower B,
Plot 31-32, Gachibowli,
Financial District, Nanakramguda,
Hyderabad – 500 032

नवशक्ति
मुंबई, गुरुवार, २९ नोव्हेंबर २०१८

दी बॉम्बे डाईंग अँड मॅन्युफॅक्चरींग कंपनी लिमिटेड

नोंदणीकृत कार्यालयः नेव्हील हाऊस, जे. एन. हेरेडिया मार्ग, बॅलॉर्ड इस्टेट, मुंबई-४०००१
कॉर्पोरेट कार्यालयः सी-१, वाडिया इंटरनॅशनल सेंटर,
पांडुरंग बुधकर मार्ग, वरळी, मुंबई-४०००२५
दूर.: ०२२-६६६२ ०००० ई-मेल आयडीः grievance_redressal_cell@bombaydyeing.com
सीआयएनः एल१७१२०एमएच१८७९पीएलसी०००३७

फॉर्म नं. सीएए.२

[कलम २३० (३) आणि नियम ६ व ७ ला अनुसरुन]

कंपनी अर्ज क्र. १२७१ सन २०१८

दी बॉम्बे डाईंग अँड मॅन्युफॅक्चरिंग कंपनी लिमिटेड

....अर्जदार कंपनी

समभाग धारकांच्या सभेच्या सूचनेची जाहिरात

याद्वारे सूचना देण्यांत येते की, दिनांक ५ नोव्हेंबर, २०१८ रोजीच्या एका आदेशाने राष्ट्रीय कंपनी विधी न्यायाधिकरणाच्या मुंबई खंडपीठाने (''एनसीएलटी'') स्काल सर्व्हिसेस लिमिटेड (''स्काल'' किंवा ''विभक्त कंपनी'') आणि दी बॉम्बे डाईंग अँड मॅन्युफॅक्चरिंग कंपनी लिमिटेड (''बीडीएमसीएल'' किंवा ''निर्णायक कंपनी'') आणि त्यांचे संबंधित भागधारक यांच्यातील व्यवस्थेच्या योजनेत (''योजना'') समाविष्ट असलेल्या व प्रस्तावित व्यवस्थेला विचारांत घेऊन योग्य वाटल्यास सुधारणांसह किंवा शिवाय मंजुर करण्याकरिता सदर कंपनीच्या समभाग धारकांची एक सभा घेण्याचे निर्देश दिले.

सदर आदेश आणि त्यामधील निर्देश यानुसार याद्वारे पुढे सूचना देण्यांत येते की, सदर कंपनीच्या समभाग धारकांची एक सभा गुरुवार, ३ जानेवारी, २०१९ रोजी स. ११.०० वा. ''रंगस्वर'' हॉल, ४ था मजला, वाय. बी. चव्हाण सेंटर, जनरल जगन्नाथराव भोसले मार्ग, नरिमन पॉईंट, मुंबई-४०००२१ येथे होईल. त्या वेळी आणि ठिकाणी सदर समभाग धारकांनी कृपया उपस्थित राहावे.

सदर योजना आणि कलम २३० अंतर्गत निवेदनाच्या विनामूल्य प्रती कंपनीच्या नोंदणीकृत कार्यालय/कॉर्पोरेट कार्यालयातून किंवा त्यांचे वकील मे. हेमंत सेठी अँड कं. यांचे कार्यालय १६०२, नव परमाणु, अमर सिनेमा मागे, चेंबूर, मुंबई-४०००७१ येथून मिळतील.

सभेत हजर राहून मत देण्यास हक्कदार असणाऱ्या व्यक्ती, व्यक्तीशः किंवा प्रतिपत्रीमार्फत मत देऊ शकतात. तथापि, विहित नमुन्यातील सर्व प्रतिपत्री अर्जदार कंपनीच्या नोंदणीकृत कार्यालयांत सभेपूर्वी किमान ४८ तास अगोदर जमा केले पाहिजेत. प्रतिपत्री प्रपत्रे कंपनीच्या नोंदणीकृत कार्यालयातून मिळू शकतील.

सदर सभेचे अध्यक्ष म्हणून एनसीएलटी ने कंपनीच्या श्री. केकी एन. इलाव्हीया आणि ते नसल्यास श्री. विनेश कुमार जयरथ आणि ते नसल्यास श्री. अनिल कुमार हिरजी आणि ते नसल्यास श्री. आर. ए. शाह यांची नेमणूक केली आहे. उपरोल्लेखित योजनेला सभेने मंजुरी दिल्यास त्यांनतर ती न्यायाधिकरणाच्या मंजुरी अधीन असेल.

कंपनीच्या समभागधारकांना याद्वारे कळविण्यांत येते की, कंपनीने २३ नोव्हेंबर, २०१८ च्या कट ऑफ डेट रोजीस असलेल्या कंपनीच्या समभाग धारकांना टपाल मतपत्रिकेसह कंपनी अधिनियम, २०१३ चे कलम १०८, ११० व २३० सह वाचता कंपनीज (कॉम्प्रमायजेस, अरँजमेंटस् अँड अमालगमेशन्स) रुल्स, २०१६ सह वाचता सेबी (लिस्टींग ऑब्लिगेशन्स अँड डिस्क्लोजर रिक्वायरमेंटस्) रेग्युलेशन्स, २०१५ चे रेग्युलेशन ४४ आणि अन्य प्रयोज्य तरतुदी यास अनुसरुन ची सूचना पाठवणे २७ नोव्हेंबर, २०१८ रोजी पूर्ण केलं आहे. प्रस्तावित योजना मंजूर करण्याकरिता कंपनीच्या समभाग धारकांची मंजुरी मिळण्यासाठी ई-व्होटींग सुविधा देखील उपयोगात आणली जात आहे.

राष्ट्रीय कंपनी विधी न्यायाधिकरण (एनसीएलटी) ने योग्य आणि पारदर्शी पध्दतीने गुप्त मतदान, टपाल मतदान प्रक्रिया आणि ई-व्होटींग प्रक्रिया पार पाडण्यासाठी तपासणी अधिकारी म्हणून मे. पारिख अँड असोसिएट्स्, व्यावसायीक कंपनी सेक्रेटरीज च्या श्री. पी. एन. पारीख आणि ते नसल्यास श्री. मितेश धाबलीवाला आणि ते नसल्यास मिस्. सर्वरी शाह यांची नियुक्ती केली आहे. सार्वजनिक भागधारकांकडून टपाल मतदान किंवा ई-व्होटींग द्वारे देण्यांत आलेली मते देखील न्यायालयाकडून बोलावण्यांत आलेल्या सभेचा निकाल जाहीर होण्यात विचारांत घेतली जातील.

कंपनीच्या समभागधारकांना याद्वारे कळविण्यात येते आणि त्यांनी कृपया ध्यानात ठेवावे कीः

१. उपरोक्त सूचनेत मांडलेले कामकाज सभासदांनी टपाल मतदान आणि इलेक्ट्रॉनिक माध्यमातून मतदानाद्वारे करावयाचे आहे. काव्हीं फिनटेक प्रायव्हेट लिमिटेड (पूर्वीचे नाव काव्हीं कॉम्प्युटरशेअर प्रा. लि.) (''काव्हीं'') च्या ई-व्होटींग प्लॅटफॉर्म मार्फत कंपनी इलेक्ट्रॉनिक माध्यमातून मतदानाची सुविधा पुरवत आहे. ई-व्होटींगसाठी आवश्यक निर्देश सदर सूचनेत मांडलेले आहेत.
२. मत देण्याकरिता पात्रता ठरविण्यासाठी कट-ऑफ डेट आहे २३ नोव्हेंबर, २०१८
३. कंपनीने २७ नोव्हेंबर, २०१८ रोजी सदर सूचना पाठवणे पूर्ण केले आहे.
४. ई-व्होटींग सह मतदानाची सुरुवात **मंगळवार, ४ डिसेंबर, २०१८ रोजी स. ९.०० वा.** होईल आणि ते **गुरुवार, २ जानेवारी, २०१९ रोजी सं. ५.०० वा.** संपेल. मतदानाच्या कालावधीत, कट-ऑफ डेट रोजीस एकतर प्रत्यक्ष प्रकारे किंवा डिमटेरिअलाईज्ड पध्दतीने शेअर्स धारण करणारे कंपनीचे समभागधारक एकतर प्रत्यक्ष टपाल मतदानाने किंवा ई-व्होटींगद्वारे त्यांचे मत देऊ शकतील.
५. कंपनीच्या सभासदांनी कृपा करुन २ जानेवारी, २०१९ रोजी सं. ५.०० वा. किंवा त्यापूर्वी तपासणी अधिकाऱ्यांकडे रितसर भरुन स्वाक्षरी केलेल्या टपाल मतपत्रिका परत करुन त्यांचा होकार किंवा नकार कळवावा.
६. ज्या समभागधारकांनी रिमोट ई-व्होटींगने किंवा टपाल मतदानामार्फत त्यांचे मत दिलेले असेल ते देखील सभेस उपस्थित राहू शकतात, परंतु पुन्हा त्यांचे मत देण्यास ते हक्कदार नसतील.
७. २ जानेवारी, २०१९ रोजीच्या सं. ५.०० नंतर प्रत्यक्ष टपाल मतदानाने किंवा ई-व्होटींग द्वारे मतदान करण्यास अनुमती दिली जाणार नाही. त्यानंतर सभासदांकडून प्राप्त होणारी कोणतीही टपाल मतपत्रिका वैध नसेल आणि अशा सभासदांकडून उत्तर प्राप्त झाले नाही असे गृहित धरले जाईल आणि त्यानंतर मतदानासाठी ई-व्होटींग मॉडयुल काव्हीं निष्क्रिय करेल.
८. कोणत्याही सभासदाला टपाल मत पत्रिका मिळाली नसल्यास ते कंपनीकडे अर्ज करुन एक नक्कल प्रत मिळवू शकतात.
९. टपाल मतदानाची सूचना कंपनीची वेबसाईट www.bombaydyeing.com वर आणि काव्हींची वेबसाईट https://evoting.karvy.com वर उपलब्ध आहे.
१०. टपाल मतदानाचा निकाल कंपनीच्या नोंदणीकृत कार्यालयांत टपाल मतदान आणि ई-व्होटींग संपल्याच्या ४८ तासांत घोषित केला जाईल. निकालास कंपनीच्या नोंदणीकृत कार्यालयांत प्रदर्शित केलं जाईल. कंपनीचे रोखे जेथे सूचिबध्द आहेत त्या स्टॉक एक्सचेंजला कळवले जातील आणि तपासणी अधिकाऱ्यांच्या अहवालासह कंपनीची वेबसाईट www.bombaydyeing.com वर प्रदर्शित केले जातील.
११. प्रत्यक्ष मतदानाद्वारे मतदानासंबंधी कोणत्याही तक्रारी असल्यास श्री. संजीव अरोरा कंपनी सेक्रेटरी यांच्याशी कंपनीच्या कॉर्पोरेट कार्यालयांत किंवा वर दिलेल्या ई-मेल आयडी आणि दूरध्वनी क्रमांकावर संपर्क साधावा आणि इलेक्ट्रॉनिक व्होटींग संबंधातील तक्रारीसाठी सभासदांनी श्रीमती श्रीप्रिया सेंथिलकुमार काव्हीं, यांच्याशी निर्धारित ई-मेल आयडीज evoting@karvy.com वर किंवा दूरध्वनी क्र. +९१ ४० ६७१६ २२२२ वर संपर्क साधावा. पुढे ई व्होटींग बाबत कोणत्याही चौकशी किंवा समस्येकरिता भागधारक ''हेल्प'' सेक्शन अंतर्गत evoting.karvy.com वर उपलब्ध फ्रिक्वेंटली आस्क्ड क्वेश्चन्स (एफएक्यु) आणि ई-व्होटींग मॅन्युअल पाहावे किंवा evoting@karvy.com वर एक ई-मेल लिहावा.

मुंबई
२८ नोव्हेंबर, २०१८

केकी एम. एलाव्हीया
सभेसाठी नियुक्त अध्यक्ष

THE BOMBAY DYEING AND MANUFACTURING COMPANY LIMITED

Registered Office :- Neville House, J. N. Heredia Marg, Ballard Estate, Mumbai - 400001.
Corporate Office:- C-1, Wadia International Center,
Pandurang Budhkar Marg, Worli, Mumbai-400 025
Tel: 022-6662 0000 E-mail ID: grievance_redressal_cell@bombaydyeing.com
CIN - L17120MH1879PLC000037

FORM NO. CAA.2

[Pursuant to section 230(3) and rule 6 and 7]

Company Application No. 1271 of 2018

The Bombay Dyeing and Manufacturing Company Limited
..... Applicant Company

ADVERTISEMENT OF NOTICE OF MEETING OF EQUITY SHAREHOLDERS

Notice is hereby given that by an order dated the 5th day of November, 2018, the Mumbai Bench of the National Company Law Tribunal ("NCLT") has directed a meeting to be held of the Equity Shareholders of the said company for the purpose of considering and if thought fit, approving with or without modification, the arrangement proposed and embodied in 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").

In pursuance of the said order and as directed therein further notice is hereby given that a meeting of Equity Shareholders of the said company will be held at "Rangaswar" Hall, 4th Floor, Y B Chavan Centre, General Jagannathrao Bhonsle Marg, Nariman Point, Mumbai - 400 021 on Thursday, 3rd day of January, 2019 at 11:00 A.M at which time and place the said Equity Shareholders are requested to attend.

Copies of the said Scheme and of the statement under Section 230 can be obtained free of charge at the registered office/corporate office of the company or at the office of its advocates M/s Hemant Sethi & Co., 1602 Nav Parmanu, Behind Amar Cinema, Chembur, Mumbai - 400071. Persons entitled to attend and vote at the meeting, may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the registered office of the Applicant Company not later than 48 hours before the meeting.

Forms of proxy can be obtained from the registered office of the Company.

The NCLT has appointed Mr. Keki M. Elavia, and in his absence Mr. Vinesh Kumar Jairath and in his absence Mr. Anil Kumar Hirjee, and in his absence, Mr. R. A. Shah of the Company, as the Chairman of the said Meeting. The above mentioned Scheme, if approved by the meeting, will be subject to the subsequent approval of the Tribunal.

The Equity Shareholders of the Company are hereby informed that the Company has on November 27, 2018 completed the dispatch of the Notice pursuant to Section 108, 110 & 230 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 read with Regulation 44 and other applicable provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 along with Postal Ballot Form to the Equity Shareholders of the Company as at the cut-off date of 23rd day of November, 2018. Postal Ballot with E-Voting facility is also being conducted to seek approval of the Equity Shareholders of the Company to approve the proposed Scheme.

The National Company Law Tribunal (NCLT), has appointed Mr. P. N. Parikh, and failing him Mr. Mitesh Dhabliwala and failing him, Ms. Sarvari Shah from M/s. Parikh & Associates, Practicing Company Secretaries, as Scrutinizer for conducting voting by Poll, Postal Ballot process and E-Voting process in a fair and transparent manner. The votes cast by public shareholders by way of Postal Ballot or E-Voting will also be taken into consideration for declaration of the results of the court convened meeting.

The Equity Shareholders of the Company are also hereby informed and requested to note that:

1. The business as set out in aforesaid notice is to be transacted by the members through Postal Ballot and voting by electronic means. The Company is providing facility for electronics means through E-Voting platform of Karvy Fintech Private Limited (erstwhile known as Karvy Computershare Pvt. Ltd.) ("Karvy"). The necessary instruction for E-Voting have been set out in the said notice.
2. The cut-off date for determining the eligibility to vote is 23rd day of November, 2018.
3. The company has completed dispatch of the said Notice on 27th day of November, 2018.
4. The voting including E-Voting commences on **Tuesday, 4th day of December, 2018 at 9:00 A.M and ends on Thursday, 2nd day of January, 2019 at 5:00 P.M.** During the voting period Equity Shareholders of the company holding shares either in physical form or in a dematerialized form as on cut-off date may cast their vote either through physical Postal Ballot or E-Voting.
5. The members of the Company are requested to communicate their assent or dissent by returning duly filled in and signed Postal Ballot form to the scrutinizer on or before 5:00 P.M. on 2nd day of January, 2019.
6. The equity shareholders who have cast their vote by remote e-voting or through postal ballot may also attend the meeting but shall not be entitled to cast their vote again.
7. Voting through Physical Postal Ballot or E-Voting will not be allowed beyond 5:00 P.M. on 2nd day of January, 2019. Any postal ballot form received from the Member thereafter will not be valid and treated as if reply from the member has not been received and E-Voting module shall be disabled by Karvy for voting thereafter.
8. Any member who has not received the Postal Ballot form may apply to the Company and obtain a duplicate thereof.
9. Postal Ballot notice is available on company's website www.bombaydyeing.com and Karvy's website https://evoting.karvy.com.
10. The results of the Postal Ballot would be declared within 48 hours of the conclusion of the Postal Ballot and E-Voting at the registered office of the Company. The results would be displayed at the registered office of the Company, intimated to the stock exchange where the company's Securities are listed and displayed along with the scrutinizers report on the Company's website www.bombaydyeing.com.
11. In case of any grievance connected with voting by Physical Ballot, the Members may contact Mr. Sanjive Arora, Company Secretary at the corporate office of the Company or at email id and telephone number as given above and in case of any grievance connected with electronic voting, the Members may contact Ms. Sripriya Senthilkumar, Karvy at designated email ids: evoting@karvy.com or at telephone no. 191 40 6716 2222. Further in case of any query or issues regarding E-Voting, the shareholders may refer the Frequently Asked Questions (FAQ) and E-Voting manual available at evoting.karvy.com under "Help" section or write an email to evoting@karvy.com.

Mumbai
28th Day of November, 2018

Keki M. Elavia
Chairman appointed for the meeting

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THE BOMBAY DYEING AND MANUFACTURING COMPANY LIMITED

Registered Office :- Neville House, J. N. Heredia Marg, Ballard Estate, Mumbai - 400001
Corporate Office:- C-1, Wadia International Center,
Pandurang Budhkar Marg, Worli, Mumbai-400 025
Tel: 022-6662 0000 E-mail ID: grievance redressal cell@bombaydyeing.com
CIN - L17120MH1879PLC000037

FORM NO. CAA.2

[Pursuant to section 230(3) and rule 6 and 7]

Company Application No. 1271 of 2018

The Bombay Dyeing and Manufacturing Company Limited

..... Applicant Company

ADVERTISEMENT OF NOTICE OF MEETING OF EQUITY SHAREHOLDERS

Notice is hereby given that by an order dated the 5th day of November, 2018, the Mumbai Bench of the National Company Law Tribunal ("NCLT") has directed a meeting to be held of the Equity Shareholders of the said company for the purpose of considering and if thought fit, approving with or without modification, the arrangement proposed and embodied in 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").

In pursuance of the said order and as directed therein further notice is hereby given that a meeting of Equity Shareholders of the said company will be held at "Rangaswar" Hall, 4th Floor, Y B Chavan Centre, General Jagannathrao Bhonsle Marg, Nariman Point, Mumbai - 400 021 on Thursday, 3rd day of January, 2019 at 11:00 A.M at which time and place the said Equity Shareholders are requested to attend.

Copies of the said Scheme and of the statement under Section 230 can be obtained free of charge at the registered office/corporate office of the company or at the office of its advocates M/s Hemant Sethi & Co., 1602 Nav Parmanu, Behind Amar Cinema, Chembur, Mumbai - 400071. Persons entitled to attend and vote at the meeting, may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the registered office of the Applicant Company not later than 48 hours before the meeting.

Forms of proxy can be obtained from the registered office of the Company.

The NCLT has appointed Mr. Keki M. Elavia, and in his absence Mr. Vinesh Kumar Jairath and in his absence Mr. Anil Kumar Hirjee, and in his absence, Mr. R. A. Shah of the Company, as the Chairman of the said Meeting. The above mentioned Scheme, if approved by the meeting, will be subject to the subsequent approval of the Tribunal.

The Equity Shareholders of the Company are hereby informed that the Company has on November 27, 2018 completed the dispatch of the Notice pursuant to Section 108, 110 & 230 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 read with Regulation 44 and other applicable provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 along with Postal Ballot Form to the Equity Shareholders of the Company as at the cut-off date of 23rd day of November, 2018. Postal Ballot with E-Voting facility is also being conducted to seek approval of the Equity Shareholders of the Company to approve the proposed Scheme.

The National Company Law Tribunal (NCLT), has appointed Mr. P. N. Parikh, and failing him Mr. Mitesh Dhabliwala and failing him, Ms. Sarvari Shah from M/s. Parikh & Associates, Practicing Company Secretaries, as Scrutinizer for conducting voting by Poll, Postal Ballot process and E-Voting process in a fair and transparent manner. The votes cast by public shareholders by way of Postal Ballot or E-Voting will also be taken into consideration for declaration of the results of the court convened meeting.

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1. The business as set out in aforesaid notice is to be transacted by the members through Postal Ballot and voting by electronic means. The Company is providing facility for electronics means through E-Voting platform of Karvy Fintech Private Limited (erstwhile known as Karvy Computershare Pvt. Ltd.) ("Karvy"). The necessary instruction for E-Voting have been set out in the said notice.
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5. The members of the Company are requested to communicate their assent or dissent by returning duly filled in and signed Postal Ballot form to the scrutinizer on or before 5:00 P.M. on 2nd day of January, 2019.
6. The equity shareholders who have cast their vote by remote e-voting or through postal ballot may also attend the meeting but shall not be entitled to cast their vote again.
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Mumbai
28th Day of November, 2018

Keki M. Elavia
Chairman appointed for the meeting

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