# BOMBAY DYEING

August 7, 2015

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

The Manager
Listing Department
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,

**Sub: 135th Annual General Meeting (AGM) held on 6th August, 2015 - Declaration of Results of E-voting and Poll at AGM.**

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 substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company had provided remote electronic voting facility (E-Voting) to the Members entitled to cast their vote at the Annual General Meeting. The E-Voting process was carried out by the Company between 3rd August, 2015 to 5th August, 2015, with the cut-off date for determining Members, being 31st July, 2015. The Company had also provided facility of voting through ballot at the AGM held on 6th August, 2015.

Mr. P. N. Parikh of M/s. Parikh & Associates, Company Secretary in Practice, was appointed as a scrutinizer to scrutinize the remote E-Voting and ballot process at the AGM and has submitted his Consolidated Report to the Chairman.

The Consolidated voting results in terms of Clause 35A of the Listing Agreement and the Report of the Scrutinizer are enclosed herewith.

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Based on the Consolidated Report of the Scrutinizer, all the Resolutions as set out in the Notice of 135th Annual General Meeting of the Company have been duly approved by the Members with requisite majority.

Request you to take the same on record.

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

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

**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.

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

BOMBAY DYEING

**Information pursuant to Clause 31(d) and 35 A of the Listing Agreement – Proceedings at the Annual General Meeting**

Pursuant to Clause 31(d) read with Clause 35A of the Listing Agreement, the requisite information relating to the Annual General Meeting (AGM) of the Company held on Thursday, 6th August, 2015, at 3.45 p.m. at The Birla Matushri Sabhagar, 19, Marine Lines, Mumbai - 400025, is furnished below:-

| | |
|---|---|
| **Date of the AGM** | 6th August, 2015 |
| **Total number of shareholders on e-voting cut off date** | 91211 |
| **No. of Shareholders present in the meeting either in person or through proxy**<br>• **Promoters and Promoter Group**<br>• **Public** | <br><br>11<br>561 |
| **No. of Shareholders attended the Meeting through Video Conferencing**<br>• **Promoters and Promoter Group**<br>• **Public** | NIL |

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

| THE BOMBAY DYEING AND MANUFACTURING COMPANY 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 | 38 | 37615678 | 19527925 | 51.914324 | 19527925 | 0 | 100.000000 | 0.000000 |
| Public-Others | 127 | 60796604 | 115235 | 0.189542 | 113854 | 1381 | 98.801579 | 1.198421 |
| **Total** | **208** | **206534900** | **127765778** | **61.861592** | **127764397** | **1381** | **99.998919** | **0.001081** |

| THE BOMBAY DYEING AND MANUFACTURING COMPANY LTD (CIN : L17120MH1879PLC000037) | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Clause 35A (Physical and e-Voting) | | | | | | | | |
| Resolution 2 | | | | | | | | |
| 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 | 38 | 37615678 | 19527925 | 51.914324 | 19527925 | 0 | 100.000000 | 0.000000 |
| Public-Others | 127 | 60796604 | 115235 | 0.189542 | 113889 | 1346 | 98.831952 | 1.168048 |
| **Total** | **208** | **206534900** | **127765778** | **61.861592** | **127764432** | **1346** | **99.998947** | **0.001053** |

| THE BOMBAY DYEING AND MANUFACTURING COMPANY LTD (CIN : L17120MH1879PLC000037) | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Clause 35A (Physical and e-Voting) | | | | | | | | |
| Resolution 3 | | | | | | | | |
| 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 | 38 | 37615678 | 19527925 | 51.914324 | 18797685 | 730240 | 96.260535 | 3.739465 |
| Public-Others | 127 | 60796604 | 115235 | 0.189542 | 113854 | 1381 | 98.801579 | 1.198421 |
| **Total** | **208** | **206534900** | **127765778** | **61.861592** | **127034157** | **731621** | **99.427373** | **0.572627** |

| THE BOMBAY DYEING AND MANUFACTURING COMPANY LTD (CIN : L17120MH1879PLC000037) | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Clause 35A (Physical and e-Voting) | | | | | | | | |
| Resolution 4 | | | | | | | | |
| 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 | 38 | 37615678 | 19527925 | 51.914324 | 19527925 | 0 | 100.000000 | 0.000000 |
| Public-Others | 127 | 60796604 | 115235 | 0.189542 | 113854 | 1381 | 98.801579 | 1.198421 |
| **Total** | **208** | **206534900** | **127765778** | **61.861592** | **127764397** | **1381** | **99.998919** | **0.001081** |

SHARE PRO SERVICES (I) PVT. LTD.

THE BOMBAY DYEING & MFG. NEVILLE HOUSE, BALLARD ESTATE, BOMBAY.

| THE BOMBAY DYEING AND MANUFACTURING COMPANY LTD (CIN : L17120MH1879PLC000037) | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Clause 35A (Physical and e-Voting) | | | | | | | | |
| Resolution 5 | | | | | | | | |
| 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 | 38 | 37615678 | 19527925 | 51.914324 | 19527925 | 0 | 100.000000 | 0.000000 |
| Public-Others | 127 | 60796604 | 115235 | 0.189542 | 113854 | 1381 | 98.801579 | 1.198421 |
| **Total** | **208** | **206534900** | **127765778** | **61.861592** | **127764397** | **1381** | **99.998919** | **0.001081** |

| THE BOMBAY DYEING AND MANUFACTURING COMPANY LTD (CIN : L17120MH1879PLC000037) | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Clause 35A (Physical and e-Voting) | | | | | | | | |
| Resolution 6 | | | | | | | | |
| 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 | 38 | 37615678 | 19527925 | 51.914324 | 19515970 | 11955 | 99.938780 | 0.061220 |
| Public-Others | 127 | 60796604 | 115235 | 0.189542 | 110684 | 4551 | 96.050679 | 3.949321 |
| **Total** | **208** | **206534900** | **127765778** | **61.861592** | **127749272** | **16506** | **99.987081** | **0.012919** |

| THE BOMBAY DYEING AND MANUFACTURING COMPANY LTD (CIN : L17120MH1879PLC000037) | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Clause 35A (Physical and e-Voting) | | | | | | | | |
| Resolution 7 | | | | | | | | |
| 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 | 38 | 37615678 | 19527925 | 51.914324 | 4781078 | 14746847 | 24.483287 | 75.516713 |
| Public-Others | 127 | 60796604 | 115235 | 0.189542 | 113354 | 1881 | 98.367683 | 1.632317 |
| **Total** | **208** | **206534900** | **127765778** | **61.861592** | **113017050** | **14748728** | **88.456433** | **11.543567** |

SHAREPRO SERVICES (I) PVT. LTD.

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

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 at the Annual General Meeting of The Bombay Dyeing And Manufacturing Company Limited held on Thursday, August 06, 2015 at 03.45 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 by Companies (Management and Administration) Amendment Rules, 2015, to conduct the remote e-voting process in respect of the below mentioned resolutions passed at the Annual General Meeting of The Bombay Dyeing and Manufacturing Company Limited held on Thursday, August 06, 2015 at 3.45 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said Annual General Meeting held on August 06, 2015.

The Notice dated July 03, 2015 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 Annual General Meeting of the Company.

The Company had availed the 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 facility to the shareholders present at the Annual General Meeting 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 July 31, 2015 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

The voting period for remote e-voting commenced on Monday, August 03, 2015 at 09:00 a.m. (IST) and ended on Wednesday, August 05, 2015 at 05:00 p.m. (IST) and the CDSL e-voting platform was blocked thereafter.

After the closure of the voting at the Annual General Meeting, the report on voting done at the meeting was generated in my presence and the voting 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 Annual General Meeting 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.

I now submit my consolidated Report as under on the result of the remote e-voting and voting at the meeting in respect of the said Resolutions.



**Resolution 1: Ordinary Resolution**

**Adoption of:**

a. **the Audited Financial Statements of the Company for the financial year ended March 31, 2015, together with the Reports of the Board of Directors and the Auditors thereon; and**

b. **the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015, together with the Reports of Auditors thereon.**

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

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 200 | 12,77,64,397 | 100.00(Rounded off) |

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

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 8 | 1,381 | 0.00 |

(iii) **Invalid** votes:

| Number of members whose votes were declared invalid | Number of votes cast by them |
|---|---|
| 2 | 203 |

PARIKH & ASSOCIATES * COMPANY SECRETARIES * MUMBAI

**Resolution 2: Ordinary Resolution**

**To declare dividend on Equity Shares for the financial year ended 31st March, 2015.**

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

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 201 | 12,77,64,432 | 100.00(Rounded off) |

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

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 7 | 1,346 | 0.00 |

(iii) **Invalid** votes:

| Number of members whose votes were declared invalid | Number of votes cast by them |
|---|---|
| 2 | 203 |

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

**Resolution 3: Ordinary Resolution**

**To appoint a Director in place of Mr. Ness N Wadia (DIN 00036049), 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 votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 196 | 12,70,34,157 | 99.43 |

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

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 12 | 7,31,621 | 0.57 |

(iii) **Invalid** votes:

| Number of members whose votes were declared invalid | Number of votes cast by them |
|---|---|
| 2 | 203 |

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

**Resolution 4: Ordinary Resolution**

**To appoint M/s. Kalyaniwalla & Mistry, Chartered Accountants, (ICAI Registration No. 104607W), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting up to the conclusion of the next Annual General Meeting and to authorise the Board to fix their remuneration.**

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

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 200 | 12,77,64,397 | 100.00(Rounded off) |

100.00(Rounded off)

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

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 8 | 1,381 | 0.00 |

(iii) **Invalid** votes:

| Number of members whose votes were declared invalid | Number of votes cast by them |
|---|---|
| 2 | 203 |

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

**Resolution 5: Ordinary Resolution**

**Remuneration payable to M/s. N I Mehta & Co., Cost Auditors (ICWA Registration No. 000023) of the Company.**

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

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 200 | 12,77,64,397 | 100.00(Rounded off) |

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

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 8 | 1,381 | 0.00 |

(iii) **Invalid** votes:

| Number of members whose votes were declared invalid | Number of votes cast by them |
|---|---|
| 2 | 203 |

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

**Resolution 6 : Ordinary Resolution**

**Appointment of Dr. (Mrs) Sheela Bhide (DIN: 01843547) as Independent Director for five consecutive years with effect from 6th August, 2015 upto 5th August 2020.**

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

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 197 | 12,77,49,272 | 99.99 |

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

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 11 | 16,506 | 0.01 |

(iii) **Invalid** votes:

| Number of members whose votes were declared invalid | Number of votes cast by them |
|---|---|
| 2 | 203 |

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

**Resolution 7: Special Resolution**

**Fixation of Remuneration to Mr. Jehangir N Wadia (DIN: 00088831) with the effect from 01.01.2014 for the remaining period of his tenure i.e upto 31.03.2016.**

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

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 164 | 11,30,17,050 | 88.46 |

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

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 44 | 1,47,48,728 | 11.54 |

(iii) **Invalid** votes:

| Number of members whose votes were declared invalid | Number of votes cast by them |
|---|---|
| 2 | 203 |

Thanking you,
Yours faithfully,

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

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 06, 2015