BOMBAY DYEING

11th September, 2012

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,

Sub : Notice of Postal Ballot

As required in terms of Clause 31 of the Listing Agreement, we are enclosing herewith six copies of the following:

1. Copies of the Postal Ballot Notice being sent to shareholders, pursuant to Section 192A(2) of the Companies Act, 1956, seeking approval of the shareholders for the proposed sub-division of each Equity Share of the face value of Rs. 10/- into 5 Equity Shares of Rs. 2/- each and the consequent amendments to the existing Clause 5 of the Memorandum of Association and Article 3 of the Articles of Association of the Company as also the Employee Stock Option Scheme (ESOS).

2. Copies of Postal Ballot Form.

3. Copies of a circular dated 7th August, 2012 being sent to all the shareholders about the procedure of sub-division of shares, including the holders of physical shares having the option of direct credit of the sub-divided shares to their demat account.

4. A copy of the Public Notice being issued is also enclosed herewith.

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

J. C. BHAM
Company Secretary

Encl : As above

BOMBAY DYEING

CC: 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.,
13AB, Samhita Warehousing Complex,
Saki Naka Telephone Exchange Lane,
Off Andheri – Kurla Road, Sakinaka,
Andheri (E), Mumbai – 400 072.

With a copy of the - above documents.

BOMBAY DYEING

DRAFT NOTICE TO THE MEMBERS

Notice is hereby given pursuant to Rule 3(c) of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 that the Company has, on Friday, 14th September, 2012 completed despatch by post under Speed Post, Notice under section 192A of the Companies Act, 1956 ('the Act') along with the Explanatory Statement, Postal Ballot Form and self-addressed postage prepaid reply envelope, seeking approval of the members:

(i) by Ordinary Resolution under Section 94 and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification or re-enactment thereof for the time being in force) and Article 9 and other enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the authorities concerned, each Equity Share of the Company having a face value of Rs.10/- (Rupees Ten) each fully paid up be sub-divided into 5 (Five) Equity Shares of the face value of Rs. 2/- (Rupees Two) each fully paid up;

(ii) by Ordinary Resolution under Section 16 and all other applicable provisions, if any, of the Companies Act, 1956, the existing Clause 5 of the Memorandum of Association of the Company be altered;

(iii) by Special Resolution under Section 31 and all other applicable provisions, if any, of the Companies Act, 1956, the existing Article 3 of the Articles of Association of the Company be altered; and,

(iv) Consequent to the sub-division of shares, by Special Resolution for amendment to the maximum number of equity shares to be allotted under the existing Employee Stock Option Scheme and maximum number of shares to be granted to an employee.

Voting through postal ballot or by electronic mode shall commence on 17th September, 2012 at 10.00 a.m. and end on 17th October, 2012 at 5.00 p.m.

Mr. Nilesh Shah, Practising Company Secretary has been appointed as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner. Members are requested to note that the Postal Ballot Form duly completed and signed should reach the Scrutinizer at the following address not later than 5.00 p.m. 17th October, 2012:

Mr. Nilesh Shah, Scrutinizer
C/o. The Bombay Dyeing & Mfg. Co. Ltd.
Neville House, J. N. Heredia Marg,
Ballard Estate, Mumbai – 400001.

All Postal Ballot Forms / votes in electronic mode received thereafter will be treated as if reply from such Members has not been received. A member may request for a duplicate Postal Ballot Form, if so required.

...2...

The voting rights of Members shall be reckoned as on 14th September, 2012 which is the cut-off date. Any person, who is a member of the Company on the said cut-off date but has not received the Postal Ballot Form, may obtain a Postal Ballot Form from the Company and vote on the Resolution.

Mumbai,
14th September, 2012

For The Bombay Dyeing & Mfg. Co. Ltd.
J. C. BHAM
Company Secretary