THE BOMBAY DYEING & MFG. CO. LIMITED

Neville House, J. N. Heredia Marg, Ballard Estate, MUMBAI 400 001

POSTAL BALLOT FORM

POSTAL BALLOT NO.

1. Name of Shareholder(s)
   (including joint holders,
   if any)

2. Registered address of the
   Sole/First named Shareholder

3. Folio No. / DPID No. / Client ID No.*
   (*Applicable to investors holding
   shares in dematerialised form)

4. No. of Shares held

5. I/We hereby exercise my/our vote in respect of the Ordinary/Special Resolution(s) to be passed through Postal Ballot for the business stated in the Notice of the Company, dated 7th August, 2012, by conveying my/our assent or dissent to the said Resolution by placing the tick (✓) mark in the appropriate box below:

Sr. No.	Description	No. of Shares	I/We assent to the Resolution	I/We dissent to the Resolution
1.	Ordinary Resolution pursuant to Section 94 and other applicable provisions, if any, of the Companies Act, 1956, and Article 9 and other enabling provisions of the Articles of Association of the Company for sub-division of the Company's shares (1 share of ₹ 10/- to be sub-divided into 5 shares of ₹ 2/- each)			
2.	Ordinary Resolution pursuant to Section 16 and other applicable provisions, if any, of the Companies Act, 1956, amendment to the existing Clause 5 of the Memorandum of Association of the Company.			
3.	Special Resolution pursuant to Section 31 and other applicable provisions, if any, of the Companies Act, 1956, amendment to the existing Article 3 of the Articles of Association of the Company.			
4.	Consequent to the sub-division of shares, 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			

Place :
Date :

(Signature of the Shareholder)

ELECTRONIC VOTING PARTICULARS

(Applicable for Individual Members only)

ESVN (Electronic Voting Sequence Number)	User ID	Password / PIN

Note : Please read the instructions printed overleaf carefully before exercising your vote

www.sapprints.com

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INSTRUCTIONS TO MEMBERS OPTING FOR VOTING IN PAPER MODE

1. A shareholder desiring to exercise vote by postal ballot may complete this Postal Ballot Form (no other form or photo copy thereof is permitted to be used for the purpose) and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. Envelopes containing postal ballots, if deposited with the Company in person or if sent by courier at the expense of the shareholder, will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This postal ballot form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder. Unsigned/ incomplete postal ballot forms will be rejected.
4. There will be only one Postal Ballot Form for every folio, irrespective of the number of joint shareholders.
5. The right of voting by Postal Ballot shall not be exercised by a Proxy.
6. Where the postal ballot form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the postal ballot form. Where the form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the postal ballot form. A Member may sign the form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the postal ballot form.
7. A shareholder need not use all his votes nor he needs to cast all his votes in the same way.
8. Duly completed postal ballot forms should reach the Scrutinizer not later than the close of working hours on Wednesday, 17th October, 2012. Any postal ballot form received after this date will be treated as if the reply from the shareholder has not been received.
9. A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified at item 8 above.
10. Shareholders are requested not to send any other paper or share certificates or other documents along with the postal ballot form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. Postal Ballot Form received by fax will be rejected as if reply from shareholder has not been received unless the original Postal Ballot Form is received within prescribed time period.
12. The Scrutinizer's decision on the validity of the Postal Ballot Form will be final.

INSTRUCTIONS TO MEMBERS OPTING FOR E-VOTING

(Applicable for Individual Members only)

The Company is pleased to offer e-voting facility as an alternate, for all its Individual Members (i.e. other than Corporates / FIs / FIIs etc.), to enable them to cast their vote electronically instead of despatching Postal Ballot. The procedure for the same is as under:

i. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com.

ii. Now click on "Shareholders Click here to cast your votes".

iii. Now, select the "**Electronic Voting Sequence Number (EVSN)** alongwith 'THE BOMBAY DYEING AND MANUFACTURING COMPANY LIMITED" from the drop down menu and click on SUBMIT.

iv. Now, fill up the following details in the appropriate boxes:

	For members holding shares in Demat Form	For members holding shares in Physical Form
User-ID	For NSDL – 8 Character DP ID + 8 Digits Client ID For CDSL – 16 digits beneficiary ID	Registered Folio Number with the Company
Password	"Your Unique password has been printed on the Postal Ballot Form".	Enter the Password to be sent by the Company (For seeking the Password, the Members are requested to send a signed request letter informing an e-mail Id at which the 'Password & Default Number'' would be sent by the Company. Such request should be sent at the Registered Office of the Company/the Registrar and Share Transfer Agent.)
PAN or Default Number	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department.	Enter the Default Number that would be emailed to you by the Registrars on your email id as provided by you as aforesaid.

After entering these details appropriately, click on "SUBMIT".

v. The members holding shares in physical form will then reach directly to the voting screen. However, members holding shares in demat form will now be required to mandatorily change their password in the new password field and may enter their demographic details i.e. Date of Birth, Mobile number and email-id. Kindly remember that this password can be used by the demat shareholders for voting for resolution of any other Company in which they are eligible to vote, provided that Company opts for e-voting. However, for shareholders holding shares in physical form, the password and default number can only be used for e-voting on the resolution contained in this Postal Ballot Notice.

vi. On the voting page, you will see Resolution Description and option for voting YES/NO against Resolution Description. The option YES implies that you assent to the Resolution and NO implies that you dissent to the Resolution.

vii. Click on the Resolution File Link if you wish to view the entire resolution file.

viii. Enter the number of shares (which represents number of votes) under YES/NO, but not exceeding your total holding.

ix. After selecting the resolution you have decided to vote on, click on SUBMIT. A confirmation box will be displayed. If you wish to confirm your vote, click on OK, else to change your vote, click on CANCEL and accordingly modify your vote.

x. Once you have confirmed your vote on the resolution, you will not be allowed to modify your vote.

xi. Kindly note that the members can opt only one mode for voting i.e. either by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case member(s) cast their vote both via Physical Ballot and e-voting, then the voting validly done through Physical Ballot shall prevail and voting done by e-voting shall be treated as invalid.

xii. If you are a shareholder holding shares in demat form and had logged on to www.evotingindia.com and cast your vote for an earlier EVSN of any company, then you may use your existing log-in id and password.

xiii. If you wish to provide feedback on the e-voting system click on Suggestions. In case you have any queries or issues regarding e-voting, please contact on the helpdesk.evoting@cdslindia.com,

General

a) Voting by Postal Ballot, both in physical form and e-Voting, can be exercised only by the shareholder or his/her duly constituted attorney or, in case of bodies corporate, the duly authorised person. It cannot be exercised by a proxy.

b) Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholder on the cut-off date, which is the date of completion of despatch of the Notice. This date shall be announced through advertisement.

c) **Voting period commences on and from 17th September, 2012 at 10.00 a.m. and ends on 17th October, 2012 at 5.00 p.m**.

d) The date of declaration of results of the postal ballot (i.e. 18th October, 2012) shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.

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2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This postal ballot form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder. Unsigned/ incomplete postal ballot forms will be rejected.
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i. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com.

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User-ID	For NSDL – 8 Character DP ID + 8 Digits Client ID For CDSL – 16 digits beneficiary ID	Registered Folio Number with the Company
Password	"Your Unique password has been printed on the Postal Ballot Form".	Enter the Password to be sent by the Company (For seeking the Password, the Members are requested to send a signed request letter informing an e-mail Id at which the 'Password & Default Number'' would be sent by the Company. Such request should be sent at the Registered Office of the Company/the Registrar and Share Transfer Agent.)
PAN or Default Number	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department.	Enter the Default Number that would be emailed to you by the Registrars on your email id as provided by you as aforesaid.

After entering these details appropriately, click on "SUBMIT".

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