BOMBAY DYEING

18th October, 2012

The Secretary,
Bombay Stock Exchange Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI-400001.

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. : Results of Postal Ballot

Further to our letter dated 11th September, 2012 enclosing therewith copies of the Postal Ballot Notice, we wish to state that pursuant to Section 192A of the Companies Act, 1956 read with the Companies (passing of the resolution by postal ballot) Rules, 2001, the approval of the shareholders was sought by postal ballot for the following proposals:

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 Rs.10/- to be subdivided into 5 shares of Rs. 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.

Mr. Nilesh G. Shah, a Practising Company Secretary, who was appointed as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner, submitted his report on the postal ballot and the following results were announced to the shareholders on 18th October, 2012 at the Registered Office of the Company:

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The Bombay Dyeing & Manufacturing Co. Ltd., C-1 Wadia International Center (Bombay Dyeing), Pandurang Budhkar Marg, Worli, Mumbai - 400 025. Office: +91 (22) 6662 0000
Regd. Office: Neville House, J. N. Heradia Marg, Ballard Estate, Mumbai - 400001.
Website: www.bombaydyeing.com

A summary of the Postal Ballot Forms is as under:

Sr. No.	Particulars	Res. No. 1 (Ordinary) Sub-division of Face Value of Equity shares		Res. No. 2 (Ordinary) Alteration of Clause 5 (Capital Clause) of Memorandum of Association		Res. No. 3 (Special) Alteration of Clause 3 (Capital Clause) of Articles of Association		Res. No. 4 (Special) Alteration of Employee Stock Option Scheme consequent upon sub-division	
		No. of PBF / E-voting	**No. of Shares**	**No. of PBF / E-voting**	**No. of Shares**	**No. of PBF / E-voting**	**No. of Shares**	**No. of PBF / E-voting**	**No. of Shares**
a.	Postal Ballot Forms received	2828	29310846	2828	29310846	2828	29310846	2828	29310846
b.	E-voting Confirmations	105	22700	105	22700	105	22700	105	22700
	Total Voting	2933	29333546	2933	29333546	2933	29333546	2933	29333546
c.	Less: Invalid Postal Ballot Forms	81	23598	127	26132	130	26458	133	38013
d.	Net Valid Postal Ballot Forms / e-voting confirmations of which:	2852	29309948	2806	29307414	2803	29307088	2800	29295533
i.)	Postal Ballot Forms / e-voting with assent for the Resolution	2802	29302095	2751	29299217	2746	29298832	2705	29284321
	% of Assent	**98.25**	**99.97**	**98.04**	**99.97**	**97.97**	**99.97**	**96.61**	**99.96**
ii.)	Postal Ballot Forms / e-voting with dissent for the Resolution	50	7853	55	8197	57	8256	95	11212
	% of Dissent	**1.75**	**0.03**	**1.96**	**0.03**	**2.03**	**0.03**	**3.39**	**0.04**

The votes cast assenting to the resolution were over 99.95% of the total votes polled and, consequently the Resolutions mentioned in the Notice of Postal Ballot dated 7th August, 2012 were passed by the requisite majority. A certified true copy of the Resolutions are enclosed.

A copy of the public notice being issued in the press is also enclosed.

Yours faithfully,
FOR THE BOMBAY DYEING & MFG. CO.LTD.

(J. C. BHAM)
COMPANY SECRETARY.

Encl.: As above

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.

ANNEXURE - 2 1

BOMBAY DYEING

Extract of the Resolutions passed by the Shareholders through Postal Ballot on 18th October, 2012:

1. "**RESOLVED THAT** pursuant to the provisions of 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.

   RESOLVED FURTHER THAT upon sub-division of Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of Rs. 10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may, without requiring the surrender of the existing Share Certificate(s), directly issue and despatch the new Share Certificate(s) of the Company, in lieu of such existing Share Certificate(s) subject to the provisions of the Companies (Issue of Share Certificate) Rules, 1960 and in the case of Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

   RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall also include a Committee thereof) be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.

   RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers to any Committee of Directors of the Company as it may deem appropriate."

2. **RESOLVED THAT** pursuant to 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 by substituting in its place and stead the following Clause:

   "5. The Authorized Share Capital of the Company is Rs. 50,00,00,000 (Rupees Fifty crores) divided into 25,00,00,000 (Twenty Five crores) equity shares of the face value of Rs. 2/- (Rupees Two) each with power to increase or reduce the capital,

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to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the regulations of the Company to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company."

3. "**RESOLVED THAT** pursuant to 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 by substituting in its place and stead the following Article:

   "3. The Authorized Share Capital of the Company is Rs. 50,00,00,000 (Rupees Fifty crores) divided into 25,00,00,000 (Twenty Five crores) Equity Shares of the face value of Rs. 2/- (Rupees Two) each."

4. "**RESOLVED THAT** upon the sub-division of the Company's equity shares, in partial modification of the Special Resolution passed at the 122nd Annual General Meeting of the members held on 13th August, 2002, approving the proposal for introduction of an Employee Stock Option Scheme (ESOS), the maximum number of equity shares and the face value of each such equity share to be allotted on exercise of the rights attached to the options granted under the ESOS framed by the Company under the authority vested in terms of the aforesaid Resolution be amended from 19,58,876 shares of Rs. 10/- each to 97,94,380 shares of Rs. 2/- each respectively and the limit for the maximum number of shares to be granted to an employee be amended from 5,00,000 shares of Rs. 10/- each to 25,00,000 shares of Rs. 2/- each respectively wherever they occur in the ESOS, with liberty to the Board (including the Committee thereof) to make appropriate adjustments to the number of Options outstanding as at the Record Date and the Exercise Price, in accordance with the provisions of the ESOS and Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999."

CERTIFIED TRUE COPY

FOR THE BOMBAY DYEING & MFG. CO. LTD.

(J. C. BHAM)
COMPANY SECRETARY

DRAFT PUBLIC NOTICE BEING ISSUED

ANNEXURE-2

THE BOMBAY DYEING & MFG. CO. LTD.

NEVILLE HOUSE, J N HEREDIA MARG, BALLARD ESTATE, MUMBAI – 400001.

RESULTS OF POSTAL BALLOT

Pursuant to Section 192A of the Companies Act, 1956 read with the Companies (passing of the Resolution by Postal Ballot) Rules, 2001, the approval of the shareholders was sought by postal ballot as per the details furnished in the Postal Ballot Notice dated 7th August, 2012 sent to all shareholders, for the following proposals:

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 Rs.10/- to be subdivided into 5 shares of Rs. 2/- each).

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For The Bombay Dyeing & Mfg. Co. Ltd.

(Durgesh Mehta)
Jt. Managing Director & CFO

Mumbai, 18th October, 2012

Certified True Copy
For THE BOMBAY DYEING & MFG. CO. LTD.

(J. C. BHAM)
COMPANY SECRETARY