BOMBAY DYEING

October 8, 2015

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 Listing Agreement, we are enclosing herewith three copies of the Postal Ballot Notice dated 24th September, 2015 being dispatched to the shareholders pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, if any, read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force.

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

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.

.. 2 ..

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.

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

BOMBAY DYEING

THE BOMBAY DYEING AND MANUFACTURING COMPANY LIMITED

[CIN: L17120MH1879PLC000037]
Registered Office: Neville House, J. N. Heredia Marg, Ballard Estate, Mumbai – 400001
Corporate Office: C-1, Wadia International Center, Pandurang Budhkar Marg, Worli, Mumbai – 400025
Email: grievance_redressal_cell@bombaydyeing.com **Website:** www.bombaydyeing.com
Phone: (91) (22) 6662 0000; **Fax:** (91) (22) 6619 3262

POSTAL BALLOT NOTICE

Dear Member,

Notice is hereby given that pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), if any, read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, the Resolution appended below is proposed to be passed as a special resolution by way of postal ballot/electronic voting. The Explanatory Statement, pursuant to Section 102 of the Act, pertaining to the said Resolution, setting out the material facts concerning the item and the reasons thereof is annexed hereto along with a Postal Ballot Form (the "Form") for your consideration.

The shareholders of the Company at their 131st Annual General Meeting held on 4th August, 2011, had approved the appointment of Mr. Jehangir N. Wadia as the Managing Director of the Company for a period of 5 years w.e.f. 1st April, 2011 with the term valid up to 31st March, 2016. They had also approved payment of remuneration to Mr. Wadia for a period of 5 years w.e.f. 1st April, 2011. Pursuant to requirements prescribed by the Companies Act, 2013 (notified to be in effect from 1st April, 2014), the shareholders at their 135th Annual General Meeting held on 6th August, 2015, once again approved the payment of remuneration to Mr. Wadia on the same terms and conditions as earlier approved on 4th August, 2011, for the residual term of his appointment i.e. from 1st April, 2014 upto 31st March, 2016.

On the recommendation of the Nomination and Remuneration Committee [NRC] the Board of Directors at their meeting held on 24th September, 2015, approved restructuring of the remuneration payable to the Managing Director ('MD') for the unexpired term of his appointment i.e. 1st April, 2015 to 31st March, 2016. Such restructuring is within the overall remuneration approved by the shareholders at the Annual General Meetings held on 4th August, 2011 and on 6th August, 2015. Accordingly, the said Special Resolution and the Explanatory Statement is being sent to you along with the Postal Ballot Form for your kind consideration.

Further, as per the provisions of the Act, read with the Rules and the Listing Agreement, the Company is required to provide to its members facility to exercise their right to vote by electronic means. Accordingly, instructions for e-voting have been provided hereunder.

Rule 22 of the Rules specify that any consent or otherwise received after thirty days from the date of dispatch of this notice shall be treated as if the reply from the member has not been received. Practically, viewing the time frame of counting thirty days from the date of dispatch of this notice, it would be advisable to mail your Form at the Company's Registered Office latest by 8th November, 2015. You are requested to carefully read the instructions printed on the accompanying Form, record your assent (for) or dissent (against) therein and return the same in original duly completed in the attached self-addressed, pre-paid postage envelope (if posted in India) so as to reach the Scrutinizer not later than 5:00 p.m. on 8th November, 2015, to be eligible for being considered, failing which, it will be considered that no reply has been received from the Member.

The Board of Directors has appointed Mr. P. N. Parikh, or failing him, Mr. Mitesh Dhabliwala of M/s. Parikh & Associates, Practicing Company Secretaries as the Scrutinizer for conducting the Postal Ballot/Electronic Voting process in a fair and transparent manner.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the instructions in the notes to the Postal Ballot Notice.

Upon completion of the e–voting process and the scrutiny of Forms, the Scrutinizer will submit his report to the Chairman/Managing Director/Director. The result of the Postal Ballot would be announced by a Director or the Company Secretary of the Company on or before 14th November, 2015. The said results would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the Company's shares are listed and Registrar & Share Transfer Agent and displayed along with the Scrutinizer's report on the Company's website viz. www.bombaydyeing.com and also on the website of the agency providing e-voting facility i.e. Central Depository Services (India) Limited ("CDSL"). The date of declaration of the result of the postal ballot shall be the date on which the appended resolution would be deemed to have been passed, if approved by requisite majority. The Members are requested to consider and, if thought fit, pass the following resolution as a Special Resolution.

The Resolution will be deemed to have been passed on the date of declaration of the results of the postal ballot, if approved by the requisite majority.

By Order of the Board of Directors
For THE BOMBAY DYEING & MFG. CO. LTD.
sd/-
K. Subharaman
Company Secretary
Membership No.: FCS 4361
Address: C-1, Wadia International Center,
Pandurang Budhkar Marg, Worli,
Mumbai – 400025

Place : Mumbai
Date : 24th September, 2015

PROPOSED SPECIAL RESOLUTION

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Section II of Part II of Schedule V to the Companies Act, 2013 and subject to the approval of the Central Government and such other necessary approval(s), consent(s) or permission(s), as may be required, and in furtherance of the relevant resolutions passed at the Annual General Meetings of the Company held on 4th August, 2011 and 6th August, 2015, consent of the Company, be and is hereby accorded to pay remuneration to Mr. Jehangir N. Wadia (DIN: 00088831), Managing Director of the Company w.e.f. 1st April, 2015, within the overall limits and on such terms and conditions as recommended by the Nomination and Remuneration Committee ("NRC") and as set out in the explanatory statement annexed to the notice, for the remaining period of his tenure i.e. upto 31st March, 2016.

RESOLVED FURTHER that consent of the Company is also accorded to pay Mr. Jehangir N. Wadia minimum remuneration as approved by the Board on the recommendation of the NRC within the overall limits of the remuneration passed by the shareholders at the Annual General Meetings held on 4th August, 2011 and 6th August, 2015, as aforesaid, for the financial year 2015-16, if there is inadequacy or absence of profits during the period commencing from 1st April, 2015 till the expiry of his term as Managing Director i.e 31st March, 2016.

RESOLVED FURTHER that all the terms and conditions of Mr. Jehangir N. Wadia's appointment as the Managing Director of the Company, as approved by the resolutions passed at the Annual General Meetings of the Company held on 4th August, 2011 and 6th August, 2015 shall remain unchanged.

RESOLVED FURTHER that the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr. Jehangir N. Wadia, including the monetary value of individual component of the remuneration, to the extent recommended by the NRC from time to time as may be considered appropriate, subject to the overall aggregate limits specified by this resolution and as set out in the explanatory statement annexed to the notice, the Companies Act, 2013 and subject to approval of the Central Government, if required.

RESOLVED FURTHER that any one of the Directors or Company Secretary of the Company be and are hereby severally authorized to do all necessary acts, deeds, matters and things, which may be required, expedient or proper to give effect to the above resolution."

By Order of the Board of Directors
For THE BOMBAY DYEING & MFG. CO. LTD.
sd/-
K. Subharaman
Company Secretary
Membership No.: FCS 4361
Address: C-1, Wadia International Center, Pandurang Budhkar Marg, Worli, Mumbai – 400025

Place : Mumbai
Date : 24th September, 2015

ANNEXURE TO NOTICE

1. The Explanatory Statement for the proposed Special Resolution pursuant to Section 102 of the Act setting out material facts are appended to the Notice.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners, received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on 30th September, 2015.
3. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up Equity Share Capital of the Company as on 30th September, 2015.
4. As per Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot along with Postal Ballot Form is being sent to the Members through electronic means to their registered e-mail id and through courier service for facilitating the communication of the assent or dissent of the shareholder to the resolution within the said period of thirty days.
5. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. Members may please refer to the instructions below for the purpose of voting through e-voting facility.
6. The Postal Ballot Notice is placed in the 'Investor's Relations' section on the Company's website: www.bombaydyeing.com
7. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
8. A Member cannot exercise his vote by proxy on postal ballot.
9. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to grievance_redressal_cell@bombaydyeing.com. The Registrar and Transfer Agent/Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
10. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
11. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
12. The Scrutinizer will submit his report to the Chairman/Managing Director/Director after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or Managing Director or any Director of the Company duly authorized, on or before 14th November, 2015, at the Registered Office of the Company and will also be displayed on the Company website viz. www.bombaydyeing.com and communicated to the Stock Exchanges where the Comapany's shares are listed, Depositories, Registrar and Share Transfer Agent on the said date.
13. The date of declaration of results of the postal ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
14. All the material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch of the Notice till closing of the e-voting facility.
15. Voting through electronic means (E-voting):

In compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement with Stock Exchanges, the Company is pleased to provide members facility to exercise their right to vote for Postal Ballot by electronic means and the business may be transacted through E-voting Services provided by Central Depository Services (India) Limited (CDSL):

The voting period begins on 10th October, 2015 at 9.00 a.m. and ends on 8th November, 2015 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 30th September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(i) The shareholders should log on to the e-voting website www.evotingindia.com.
(ii) Click on "Shareholders".
(iii) Now Enter your User ID.
a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Members holding shares in Physical Form should enter Folio Number registered with the Company (6 digits alpha-numeric).
(iv) Next enter the Image Verification as displayed and Click on Login.
(v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
(vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the sequence number in the PAN field.

	• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iii).

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for The Bombay Dyeing & Manufacturing Company Limited on which you choose to vote.

(xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) 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.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

16. Mr. P. N. Parikh (Membership No. 327), or failing him, Mr. Mitesh Dhabliwala (Membership No. 24539), of M/s. Parikh & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

17. The Scrutinizer shall not later than 7 days from the conclusion of the e-voting period unblock the votes in the presence of atleast two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Director of the Company.

18. The Results shall be declared along with the Scrutinizers' Report by placing it on the Company's website: www.bombaydyeing.com and on the website of CDSL within seven (7) days of closing of e-voting facility for Postal Ballot and communicated to the Stock Exchanges wherein the Company's shares are listed.

Explanatory statement pursuant to Section 102 of the Companies Act, 2013

The shareholders of the Company at their 131st Annual General Meeting held on 4th August, 2011, had approved the appointment of Mr. Jehangir N. Wadia as the Managing Director of the Company for a period of 5 years w.e.f. 1st April, 2011, with the term valid up to 31st March, 2016. They had also approved payment of remuneration to Mr. Wadia for a period of 5 years w.e.f. 1st April, 2011. Pursuant to requirements prescribed by the Companies Act, 2013 (notified to be in effect from 1st April, 2014), the shareholders at their 135th Annual General Meeting held on 6th August, 2015, once again approved the payment of remuneration to Mr. Wadia on the same terms and conditions as earlier approved on 4th August, 2011 for the residual term of his appointment i.e. from 1st April, 2014 upto 31st March, 2016.

On the recommendation of the Nomination and Remuneration Committee [NRC], the Board of Directors at their meeting held on 24th September, 2015, approved restructuring of the remuneration payable to the Managing Director ('MD') for the unexpired term of his appointment i.e. 1st April, 2015 to 31st March, 2016. Such restructuring is within the aggregate overall remuneration approved by the shareholders at the Annual General Meetings held on 4th August, 2011 and on 6th August, 2015.

The Company is now desirous of seeking approval of the shareholders to pay the restructured remuneration, as recommended by the NRC and the Board of Directors, for the unexpired term of appointment of Mr. Jehangir N. Wadia i.e. from 1st April, 2015 upto 31st March, 2016 on the terms and conditions stated below.

Basic Salary upto a maximum of ₹ 15,00,000/- per month (earlier approval was ₹ 35,00,000/- per month).

Benefits, perquisites and allowances including housing as may be determined by the NRC or the Board of Directors from time to time, or as may be applicable in accordance with the rules and policies of the Company, upto a maximum of ₹ 37,50,000/- per month (earlier approval was ₹ 17,50,000/- per month).

The consolidated basic salary and perquisites & allowances remains within the limits of the remuneration as approved by the shareholders at the AGMs held on 4th August, 2011 and 6th August, 2015.

Reimbursement of actual medical expenses incurred on self and family (wife and children).

Bonus as may be approved by the Board on the recommendation of the NRC based on performance criteria upto a maximum of ₹ 1,00,00,000/-.

Contribution to Provident Fund, Superannuation Fund and Gratuity Fund as per the Rules of the Company. Entitled to leave in accordance with the rules of the Company.

For the purpose of computing the ceilings, wherever applicable, perquisites would be valued as per the Income Tax Rules, 1962, wherever applicable, and provision for use of car for official duties and telephone at residence (including payment for local calls and long distance official calls) and Company's cars with drivers shall not be included in such computation.

The remuneration as set out below was approved for the financial year 2015-16, by the NRC and the Board at their respective meetings held on 24th September, 2015.

Save and except Mr. Jehangir N. Wadia, Mr. Nusli N. Wadia and Mr. Ness N. Wadia who are related to each other and their relatives, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Remuneration:

Minimum remuneration as prescribed under Section II of Part II of Schedule V of the Companies Act, 2013. The other Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 is given below:

Particulars	Per Month (₹)
	As approved at the Nomination & Remuneration Committee (NRC) and the Board at their respective meetings held on 24th September, 2015
Basic Salary	12,52,951
HRA	15,03,500
Special Allowance	16,43,495
LTA Allowance	50,000
Medical Allowance	Actuals
Telephone at Residence	Actuals
Retirement Benefits	3,90,545
Perquisite	46,867
Grand Total	**48,87,358**

Bonus as may be recommended by the NRC and approved by the Board upto a maximum of ₹ 1,00,00,000/-.

Company's cars with drivers and telephone, internet and/broadband facility at residence. However, the Company shall bill him, the charges relating to personal long distance calls and charges for using the office cars and phones for private purposes.

The other Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 is given below:

I. GENERAL INFORMATION

1	Nature of Industry	Manufacturing
2	Date or expected date of commencement of commercial Production	Not Applicable (The Company is an existing company)
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial performance based on given indicators	See table below
5	Foreign investments or Collaborators, if any	Nil

Particulars	(In ₹ crores) Financial years		
	2014-15	2013-14	2012-13
Total Revenue	2566.75	2822.68	2501.37
Profit After Tax	24.56	24.34	75.70

II. INFORMATION ABOUT THE MANAGING DIRECTOR

1. Background details :

   Mr. Jehangir N. Wadia, 42, is a Master in Science from the Warwick University in Coventry, UK. He is the co-author of the restructuring of the Wadia Group. The restructuring involved looking at new financial and strategic investments for the group. The investments concluded ranged from a Venture Fund for technology companies to Ports, Clinical research, Education, Real Estate and Aviation. At present he is Managing Director of the Company and Go Airlines (India) Ltd. (a low cost Airline in India). He is also a Director on the Boards of Britannia Industries Limited, The Bombay Burmah Trading Corp. Ltd, Wadia Techno – Engineering Services Limited & others. He is also a member of Stakeholder Relationship Committee of the Company and Britannia Industries Limited.

2. Past remuneration :

FINANCIAL YEAR	AMOUNT EXCLUDING RETIRAL BENEFITS (in ₹)
2012-13	4,50,18,263
2013-14	4,72,33,607
2014-15 (Subject to Central Govt.'s approval)	5,15,45,000

3. Recognition or awards:

   The World Economic Forum elected him as a Young Global Leader in the year 2008.

4. Job profile and his suitability:

   Over and above what is mentioned in background details in item II (i) above, Mr. Wadia is a part of the Senior Management and Key Managerial Personnel, responsible for the operations and affairs of the Company. Taking into consideration his qualification and expertise in relevant fields, he is suited for the responsibilities assigned to him by the Board of Directors.

5. Remuneration proposed :

   In case of inadequacy of profits, minimum remuneration as stated hereinabove, the Company intends to pay more than double the amount prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 and hence it is proposed to pass the special resolution and subsequently obtain Central Government approval in this regard, if required.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):

   The remuneration payable to the Mr. Jehangir N. Wadia has been benchmarked with the remuneration being drawn by persons in similar positions in Manufacturing Industry and has been considered by the Nomination and Remuneration Committee (NRC) of the Company at their meeting held on 24th September, 2015 for financial year 2015-16.

7. Mr. Jehangir N. Wadia has no pecuniary relationship directly or indirectly with the Company except to the extent of his remuneration and shareholdings in the Company.

8. Mr. Jehangir N. Wadia holds 2,87,525 number of shares in the Company.

III. OTHER INFORMATION

Mr. Jehangir N. Wadia does not receive any remuneration from Go Airlines (India) Ltd.

The Board recommends the resolution for your approval.

By Order of the Board of Directors
For THE BOMBAY DYEING & MFG. CO. LTD.
sd/-
K. Subharaman
Company Secretary
Membership No.: FCS 4361
Address: C-1, Wadia International Center,
Pandurang Budhkar Marg, Worli,
Mumbai – 400025

Place : Mumbai
Date : 24th September, 2015

www.sapprints.com

BOMBAY DYEING

THE BOMBAY DYEING AND MANUFACTURING COMPANY LIMITED

[CIN: L17120MH1879PLC000037]

Registered Office: Neville House, J. N. Heredia Marg, Ballard Estate, Mumbai – 400001

Corporate Office: C-1, Wadia International Center, Pandurang Budhkar Marg, Worli, Mumbai – 400025

Email: grievance_redressal_cell@bombaydyeing.com **Website:** www.bombaydyeing.com

Phone: (91) (22) 6662 0000; **Fax:** (91) (22) 6619 3262

Serial No.

1. Name(s) of Shareholder(s) (Including joint holders if any) :

2. Registered Address of the Sole/ First Named Shareholder(s) :

3. Registered Folio Number/ DP ID No./ Client ID No. * (applicable to shareholders holding shares in dematerialized form) :

4. Number of Share(s) held :

5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot/e-voting for the business stated in the notice of the Company dated 24th September, 2015 by sending my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate column below:
(Important Note for voting: to ensure valid and proper voting on the Ballot paper, please: i) fill in Col.(1) for the number of shares being voted, ii) Tick (✓) the col.(2) for voting (FOR) and/or Tick (✓) the Col.(3) for voting (AGAINST) and iii) sign this Ballot paper and post it in the pre-paid envelope).

Description of Resolution	No. of Shares (1)	I/We assent to the Resolution (FOR) (2)	I/We dissent to the Resolution (AGAINST) (3)
Approval for Remuneration to be paid to Managing Director of the Company.			

Place :

Date : Signature of the shareholder*

(* in case of authorized representative of a body corporate, certified true copy of the relevant authorization viz. Board Resolution/ power of attorney should be sent along with postal ballot form).

ELECTRONIC VOTING PARTICULARS

EVSN	USER ID	# DEFAULT PAN

If you have not registered/updated your PAN with the Company/Depository Participant, please use the number mentioned in above column under PAN field to login for E-voting.

Please use your actual PAN, if you have already registered/updated your PAN with the Company/Depository Participant

Note: For detailed e-voting instructions, please turn over to next page.

INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS (E-VOTING)

In compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement with Stock Exchanges, the Company is pleased to provide members facility to exercise their right to vote for Postal Ballot by electronic means and the business may be transacted through E-voting Services provided by Central Depository Services (India) Limited (CDSL):

The voting period begins on 10th October, 2015 at 9.00 a.m. and ends on 8th November, 2015 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the record/cut-off date of 30th September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(i) The shareholders should log on to the e-voting website www.evotingindia.com.

(ii) Click on "Shareholders".

(iii) Now Enter your User ID.

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company (6 digits alpha-numeric).

(iv) Next enter the Image Verification as displayed and Click on Login.

(v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iii).

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for The Bombay Dyeing & Manufacturing Company Limited on which you choose to vote.

(xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) 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.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

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