BOMBAY DYEING

November 9, 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/Madam,

Sub : Result of Postal Ballot pursuant to Clause 35A.

This has reference to our letter dated October 8, 2015 enclosing the Postal Ballot Notice along with the explanatory statement seeking the consent of members by way of special resolution vide Postal Ballot / Electronic Voting with respect to the following items of business:

1. Approval for Remuneration to be paid to Managing Director of the Company.

In connection with the above and pursuant to Clause 35A of the listing Agreement, we would like to inform that Resolution mentioned in the aforesaid notice have been passed by the members of the Company by requisite majority. The Approval is deemed to have been received today, i.e. November 09, 2015.

Please find enclosed the Voting results and scrutinizer's report.

This is for your information and Records.

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

K. SUBHARAMAN
Company Secretary

Encl : As above

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The Bombay Dyeing & Mfg. Co. Ltd., C-1, Wadia International Center (Bombay Dyeing), Pandurang Budhkar Marg, Worli, Mumbai - 400 025.
Office: +91 22 6662 0000 Fax: +91 22 6619 2001. Website: www.bombaydyeing.com Email: textile@bombaydyeing.com
Regd. Office: Neville House, J.N. Heredia Marg, Ballard Estate, Mumbai - 400 001. CIN : L17120MH1879PLC000037

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.

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

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

November 09, 2015

To,
The Bombay Dyeing and Manufacturing Company Limited
Neville House, J.N Heredia Marg,
Ballard Estate, Mumbai 400 001.

Kind Attn: Mr. K. Subharaman

Sub. : Postal Ballot

Dear Sir,

I refer to my appointment as Scrutinizer to conduct the postal ballot process in respect of the Special Resolution under Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 for approval to the remuneration to be paid to Mr. Jehangir N. Wadia (DIN: 00088831), Managing Director of the Company.

I now enclose the following:

a) My report to the Chairman of the Company on the result of the postal ballots received from shareholders in physical and electronic mode.

b) The register showing the particulars of the physical postal ballots processed by the Registrar and Share Transfer Agent of the Company and the e-votes registered on the Central Depository Services (India) Limited (CDSL) e-voting system in respect of the said resolution.

I hope you will find the above in order.

Thanking you.

PARIKH & ASSOCIATES * COMPANY SECRETARIES * MUMBAI

Yours faithfully,

P.N.Parikh
Parikh & Associates

Encl.: As above.

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 400 001.

Report of Scrutinizer

I, P.N.Parikh, of M/s Parikh & Associates, Practicing Company Secretaries, having my office at 111, 11th Floor, SaiDwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl. Estate, Off Link Road, Andheri (West), Mumbai 400 053 had been appointed as the Scrutinizer to conduct the postal ballot process in respect of the Special Resolution Resolutionunder Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 for approval to the remuneration to be paid to Mr. Jehangir N. Wadia (DIN: 00088831), Managing Director of the Company.

I have scrutinized the ballot forms and e-voting and votes tendered therein and maintained register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014.

I now submit my Report as under on the result of the voting by postal ballot in physical and electronic mode in respect of the said Resolution.

Contd...2

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

(a) **Special Resolution under Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 for approval to the remuneration to be paid to Mr. Jehangir N. Wadia (DIN: 00088831), Managing Director of the Company.**

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast(Shares)	% of total number of valid votes cast
720	11,05,78,234	88.96

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast(Shares)	% of total number of valid votes cast
104	1,37,18,616	11.04

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast(Shares)
66	35,517

For **Parikh & Associates**
Company Secretaries

PARIKH & ASSOCIATES * COMPANY SECRETARIES * MUMBAI

Place: Mumbai
Date: November 09, 2015

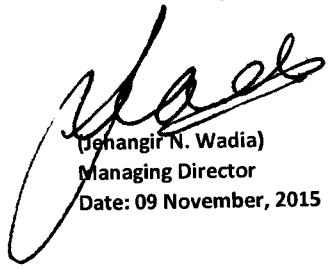
Signature:
Name: P.N.Parikh
Scrutinizer

FCS: 327 CP No: 1228

JNW

THE BOMBAY DYEING AND MANUFACTURING COMPANY LIMITE (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	42	108122618	107922338	99.814766	107922338	0	100.000000	0.000000
Public – Institutional holders	33	36088773	15458581	42.834876	2043563	13415018	13.219603	86.780397
Public-Others	749	62323509	915931	1.469640	612333	303598	66.853617	33.146383
Total	**824**	**206534900**	**124296850**	**60.182008**	**110578234**	**13718616**	**88.963022**	**11.036978**

For **The Bombay Dyeing & Mfg. Co. Ltd.**



(Jehangir N. Wadia)
Managing Director
Date: 09 November, 2015