

Date: May 26, 2023

BSE Ltd Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001 BSE Scrip Code: 500020 National Stock Exchange of India Ltd, Exchange Plaza, 5th floor, Plot No. C/1, 'G' Block, Bandra-Kurla Complex, Bandra (E), Mumbai- 400 051 NSE Symbol: BOMDYEING

Dear Sir/Madam,

SUB: ANNUAL SECRETARIAL COMPLIANCE REPORT FOR THE YEAR ENDED 31ST MARCH, 2023.

REF: REGULATION 24A OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with relevant Circular(s). Please find enclosed the Annual Secretarial Compliance Report of the Company issued by M/s Parikh & Associates, Practicing Company Secretaries, for the year ended 31st March, 2023.

You are requested to take note of the above.

Yours Faithfully,

For The Bombay Dyeing and Manufacturing Company Limited

Sanjive Digitally signed by Sanjive Arora Date: 2023.05.26
12:03:51 +05'30'

Sanjive Arora Company Secretary Membership No.: F3814

Encl: as above















CC: National Securities Depository Ltd., Trade World, 4th Floor, Kamala Mills Compound, S. Bapat Marg, Lower Parel, Mumbai - 400 013.

Central Depository Services (India) Ltd., Phiroze Jeejeebhoy Towers, 16th Floor, Dalal Street, Mumbai- 400 023

Bourse de Luxembourge, 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, NEWYORK, NY (USA) 10013.

M/s KFin Technologies Ltd. Selenium Building, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032

















Secretarial Compliance Report of The Bombay Dyeing and Manufacturing Company Limited for the year ended 31st March, 2023

To,
The Bombay Dyeing and Manufacturing Company Limited
Neville House, JN Heredia Marg,
Ballard Estate,
Mumbai - 400001

We Parikh & Associates have examined:

- a) all the documents and records to the extent made available to us and explanation provided by The Bombay Dyeing and Manufacturing Company Limited ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) Website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2023 ("Review Period") in respect of compliance with the provisions of :

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the company during the review period)
- c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the company during the review period)
- e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the company during the review period)
- f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the company during the review period)
- g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

h) The Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018; and circulars/ guidelines issued thereunder;

and based on the above examination and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, We hereby report that, during the Review Period:

We hereby report that, during the Review Period:

a) The listed entity has generally complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, <u>except</u> in respect of matters specified below:-

Sr.	Compliance	Regulati	Deviations	Action	Type of	Details	Fine	Observati	Man	Remark
No.	Requirement	on/		Taken by	Action	of	Amount	ons/	age	s
	(Regulations/	Circular			(Advisory/	Violation		Remarks	ment	
	circulars/	No.			Clarification/			of the	Resp	
	guidelines				Fine			Practicin	onse	
	including				/Show Cause			g		
	specific				Notice/			Compan		
	clause)				Warning,			y		
					etc.)			Secretary		
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	NIL									

b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr	Com	Regul	Deviation	Actio	Type of	Details	Fine	Observa	Manageme	Remar
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	ations	Company	a period of	Compa	Only)	by the	approved
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	and	sections	imposes	Financi	the	the basis	Board,
	under	11(1),	penalties	al	Comp	of	reported
	Rule 4	11(2)(E),	and	Stateme	any	appeal	without
	of	11(4)	restrictions	nts for		by the	any
	SEBI	11(4A)	on two of	the		Noticees	qualificati
	(Proce	AND 11B	its present	period		at SAT.	on by the
	dure	of the	directors	from			Statutory
	for	SEBI Act,	from	FY			Auditors
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		SEBI	listed	etation			ns were
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		1995 read with section 151 of the SEBI ACT,		Service s			Accountin

Additional affirmations by Practicing Company Secretaries (PCS) in Annual Secretarial Compliance Report (ASCR):

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Secretarial Standard The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	
2.	Adoption and timely updation of the Policies: • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI.	Yes	
3.	 Maintenance and disclosures on Website: The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website 	Yes	

4.	Disqualification of Director:	Yes	
	None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013		
5.	To examine details related to Subsidiaries of listed entities:	Yes	
	(a) Identification of material subsidiary companies(b) Requirements with respect to disclosure of material as well as other subsidiaries		
6.	Preservation of Documents:	Yes	
	The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015		
7.	Performance Evaluation:	Yes	
	The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees every financial year /during the financial year as prescribed in SEBI Regulations.		
8.	Related Party Transactions:	Yes	
	 (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee 		

9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.		
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.		
11.	Actions taken by SEBI or Stock Exchange(s), if any: The Securities and Exchange Board of India issued an order against the Company and it's Promoter Directors/Ex MD/Ex. JMD/Ex-Directors and Ex-CFO of the Company under sections 11(1), 11(2)(e), 11(4), 11(4A), 11B(1),11B(2) and 15i of the SEBI Act, 1992 read with Rule 5 of the SEBI (Procedure for Holding Inquiry and Imposing Penalties) Rules, 1995. The Company and the concerned noticees have submitted appeal to Securities Appellate Tribunal (SAT). The SEBI Order has been stayed by the SAT on the basis of appeal by the Noticees at SAT.		The hearing on the subject matter is underway.
12.	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/ circular/ guidance note etc.	Yes	

^{*}Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

For Parikh & Associates

Place: Mumbai

Date: May 04, 2023 Signature:

SHALINI

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Name of the Practicing Company Secretary: Shalini Bhat

FCS No.: 6484 CP No.: 6994 UDIN: F006484E000253214

PR No.: 1129/2021