

August 9, 2018

The Secretary,  
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(s),

**Sub: Voting Results of the 138<sup>th</sup> Annual General Meeting (“AGM”) of the Company held on 7<sup>th</sup> August, 2018.**

**Ref: Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

This is to inform you that 138<sup>th</sup> Annual General Meeting of the Company was held on Tuesday, 7<sup>th</sup> August, 2018, at 3.45 p.m. at Yashwantrao Chavan Center Auditorium, General Jagannathrao Bhosale Marg, Nariman Point, Mumbai - 400 021.

Enclosed please find the Voting Results of the AGM of the Company as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”), along with Scrutinizer’s Report.

You are requested to take note of the above.

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

  
**SANJIVE ARORA**  
Company Secretary

Encl: As above



**THE BOMBAY DYEING & MANUFACTURING CO. LTD.**



BOMBAY DYEING

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Cc: National Securities Depository Ltd.,  
Trade World, 4<sup>th</sup> Floor, Kamala Mills Compound,  
S. Bapat Marg, Lower Parel,  
MUMBAI – 400 013.

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

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,  
14<sup>th</sup> Floor, 388, Greenwich Street,  
NEWYORK, NY (USA) 10013.

M/s Karvy Computershare Private Limited  
Karvy Selenium Tower B,  
Plot 31-32, Gachibowli,  
Financial District, Nanakramguda,  
Hyderabad – 500 032

	THE BOMBAY DYEING & MFG. CO. LTD
Date of the AGM/EGM	07-08-2018
Total number of shareholders on record date	100961
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	3
Public:	289
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1								
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt (a) the Audited Financial Statement of the Company for the financial year ended 31st March, 2018, together with the Reports of the Board of Directors and the Auditors thereon. (b) the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2018, together with the Report of the Auditors thereon.								
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes								
Category	Mode of Voting	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	Votes Invalid
Promoter and Promoter Group	E-Voting	10,81,22,618	10,81,22,618	100.0000	10,81,22,618	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>10,81,22,618</b>	<b>100.0000</b>	<b>10,81,22,618</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	1,24,29,091	87,34,152	70.2718	87,34,152	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>87,34,152</b>	<b>70.2718</b>	<b>87,34,152</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	8,59,83,191	1,33,706	0.1555	1,33,486	220	99.8354	0.1645	0
	Poll		27,76,104	3.2287	27,75,999	105	99.9962	0.0037	926
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>29,09,810</b>	<b>3.3842</b>	<b>29,09,485</b>	<b>325</b>	<b>99.9888</b>	<b>0.0112</b>	<b>926</b>
<b>Total</b>		<b>20,15,36,800</b>	<b>11,97,65,180</b>	<b>57.9899</b>	<b>11,97,65,455</b>	<b>125</b>	<b>99.9997</b>	<b>0.0003</b>	<b>926</b>

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - Declaration of Dividend on Equity Shares.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	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	Votes Invalid	
Promoter and Promoter Group	E-Voting	10,81,22,618	10,81,22,618	100.0000	10,81,22,618	0	100.0000	0.0000	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	<b>Total</b>		<b>10,81,22,618</b>	<b>100.0000</b>	<b>10,81,22,618</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	
Public- Institutions	E-Voting	1,24,29,091	87,34,152	70.2718	87,34,152	0	100.0000	0.0000	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	<b>Total</b>		<b>87,34,152</b>	<b>70.2718</b>	<b>87,34,152</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	
Public- Non Institutions	E-Voting	8,59,83,191	1,33,666	0.1555	1,33,496	170	99.8728	0.1271	50	
	Poll		27,69,623	3.2211	27,69,623	0	100.0000	0.0000	7,407	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	<b>Total</b>		<b>29,03,289</b>	<b>3.3766</b>	<b>29,03,119</b>	<b>170</b>	<b>99.9941</b>	<b>0.0059</b>	<b>7,457</b>	

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. Nusli N. Wadia (DIN: 00015731), who retires by rotation and being eligible, offers himself for re-appointment.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	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	Votes Invalid	
Promoter and Promoter Group	E-Voting	10,81,22,618	10,81,22,618	100.0000	10,81,22,618	0	100.0000	0.0000	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	<b>Total</b>		<b>10,81,22,618</b>	<b>100.0000</b>	<b>10,81,22,618</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	
Public- Institutions	E-Voting	1,24,29,091	87,34,152	70.2718	82,08,278	5,25,874	93.9791	6.0208	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	<b>Total</b>		<b>87,34,152</b>	<b>70.2718</b>	<b>82,08,278</b>	<b>5,25,874</b>	<b>93.9791</b>	<b>6.0209</b>	<b>0</b>	
Public- Non Institutions	E-Voting	8,59,83,191	1,33,596	0.1554	1,31,794	1,802	98.6511	1.3488	120	
	Poll		27,76,044	3.2286	27,75,939	105	99.9962	0.0037	986	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	<b>Total</b>		<b>29,09,640</b>	<b>3.384</b>	<b>29,07,733</b>	<b>1,907</b>	<b>99.9345</b>	<b>0.0655</b>	<b>1,106</b>	

Resolution No.	4								
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint M/s. Bansi S. Mehta & Co., Chartered Accountants, as Statutory Auditors of the Company.								
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes								
Category	Mode of Voting	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	Votes Invalid
Promoter and Promoter Group	E-Voting	10,81,22,618	10,81,22,618	100.0000	10,81,22,618	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>10,81,22,618</b>	<b>100.0000</b>	<b>10,81,22,618</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	1,24,29,091	87,34,152	70.2718	87,34,152	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>87,34,152</b>	<b>70.2718</b>	<b>87,34,152</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	8,59,83,191	1,33,596	0.1554	1,31,796	1,800	98.6526	1.3473	120
	Poll		27,75,794	3.2283	27,75,689	105	99.9962	0.0037	1,236
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>29,09,390</b>	<b>3.3837</b>	<b>29,07,485</b>	<b>1,905</b>	<b>99.9345</b>	<b>0.0655</b>	<b>1,356</b>

Resolution No.	5								
Resolution required: (Ordinary/ Special)	SPECIAL - For continuation of holding office of Non- Executive Director of the Company, by Mr. Nusli N. Wadia (DIN: 00015731) pursuant to Regulation 17(1A) of the SEBI (LODR) Regulations, 2015.								
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes								
Category	Mode of Voting	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	Votes Invalid
Promoter and Promoter Group	E-Voting	10,81,22,618	10,81,22,618	100.0000	10,81,22,618	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>10,81,22,618</b>	<b>100.0000</b>	<b>10,81,22,618</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	1,24,29,091	87,34,152	70.2718	82,08,278	5,25,874	93.9791	6.0208	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>87,34,152</b>	<b>70.2718</b>	<b>82,08,278</b>	<b>5,25,874</b>	<b>93.9791</b>	<b>6.0209</b>	<b>0</b>
Public- Non Institutions	E-Voting	8,59,83,191	1,33,596	0.1554	1,31,794	1,802	98.6511	1.3488	120
	Poll		27,75,794	3.2283	27,75,689	105	99.9962	0.0037	1,236
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>29,09,390</b>	<b>3.3837</b>	<b>29,07,483</b>	<b>1,907</b>	<b>99.9345</b>	<b>0.0655</b>	<b>1,356</b>

Resolution No.	6								
Resolution required: (Ordinary/ Special)	SPECIAL - For continuation of holding office of Non- Executive Director of the Company, by Mr. R. A. Shah (DIN- 00009851) pursuant to Regulation 17(1A) of the SEBI (LODR) Regulations, 2015.								
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes								
Category	Mode of Voting	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	Votes Invalid
Promoter and Promoter Group	E-Voting	10,81,22,618	10,81,22,618	100.0000	10,81,22,618	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>10,81,22,618</b>	<b>100.0000</b>	<b>10,81,22,618</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Institutions	E-Voting	1,24,29,091	87,34,152	70.2718	73,05,846	14,28,306	83.6468	16.3531	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>87,34,152</b>	<b>70.2718</b>	<b>73,05,846</b>	<b>14,28,306</b>	<b>83.6468</b>	<b>16.3531</b>	<b>0</b>
Public- Non Institutions	E-Voting	8,59,83,191	1,33,546	0.1553	1,29,419	4,127	96.9096	3.0903	170
	Poll		27,75,794	3.2283	27,75,689	105	99.9962	0.0037	1,236
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>29,09,340</b>	<b>3.3826</b>	<b>29,05,108</b>	<b>4,232</b>	<b>99.8545</b>	<b>0.1455</b>	<b>1,406</b>

Resolution No.	7								
Resolution required: (Ordinary/ Special)	SPECIAL - For continuation of holding office of Non- Executive Director of the Company, by Mr. A. K. Hirjee (DIN: 00044765) pursuant to Regulation 17(1A) of the SEBI (LODR) Regulations, 2015.								
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes								
Category	Mode of Voting	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	Votes Invalid
Promoter and Promoter Group	E-Voting	10,81,22,618	10,81,22,618	100.0000	10,81,22,618	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>10,81,22,618</b>	<b>100.0000</b>	<b>10,81,22,618</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Institutions	E-Voting	1,24,29,091	21,15,368	17.0195	5,60,359	15,55,009	26.4899	73.5101	66,18,784
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>21,15,368</b>	<b>17.0195</b>	<b>5,60,359</b>	<b>15,55,009</b>	<b>26.4899</b>	<b>73.5101</b>	<b>66,18,784</b>
Public- Non Institutions	E-Voting	8,59,83,191	1,33,546	0.1553	1,31,619	1,927	98.5570	1.4429	170
	Poll		27,75,794	3.2283	27,75,689	105	99.9962	0.0037	1,236
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>29,09,340</b>	<b>3.3826</b>	<b>29,07,308</b>	<b>2,032</b>	<b>99.9302</b>	<b>0.0698</b>	<b>1,406</b>

Resolution No.	8								
Resolution required: (Ordinary/ Special)	SPECIAL - Approval of the Remuneration of the Cost Auditors.								
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes								
Category	Mode of Voting	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	Votes Invalid
Promoter and Promoter Group	E-Voting	10,81,22,618	10,81,22,618	100.0000	10,81,22,618	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>10,81,22,618</b>	<b>100.0000</b>	<b>10,81,22,618</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	1,24,29,091	87,34,152	70.2718	87,34,152	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>87,34,152</b>	<b>70.2718</b>	<b>87,34,152</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	8,59,83,191	1,33,716	0.1555	1,31,796	1,920	98.5641	1.4358	0
	Poll		27,74,794	3.2271	27,74,689	105	99.9962	0.0037	2,236
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>29,08,510</b>	<b>3.3826</b>	<b>29,06,485</b>	<b>2,025</b>	<b>99.9304</b>	<b>0.0696</b>	<b>2,236</b>

Resolution No.	9								
Resolution required: (Ordinary/ Special)	SPECIAL - Revision in remuneration payable to Mr. Jehangir N Wadia (DIN: 00088831), Managing Director								
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes								
Category	Mode of Voting	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	Votes Invalid
Promoter and Promoter Group	E-Voting	10,81,22,618	10,81,22,618	100.0000	10,81,22,618	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>10,81,22,618</b>	<b>100.0000</b>	<b>10,81,22,618</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	1,24,29,091	21,15,368	17.0195	5,60,592	15,54,776	26.5009	73.4990	66,18,784
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>21,15,368</b>	<b>17.0195</b>	<b>5,60,592</b>	<b>15,54,776</b>	<b>26.5009</b>	<b>73.4991</b>	<b>66,18,784</b>
Public- Non Institutions	E-Voting	8,59,83,191	1,33,356	0.1551	1,31,409	1,947	98.5399	1.4600	340
	Poll		27,75,794	3.2283	27,75,689	105	99.9962	0.0037	1,236
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>29,09,150</b>	<b>3.3834</b>	<b>29,07,098</b>	<b>2,052</b>	<b>99.9295</b>	<b>0.0705</b>	<b>1,576</b>

**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-400001

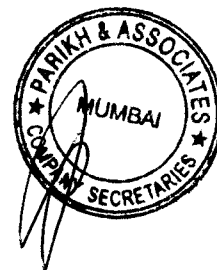
Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting through ballot paper at the 138<sup>th</sup> Annual General Meeting of The Bombay Dyeing And Manufacturing Company Limited held at Yashwantrao Chavan Center Auditorium, General Jagannathrao Bhosale Marg, Nariman Point, Mumbai - 400021 on Tuesday, August 07, 2018 at 3.45 p.m.**

I, P. N. Parikh, of M/s. Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of The Bombay Dyeing And Manufacturing Company Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 138<sup>th</sup> Annual General Meeting (AGM) of The Bombay Dyeing And Manufacturing Company Limited on Tuesday, August 07, 2018 at 3.45 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on August 07, 2018.

The notice dated May 14, 2018 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company.





The Company had availed the e-voting facility offered by Karvy Computershare Private Limited ("Karvy") for conducting remote e-voting by the Shareholders of the Company.

The Company had also provided voting through ballot paper to the shareholders present at the AGM and who had not cast their vote earlier through remote e-voting facility.

The shareholders of the company holding shares as on the "cut-off" date of July 31, 2018 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on Saturday, August 04, 2018 at 09:00 a.m. (IST) and ended on Monday, August 06, 2018 at 05:00 p.m. (IST) and the Karvy e-voting platform was blocked thereafter.

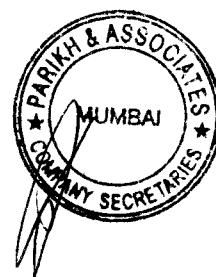
After the closure of the voting at the AGM, the report on voting done through ballot paper at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Karvy e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and the voting conducted through ballot paper at the meeting on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and the voting conducted through ballot paper at the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated Report as under on the result of the remote e-voting and voting through ballot paper at the AGM in respect of the said resolutions.



**Resolution 1: Ordinary Resolution:**

To receive, consider and adopt:

- a) the Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2018, together with the Reports of the Board of Directors and the Auditors thereon;
- b) the Audited Consolidated Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2018, together with the Report of the Auditors thereon.

(i) Voted in favour of the resolution:

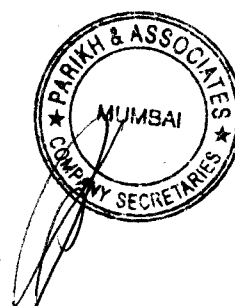
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
188	11,97,66,255	100.00(Rounded Off)

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	325	0.00

(iii) Invalid votes / Abstained:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
10	926



**Resolution 2: Ordinary Resolution****Declaration of Dividend on Equity Shares.**(i) Voted **in favour** of the resolution:

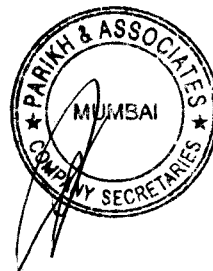
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
174	11,97,59,889	100.00(Rounded Off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	170	0.00

(iii) **Invalid votes / Abstained:**

Number of members whose votes were declared invalid	Number of invalid votes cast by them
26	7,457



**Resolution 3: Ordinary Resolution**

To appoint a Director in place of Mr. Nusli N. Wadia (DIN: 00015731) who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

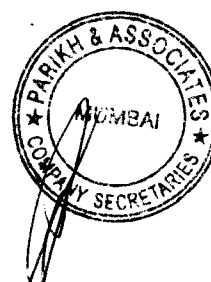
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
178	11,92,38,629	99.56

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
12	5,27,781	0.44

(iii) Invalid votes / Abstained:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
12	1,106



**Resolution 4: Ordinary Resolution**

**To appoint M/s. Bansi S. Mehta & Co., Chartered Accountants, as Statutory Auditors of the Company.**

(i) Voted in favour of the resolution:

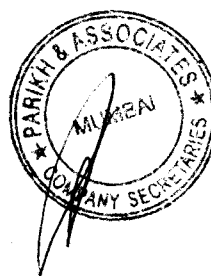
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
183	11,97,64,255	100.00(Rounded Off)

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	1,905	0.00

(iii) Invalid votes / Abstained:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
13	1,356



**Resolution 5: Special Resolution**

**Approval for continuation of holding office of Non-Executive Director of the Company, by Mr. Nusli. N. Wadia (DIN: 00015731) under Regulation 17(1A) of the SEBI (LODR) Regulations, 2015.**

(i) Voted in favour of the resolution:

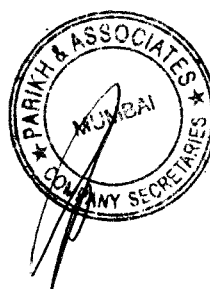
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
177	11,92,38,379	99.56

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
12	5,27,781	0.44

(iii) Invalid votes / Abstained:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
13	1,356



**Resolution 6: Special Resolution**

**Approval for continuation of holding of office of Non-Executive Director of the Company, by Mr. R. A. Shah (DIN: 00009851) under Regulation 17(1A) of the SEBI (LODR) Regulations, 2015.**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
161	11,83,33,572	98.80

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
27	14,32,538	1.20

(iii) Invalid votes / Abstained:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
14	1,406



**Resolution 7: Special Resolution**

**Approval for continuation of holding office of Non-Executive Director of the Company, by Mr. A. K. Hirjee (DIN: 00044765) under Regulation 17(1A) of the SEBI (LODR) Regulations, 2015.**

(i) Voted **in favour** of the resolution:

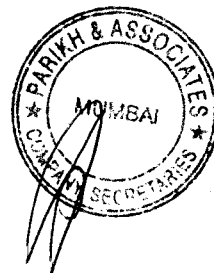
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
156	11,15,90,285	98.62

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
31	15,57,041	1.38

(iii) **Invalid votes / Abstained:**

Number of members whose votes were declared invalid	Number of invalid votes cast by them
15	66,20,190





**Resolution 8: Ordinary Resolution****Approval of the Remuneration of the Cost Auditors.**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
182	11,97,63,255	100.00(Rounded Off)

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
7	2,025	0.00

(iii) Invalid votes / Abstained:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
13	2,236



**Resolution 9: Special Resolution**

**Approval for revision in remuneration payable to Mr. Jehangir N Wadia (DIN: 00088831), Managing Director.**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
155	11,15,90,308	98.62

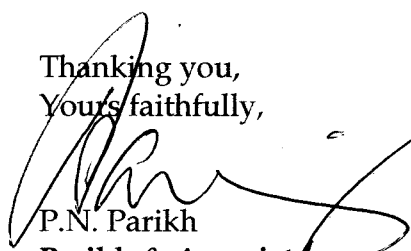
(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
33	15,56,828	1.38

(iii) Invalid votes / Abstained:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
14	66,20,360

Thanking you,  
Yours faithfully,



P.N. Parikh

**Parikh & Associates**

**Practising Company Secretaries**

FCS: 327 CP No.: 1228

111,11th Floor, Sai Dwar CHS Ltd

Sab TV Lane, Opp. Laxmi Indl. Estate,

Off Link Road, Above Shabari Restaurant,

Andheri West, Mumbai - 400053



Place: Mumbai

Dated: August 07, 2018