

22nd February, 2023

BSE Limited
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: POSTAL BALLOT NOTICE

REF: REGULATION 30 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“LISTING REGULATIONS”)

Pursuant to Regulation 30 of the Listing Regulations, please find enclosed a copy of the Postal Ballot Notice of The Bombay Dyeing and Manufacturing Company Limited ('the Company') dated 9th February, 2023, ('Notice') for seeking approval of the Members of the Company for Appointment of Mrs. Chandra Iyengar (DIN 02821294) as the Non-Executive Independent Woman Director of the Company.

In compliance with the provisions of the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, Government of India, this Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/KFin Technologies Limited (“KFin”), Company’s Registrar and Share Transfer Agent / Depositories as on Friday, February 17, 2023 ('Cut-off date'). The Members who have not registered their e-mail address, will have to follow the instructions given in the enclosed Notice.

The Company has engaged the services of KFin to provide remote e-voting facility to its Members. The remote e-voting period commences on Thursday, 23rd February, 2023 from 9:00 a.m. (IST) and ends on Friday, 24th March, 2023 at 5:00 p.m. (IST).

The Notice is also available on the website of the Company at www.bombaydyeing.com and on the website of the KFin at <https://evoting.kfintech.com>

This is for your information and record.

Yours faithfully,
For **The Bombay Dyeing and Manufacturing Company Limited**

Sanjive Arora
Company Secretary
FCS No. 3814

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.,
Marathon Futurex, A Wing, 25th Floor
N. M. Joshi Marg, Lower Parel
Mumbai - 400 013

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,
NEWYORK, NY (USA) 10013.

M/s KFin Technologies Limited
Selenium Tower B,
Plot 31-32, Gachibowli, Financial District,
Nanakramguda, Hyderabad
Telangana – 500032.



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) 66620000; Fax: (91) (22) 66192001

NOTICE OF POSTAL BALLOT

[Pursuant to the provisions of Section 110 of the Companies Act, 2013 and read with Rule 22 of the Companies (Management & Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("**SS-2**"), each as amended, the resolution appended below is proposed to be passed as special resolution by way of postal ballot / electronic voting.

The Explanatory Statement pursuant to Section 102(1) of the Act, read with Rules framed thereunder, setting out the material facts concerning the resolution mentioned in this Postal Ballot Notice ("**Notice**"), is annexed hereto along with a Postal Ballot Form (the "**Form**") for your consideration.

In terms of the requirements specified in the MCA Circulars, the Notice is being sent in electronic form only to those Members whose e-mail addresses are registered with the Company/Depositories. Accordingly, physical copy of the Notice along with postal ballot form and pre-paid business reply envelope are not being sent to the Members for this postal ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of M/s. KFin Technologies Limited ("**KFin**" or "**KFintech**") for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at www.bombaydyeing.com

The Board of Directors of the Company at their meeting held on 9th February, 2023 have, subject to the approval of the Members of the Company by way of an Special Resolution, approved appointment of Mrs. Chandra Iyengar (DIN: 02821294) as an Additional Woman Director in the category of Non-Executive, Independent Director on the Board of the Company w.e.f. 9th February, 2023 for a term of five years.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting. The schedule of remote e-voting is as under:

Commencement of remote e-voting	Conclusion of remote e-voting
Thursday, 23 rd February, 2023 at 9:00 a.m. (IST)	Friday, 24 th March, 2023 at 5:00 p.m. (IST)

The remote e-voting facility will be disabled by KFin immediately thereafter.

SPECIAL BUSINESS:

- 1) Appointment of Mrs. Chandra Iyengar (DIN:02821294) as the Non-Executive Independent Woman Director of the Company for a term of 5 years w.e.f. 9th February, 2023 and continuation of holding of office of Non-Executive Independent Woman Director on attaining the age of 75 years during the said term.**

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“**Act**”) and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), Mrs. Chandra Iyengar (DIN: 02821294) who was appointed as an Additional Director in the category of Non-Executive Independent Woman Director of the Company by the Board on the recommendation of Nomination and Remuneration Committee with effect from 9th February, 2023, pursuant to Section 161 of the Act read with the Articles of Association of the Company who is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, not being liable to retire by rotation.

RESOLVED FURTHER THAT Mrs. Chandra Iyengar, who has submitted a declaration that she meets the criteria for independence and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company in terms of Section 149 of the Act, for a term of five consecutive years commencing from 9th February, 2023 to 8th February, 2028, (Term) she not being liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI Listing Regulations and other applicable provisions, if any, of the Act and the Rules made thereunder, including any statutory modification or re-enactment thereof for the time being in force, consent of the Members be and is hereby granted to Mrs. Chandra Iyengar, for continuing her directorship as a Non-Executive Independent Woman Director on attaining the age of 75 years during her said term.

RESOLVED FURTHER THAT any one of the Directors or the Manager or the Chief Financial Officer & Chief Risk Officer or the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors,
For The Bombay Dyeing and Manufacturing Company Limited

Sanjive Arora
Company Secretary
FCS No. 3814

Registered Office:

Neville House, J. N. Heredia Marg,
Ballard Estate, Mumbai - 400001

Date: 9th February, 2023

Place: Mumbai

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Act which sets out details relating to the Special Business at the Meeting is annexed as Annexure I hereto and forms part of the Notice.
2. The relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2 viz. brief resume of Director proposed to be appointed, nature of her expertise in functional areas, name of companies in which she hold directorships and Membership / Chairmanship of Board Committees along with listed entities from which the Director has resigned in the past three years and shareholding, are hereto furnished in Annexure II to the Notice.
3. In compliance with the MCA Circulars, the Notice is being sent only by electronic mode to those Members whose names appear in the Register of Members / List of Beneficial Owners and email IDs are registered as on Friday, 17th February, 2023. For Members who have not registered their e-mail IDs, please follow the instructions given below:

Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by sharing a duly filled and signed copy of Form ISR-1 as per the format prescribed by SEBI vide its circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3 November 2021 and also available on the website of the Company at weblink <https://bombaydyeing.com/forms.html> with the Company's Registrar and Share Transfer Agent at einward.ris@kfintech.com or with the Company at grievance_redressal_cell@bombaydyeing.com along with the copy of signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to einward.ris@kfintech.com or grievance_redressal_cell@bombaydyeing.com

4. Notice of Postal Ballot will also be available on the Company's website at www.bombaydyeing.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on website of KFin i.e. <https://evoting.kfintech.com>
5. The relevant documents referred to in the accompanying Notice and the Explanatory Statement pursuant to Section 102 of the Act, shall be available for inspection by the members at the Registered Office of the Company during normal business hours (between 11.00 A.M. to 1.00 P.M.) on all working days upto and including the date of declaration of the results of Postal Ballot, basis the request is sent to grievance_redressal_cell@bombaydyeing.com mentioning the name, Folio No. / DP ID and Client ID and the document which they wish to inspect.
6. In compliance with provisions of Section 108, Section 110 and other applicable provisions of the Act read with the Rules made thereunder, the Company has provided facility to Members to exercise their votes electronically through remote e-voting facility provided by KFin.

7. The Members, whose names appear in the Register of Members / List of Beneficial Owners as on Friday, 17th February, 2023, being the cut-off date, are entitled to vote on the Resolution set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
8. The voting rights of Members shall be in proportion to their shareholding of the paid-up equity share capital of the Company as on the cut-off date i.e. 17th February, 2023.
9. The remote e-voting period commences on Thursday, 23rd February, 2023 at 9:00 A.M. IST and ends on Friday, 24th March, 2023 at 5:00 P.M. IST. The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
10. The vote in this Postal Ballot cannot be exercised through proxy.
11. The Company has appointed Mr. P.N. Parikh (FCS 327, CP 1228) and failing him, Mr. Mitesh Dhabliwala (FCS 8331, CP 9511) and failing him Ms. Sarvari Shah (FCS 9697, CP 11717) of M/s. Parikh & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot process through remote e-voting, in a fair and transparent manner.
12. The Scrutinizer shall unblock the votes after conclusion of voting through remote e-voting and submit his report to the Chairman / authorized Key Managerial Personnel.
13. The results of Postal Ballot will be announced on or before Monday, 27th March, 2023. The declared results along with the report of the scrutinizer will be submitted to BSE Limited and National Stock Exchange of India Limited and shall be uploaded on the website of the Company at www.bombaydyeing.com, website of KFin at <https://evoting.kfintech.com> and shall be displayed on the Notice Board at the registered office of the Company at Neville House, J.N. Heredia Marg, Ballard Estate, Mumbai – 400001 and at the Corporate Office of the Company at C-1, Wadia International Center, Pandurang Budhkar Marg, Worli, Mumbai – 400025.

14. Procedure / Instructions for E-VOTING

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and as per Regulation 44 of the SEBI Listing Regulations, the Company is providing e-voting facility through KFin on the resolution set forth in this Postal Ballot Notice, to Members holding shares as on Friday, 17th February, 2023, being the cut -off date fixed for determine eligible members to participate in the remote e-voting process. The instructions for e-voting are given herein below.

As per the SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, and as part of increasing the efficiency of the voting process, e-voting process has been enabled to all shareholders holding securities in demat mode to vote through their demat account maintained with depositories / websites of depositories / depository participants.

Individual demat account holders would be able to cast their vote without registering again with the e-voting service providers (ESPs) thereby not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

Any person holding shares in physical form and non-individual shareholders, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he/she/it is already registered with KFin for remote e-Voting then he/she/it can use his/ her/its existing User ID and password for casting the vote.

The details of the process and manner for remote e-voting are explained herein below:

Step 1: Login method for Individual shareholders holding securities in demat mode is given below:

NSDL	CDSL
<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on company name or e-Voting service provider (i.e. KFinTech) and you will be re- directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services:</p> <ol style="list-style-type: none"> I. To register click on link: https://eservices.nsdl.com. II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdedasDirectReg.jsp. III. Proceed with completing the required fields. IV. Follow steps given in points 1. 	<p>1. Existing user who have opted for Easi / Easiest:</p> <ol style="list-style-type: none"> I. Visit URL:https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest:</p> <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. Post registration is completed, follow the steps given in point 1.

<p>3. Alternatively by directly accessing the e-Voting website of NSDL:</p> <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will be redirected to NSDL Depository site where you can see e-Voting page. V. Click on company name or e-Voting service provider name and you will be redirected to KFintech e-Voting website for casting your vote during the remote e-Voting period. 	<p>3. Alternatively, by directly accessing the e-Voting website of CDSL:</p> <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e-Voting is in progress. V. Click on company name and you will be redirected to KFintech e-voting website for casting your vote during the remote e-voting period.
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Individual Shareholders (holding securities in demat mode) login through their Depository Participants.

- I. You can also login using the login credentials of your demat account through your demat accounts / websites of Depository Participants registered with NSDL /CDSL for e-Voting facility.
- II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.
- III. Click on options available against company name or e-Voting service provider – **KFintech** and you will be redirected to e-Voting website of **KFintech** for casting your vote during the remote e-Voting period without any further authentication.

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned websites of Depositories / Depository Participants.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to loginthrough Depository i.e. NSDL and CDSL:

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022 - 23058738 or 022 - 23058542-43.

Step 2: Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- A. Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 7177 followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.

- vi. On successful login, the system will prompt you to select the EVEN for The Bombay Dyeing and Manufacturing Limited and click on "Submit".
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. You may then cast your vote by selecting an appropriate option and click on "Submit".
- x. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xi. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email cs@parikhassociates.com with a copy marked to evoting@kfintech.com and grievance_redressal_cell@bombaydyeing.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name Even No." The documents should reach the Scrutinizer on or before 5:00 pm on Friday, 24th March, 2023.

B. Members whose email IDs are not registered with the Company/Depository Participants(s)], will have to follow the following process:

- i. Members who have not registered their email address and in consequence the Postal Ballot Notice cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/postalballot/>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to inward.ris@kfintech.com.
- ii. Alternatively, member may send an e-mail request at the email id inward.ris@kfintech.com along with scanned signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Postal Ballot Notice and the e-voting instructions.

- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

II. OTHER INSTRUCTIONS:

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact Mr. Suresh Babu, (Unit: The Bombay Dyeing and Manufacturing Company Limited) of KFin Technologies Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at einward.ris@kfintech.com or evoting@kfintech.com or phone no. 040 – 6716 2222 or call toll free No. 1800-309-4001 for any further clarifications.
- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. Any Member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from KFintech in the manner as mentioned below:
 - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: **MYEPWD** <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
 - Example for NSDL:** MYEPWD <SPACE> IN12345612345678
 - Example for CDSL:** MYEPWD <SPACE> 1402345612345678
 - Example for Physical:** MYEPWD <SPACE> XXXX1234567890
 - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Member may call KFintech toll free number 1800-309-4001 for any assistance.
 - iv. Member may send an e-mail request to evoting@kfintech.com.

ANNEXURE I TO THE NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 1

Mrs. Chandra Iyengar (DIN 02821294) was appointed as an Additional Director in the category of Non-Executive Independent Woman Director on the Board of the Company w.e.f. 9th February, 2023 on the recommendation of the Nomination and Remuneration Committee of the Board, subject to the approval of the shareholders. The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 ("**Act**") proposing the candidature of Mrs. Chandra Iyengar for the office of Director of the Company.

Mrs. Iyengar holds office as an Additional Director upto the date of next General Meeting or for a period of 3 months from the date of appointment whichever is earlier, in accordance with Section 161 of the Act and the Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**").

Mrs. Iyengar is qualified to be appointed as a Director and has submitted consent to act as Director and other statutory declarations. The Company has received a declaration from her stating that she meets with the criteria of independence as prescribed under sub-section (6) of section 149 of the Act and SEBI Listing Regulations and that she is not debarred from holding the office of director by virtue of any order from SEBI or any such authority.

The Board has pursuant to Sections 149 and 152 of the Act appointed Mrs. Iyengar as a Director not liable to retire by rotation. She has also been appointed by the Board as a Non-Executive Independent Woman Director in terms of section 149(4) read with Rule 3 of Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of SEBI Listing Regulations, she being eligible to be so appointed, for a term of five consecutive years commencing from 9th February, 2023 to 8th February, 2028.

Brief profile of Mrs. Iyengar, nature of her expertise in functional areas and names of listed companies in which she holds directorship and membership / chairmanship of Board Committees, shareholding and relationship between directors inter-se as stipulated under applicable provisions of the Listing Regulations, are provided in Annexure II of the Notice.

After reviewing the profile of Mrs. Iyengar, the Nomination and Remuneration Committee and the Board was of the view that Mrs. Iyengar possesses appropriate skills, experience and knowledge as required for the role of an Independent Director. The skills coupled with her rich experience will benefit the Company. Accordingly, the Board has recommended her candidature as an Independent Director of the Company. The Board considers that appointment of Mrs. Iyengar would be of immense benefit to the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and other applicable provisions of the Act, appointment of Mrs. Iyengar as an Independent Director requires approval of Members of the Company.

Further, in terms of Regulation 25(2A) of SEBI Listing Regulations, appointment of Mrs. Iyengar as an Independent Director requires approval of Members of the Company by passing a special resolution. In terms of Regulation 17(1A) of the Listing Regulations, the Company is required to obtain prior approval of Members by passing a special resolution since Mrs. Iyengar will attain the age of seventy- five years on 10th November, 2025.

Accordingly, the approval of Members is also sought for appointment of Mrs. Iyengar as an Independent Woman Director and the continuation of her appointment on attaining the age of 75 years on 10th November, 2025 during her term which will end on 8th February, 2028.

Except Mrs. Chandra Iyengar, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise in this resolution.

The Board recommends the Special Resolution set out in Item No. 1 of the Notice for approval by the members.

By Order of the Board of Directors,
For The Bombay Dyeing and Manufacturing Company Limited

Sanjive Arora
Company Secretary
FCS No. 3814

Registered Office:

Neville House, J. N. Heredia Marg,
Ballard Estate, Mumbai - 400001

Date: 9th February, 2023

Place: Mumbai

ANNEXURE II TO THE NOTICE

Details of Directors

Brief resume and other details of Director(s) proposed to be appointed as Director as required under the SEBI Listing Regulations 2015 and Secretarial Standards-2 on General Meetings:

Mrs. Chandra Iyengar holds degree in MA from Miranda House, New Delhi and is an officer of the 1973 batch of the Indian Administrative Services (IAS). Over the course of her career, she has led several departments in the Government of Maharashtra and the Government of India, such as Women & Child Development, Higher & Technical Education, Rural Development, and Health. As the Secretary for Women & Child Development for the Government of Maharashtra, she was responsible for drafting and implementing the first-ever state policy for women's empowerment in India. She has served as Additional Chief Secretary – Home Ministry for the Government of Maharashtra and as a Director on the Board of Bharat Heavy Electricals Limited (BHEL) and also as a Chairperson for the Maharashtra Energy Regulatory Commission (MERC).

Other details as required under the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India are:

Age	72 years
Qualifications	Mrs. Chandra Iyengar holds a Bachelor of Arts from Ethiraj College, Chennai and a Master of Arts from Miranda House, New Delhi. Mrs. Chandra Iyengar is an IAS.
Experience (including expertise in specific functional area) / Brief Resume	Mrs. Chandra has led several departments in the Government of Maharashtra and the Government of India, such as Women & Child Development, Higher & Technical Education, Rural Development and Health. As the Secretary for Women & Child Development for the Government of Maharashtra, she was responsible for drafting and implementing the first-ever state policy for women's empowerment in India. Prior to retiring in 2010, Mrs. Chandra Iyengar was the Additional Chief Secretary-Home Department for the Government of Maharashtra. She has also served as Chairperson for the Maharashtra Energy Regulatory Commission.
Terms and Conditions of re-appointment	Refer Annexure I (Explanatory Statement for Item No.1)
Remuneration last drawn (including sitting fees, if any)	NIL
Remuneration proposed to be paid	She will be entitled to receive sitting fees for attending the meetings of the Board / Committees of the Directors.
Date of first appointment on the Board	9 th February, 2023

Shareholding in the Company as on the date of Notice	NIL
Relationship with other Directors/ Key Managerial Personnel	Not related to any other Director/Key Managerial Personnel of the Company.
Number of meetings of the Board attended during the financial year (2022-2023)	NA
Directorships of other Boards as on the date of Notice (excluding The Bombay Dyeing and Manufacturing Company Limited)	<p><u>Public Companies:</u></p> <ol style="list-style-type: none"> 1. Adani Total Gas Limited 2. Arihant Superstructures Limited 3. Adani Electricity Mumbai Limited 4. Maharashtra Industrial Township Limited 5. Adani Power Limited 6. Adani Totalenergies Biomass Limited 7. Udupi Power Corporation Limited 8. Adani Power (Mundra) Limited 9. The Bombay Burmah Trading Corporation, Limited
Membership/ Chairmanship of Committee of other Boards as on the date of notice	<ol style="list-style-type: none"> 1. Adani Total Gas Limited - Audit Committee - Member 2. Arihant Superstructures Limited - Audit Committee - Member 3. Maharashtra Industrial Township Limited - Audit Committee – Chairperson 4. Adani Electricity Mumbai Limited - Audit Committee – Member 5. Adani Power Limited - Audit Committee - Member 6. Arihant Superstructures Limited - Stakeholders Relationship Committee - Member 7. Adani Electricity Mumbai Limited - Nomination and Remuneration Committee - Member

By Order of the Board of Directors
For The Bombay Dyeing and Manufacturing Company Limited

Sanjive Arora
Company Secretary
FCS No. 3814

Registered Office:

Neville House, J. N. Heredia Marg,
Ballard Estate, Mumbai - 400001

Date: 9th February, 2023

Place: Mumbai