

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

**Ref: Regulation 30 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 Summary of Proceedings of the AGM as required under Reg. 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Part - A of Schedule III of LODR Regulations.

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



**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**

## **Summary of Proceedings of the 138<sup>th</sup> Annual General Meeting**

### **Date, Time and Venue of the Meeting**

138<sup>th</sup> Annual General Meeting (“AGM”) of the Company was held on Tuesday, 7th August, 2018, at 3.45 p.m. at Yashwantrao Chavan Center Auditorium, General Jagannathrao Bhosale Marg, Nariman Point, Mumbai - 400 021.

### **Proceeding in Brief**

Mr. Nusli N. Wadia chaired the Meeting. He welcomed all Shareholders and informed that the required quorum to conduct the proceedings of the meeting was present and with the permission of Shareholders, took the Directors’ Report and the Financial Statements (Standalone and Consolidated) and Auditor’s Report thereon as read.

Further he informed that as per Companies Act, 2013 since Resolutions had been put to vote through Remote e-voting, voting by show of hands was not permitted. The electronic voting process (Remote e-voting) had ended on 6<sup>th</sup> August, 2018 at 5.00 p.m. and Mr. P. N. Parikh (FCS 327), and failing him, Mr. Mitesh Dhaliwala (FCS 8331) and failing him Ms. Sarvari Shah (ACS 27572) from Parikh & Associates, Practicing Company Secretaries, who were appointed as the scrutinizer for the Remote e-voting were also appointed as the scrutinizer for ballot process at the AGM.

Chairman thereafter requested members to ask for any clarifications on accounts and company’s working. Many shareholders asked questions with regard to company’s accounts and performance and the chairman replied to queries of all the shareholders.

Chairman thereafter requested eligible Members, who have not voted through Remote e-voting facility, to cast their vote by ballot process on following items of business as set out in the Notice Convening the 138<sup>th</sup> Annual General Meeting.

### **Ordinary Business:**

1. 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.
2. Declaration of Dividend on Equity Shares.
3. 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.

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

**Special Business:**

5. 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.
6. Approval for continuation of holding 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.
7. 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.
8. Approval of the Remuneration of the Cost Auditors.
9. Approval for revision in remuneration payable to Mr. Jehangir N Wadia (DIN: 00088831), Managing Director.

Lastly Chairman requested scrutinizer to take custody of the ballot boxes in which the ballots have been cast and informed that the results would be declared within 48 hours from the conclusion of the AGM and would be put up on the Website and also informed to Stock Exchanges.

This is for your information and record.

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



**SANJIVE ARORA**  
**Company Secretary**

Encl: As above