

NOTICE

Notice is hereby given that the 133rd Annual General Meeting of the Members of The Bombay Dyeing and Manufacturing Company Limited will be held at the Yashwantrao Chavan Center Auditorium, General Jagannathrao Bhonsle Marg, Nariman Point, Mumbai - 400021, on Tuesday, 6th August, 2013, at 3.45 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To declare dividend.
3. To appoint a Director in place of Mr. Keshub Mahindra, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Mr. Ishaat Hussain, who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint a Director in place of Mr. Ness N. Wadia, who retires by rotation and being eligible, offers himself for reappointment.
6. To appoint Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT M/s. Kalyaniwalla & Mistry, Chartered Accountants, Mumbai, Firm Reg. No. 104607W, be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on such remuneration as shall be fixed by the Board of Directors of the Company."

Notes:

- (a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS/AUTHORITY, AS APPLICABLE.
- (b) As required in terms of paragraph IV(G)(i) of Clause 49 of the Listing Agreement, the details of the directors seeking re-appointment at the Meeting are given in detail in the **Annexure I**, annexed hereto.
- (c) The Register of Members and the Share Transfer Books of the Company will be closed from Tuesday, 30th July, 2013 to Tuesday, 6th August, 2013 both days inclusive.
- (d) The dividend as recommended by the Board of Directors, if approved by the members at the 133rd Annual General Meeting, shall be paid on or after Wednesday, 7th August, 2013 to those members whose names appear on the Register of Members of the Company after giving effect to all valid share transfers lodged with the Registrar & Share Transfer Agents of the Company on or before 29th July, 2013 in respect of shares held in physical form. In respect of shares held in electronic form, the dividend for the year ended 31st March, 2013 will be paid on or after Wednesday, 7th August, 2013 to the beneficial owners of shares as at the closing hours of 29th July, 2013 as per details furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) for this purpose.
- (e) The certificate from the Auditors of the Company certifying that the amended Employee Stock Option Scheme approved by the Shareholders at its Annual General Meeting held on 7th August, 2012 are being implemented in accordance with the provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme), Guidelines, 1999 as amended upto Circular No. SEBI/CFD/DIL/ESOP/5/2009/03/09 dated 3rd September, 2009 ('the Guidelines') and in accordance with the resolutions of the members passed at the general meeting will be available for inspection by the members at the AGM.
- (f) Members are requested to notify immediately any change of address, changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), Mandates, Nominations, Power of Attorney, change of name and e-mail address, etc.:
 - (i) to their Depository Participants (DPs) in respect of their electronic share accounts, and
 - (ii) to the Company's Registrar & Share Transfer Agents, M/s Sharepro Services (India) Pvt. Ltd. (R&TA), at 13AB, Samhita Warehousing Complex, Saki Naka Telephone Exchange Lane, Off Andheri Kurla Road, Saki Naka, Andheri (E), Mumbai 400 072 or at 912 Raheja Centre, Free Press Journal Road, Nariman Point, Mumbai 400 021, in respect of their physical share folios, if any, quoting their folio numbers.
- (g) In view of the circular issued by SEBI, the Electronic Clearing Services (ECS/NECS) facility should mandatorily be used by the

companies for the distribution of dividend to its members. In order to avail the facility of ECS/NECS, members holding shares in physical form are requested to provide bank account details to the Company or its Registrar and Share Transfer Agents.

- (h) Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact the Company or Sharepro Services, for assistance in this regard.
- (i) Members holding physical shares in identical order of names in more than one folio are requested to send to the Company or Sharepro Services, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be issued to such Members after making the requisite changes thereon.
- (j) Pursuant to the provisions of Section 205A of the Companies Act, 1956, dividends for the financial year ended 31st March, 2006 and thereafter, which remain unpaid or unclaimed for a period of 7 years from the respective dates of transfer to the unpaid dividend account of the Company are due for transfer to the Investor Education & Protection Fund (IEPF) on the dates given in the table below:

Financial Year	Date of Declaration of Dividend	Last date for claiming unpaid Dividend	Due date for transfer to IEPF
2005-2006	27.07.2006	26.07.2013	02.10.2013
2006-2007	25.07.2007	24.07.2014	28.09.2014
2007-2008	02.09.2008	01.09.2015	04.11.2015
2008-2009	28.08.2009	27.08.2016	03.11.2016
2009-2010	11.08.2010	10.08.2017	17.10.2017
2010-2011	04.08.2011	03.08.2018	10.10.2018
2011-2012	07.08.2012	06.08.2019	13.10.2019

Members who have so far not encashed the Dividend Warrants for the above years are advised to submit their claim to the Company's R&TA at either of the aforesaid addresses immediately quoting their folio number/ DP ID & Client ID. It may be noted that once the unclaimed dividend is transferred to IEPF as aforesaid, no claim shall lie in respect of such amount by the members.

- (k) Members holding shares in physical form may avail themselves of the facility of nomination in terms of Section 109A of the Companies Act, 1956 by nominating in the prescribed form a

person to whom their shares in the Company shall vest in the event of their death. The prescribed form can be obtained from the Company's Office at C-1, Wadia International Center (Bombay Dyeing), Pandurang Budhkar Marg, Worli, Mumbai - 400025, or from its R&TA at either of the aforesaid addresses.

- (l) As part of the Green Initiative in Corporate Governance, the Ministry of Corporate Affairs ("MCA"), Government of India, through its Circular Nos. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011 respectively, has allowed companies to send official documents through electronic mode.

In the spirit of the above circulars and as part of the Company's Green Initiative, the Company may propose to send documents like Notice convening the general meetings, Financial Statements, Directors' Report, etc. to the e-mail address provided by the members.

We, therefore, appeal to the members to be a part of the said 'Green Initiative' and request the members to register their name in getting the said documents in electronic mode by sending an email giving their Registered Folio Number and/or DP ID/Client ID to the dedicated email address at bombaydyeing@shareproservices.com or login at the R&TA's website www.shareproservices.com and register their request.

- (m) Members intending to require information about the Financial Accounts, to be explained at the Meeting are requested to inform the Company at least a week in advance of their intention to do so, so that the papers relating thereto may be made, available, if the Chairman permits such information to be furnished.
- (n) Members/proxies should bring the attendance slip duly filled in for attending the Meeting.
- (o) Members are requested to bring their copy of the Annual Report to the meeting.

By Order of the Board of Directors,
For THE BOMBAY DYEING & MFG. CO. LTD.
J. C. BHAM
Company Secretary

Mumbai, 28th May, 2013.

Registered Office:
Neville House, J. N. Heredia Marg,
Ballard Estate, Mumbai 400 001
Phone: 66620000

ANNEXURE I

As required in terms of paragraph IV(G)(i) of Clause 49 of the Listing Agreement, the details of the Directors seeking appointment/reappointment at the Meeting are as follows:

Name of the Director	Mr. Keshub Mahindra	Mr. Ishaat Hussain	Mr. Ness N. Wadia
Age (years)	89	65	41
Expertise in functional area	<p>B. Sc. graduate from Wharton, University of Pennsylvania, USA. Mr. Mahindra joined Mahindra & Mahindra Ltd. in 1947 as a Director and became the Chairman in 1963. He is also the Chairman of the Board of Governors of Mahindra United World College of India. He has been associated with various organizations including educational institutions like University of Pennsylvania, Institute for the Advanced Study of India, New Delhi, International Advisory Board of University of Pennsylvania, Centre for the Advanced Study of India, Philadelphia. He has vast experience and expertise in running numerous industries.</p> <p>He has contributed actively in the deliberations of various organisations such as Bombay Chamber of Commerce & Industry (BCCI), Associated Chambers of Commerce & Industry of India (ASSOCHAM), Employers' Federation of India, Indo-American Society. He is the former President of BCCI, ASSOCHAM, and Employers' Federation of India and former Chairman of Indian Institute of Management, Ahmedabad.</p> <p>He has also been appointed by the Government of India to serve on a number of Committees including the Sachar Commission on Corporation Law & MRTP, Central Advisory Council of Industries. He is the recipient of several awards including International Awards.</p>	<p>Completed his schooling from The Doon School in 1963 to join St. Stephens College Delhi to do his graduation in Economics. A Chartered Accountant from England and Wales, Mr Hussain attended the Advanced Management Programme at the Harvard Business School. He joined the Board of The Indian Tube Company (a Tata Steel associate company) in 1981. Thereafter, he moved to Tata Steel in 1983 after Indian Tube was merged with Tata Steel.</p> <p>Besides being on Board of Tata Sons Limited, he is the Chairman of Voltas Limited and Tata Sky Limited. He is also on the Boards of several Tata Companies viz. Tata Steel, Tata Industries, Tata Teleservices, Titan Industries Limited.</p> <p>In April 2005, Mr. Hussain has been appointed a Member of the Board of Trade, and in November 2006, had been appointed a Public Interest Director of Bombay Stock Exchange Limited. In January 2008, he has been appointed a Trustee on the Board of India Foundation for the Arts (IFA).</p>	<p>Mr. Wadia is Master in Science from the Warwick University in Coventry, UK.</p> <p>He has a rich and varied experience of over 19 years in connection with the business of the Company in various capacities including about 5 years as Deputy Managing Director and about 5 years as the Joint Managing Director. With effect from 1st April, 2011 he is a Non-Executive Director of the Company.</p> <p>Mr. Wadia is deeply involved in philanthropic activities and is associated with leading educational institutions and charitable hospitals.</p>
Outside Directorship *	Chairman of Mahindra Ugine Steel Co. Ltd., and Mahindra Holdings Ltd., Vice-Chairman of Housing Development Finance Corporation Ltd. and Director of The Bombay Burmah Trading Corporation Ltd.	Chairman of Voltas Ltd. and Tata Sky Ltd.; Director in Tata Sons Ltd., Tata Steel Ltd., Titan Industries Ltd., Tata Inc., Tata Teleservices Ltd., Tata Industries Ltd., Tata AIG General Insurance Co. Ltd., Tata AIG Life Insurance Co. Ltd., Tata Consultancy Services Ltd., Tata Capital Ltd., Viom Networks Ltd., Go Airlines (India) Ltd. and Tata Capital Financial Services Ltd.	Chairman of National Peroxide Ltd.; Managing Director of The Bombay Burmah Trading Corporation Ltd.; and Director in Britannia Industries Ltd., Go Airlines (India) Ltd., Wadia Techno Engineering Services Ltd. and Wadia Investments Ltd.
Committee Membership *	—	Chairman of Audit Committee of Tata Industries Ltd., Tata Teleservices Ltd. and Go Airlines (India) Ltd.; Member of the Audit Committee of Tata Steel Ltd., Titan Industries Ltd. AIG General Insurance Co. Ltd., Tata AIG Life Insurance Co. Ltd., Tata Sky Ltd. and Tata Consultancy Services Ltd.; Chairman of the Investors' Grievance Committee of Tata Steel Ltd.	Member of the Audit Committee of Britannia Industries Ltd.
No. of shares held in the Company	8,150	Nil	12,19,418

* Excludes Directorship / Committee Membership in private limited companies, foreign companies and companies incorporated under Section 25 of the Companies Act, 1956. Committee Membership comprises Audit Committee and Shareholders'/Investors' Grievance Committee.

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TO THE MEMBERS OF THE COMPANY**Disclosure under Section 302 of the Companies Act, 1956****Abstract of variation in the terms of remuneration of Mr. Durgesh Mehta, Joint Managing Director of the Company.**

The shareholders at the Annual General Meeting (AGM) held on 11th August, 2010 had approved the appointment of Mr. Durgesh Mehta as the Joint Managing Director of the Company for a period of five years with effect from 1st April, 2010 on such terms and conditions as the Board may consider appropriate.

The Board of Directors of the Company ("the Board") at its meeting held on 28th May, 2013 approved on the recommendation of the Remuneration/ Compensation Committee, modification in the terms of remuneration of Mr. Durgesh Mehta, Joint Managing Director of the Company with effect from 1st April, 2012, for the residual period of his terms of appointment, as follows:

Basic Salary upto a maximum of ₹ 16,00,000/- per month.

Benefits, perquisites and allowances as may be determined by the Remuneration / Compensation Committee or the Board of Directors from time to time, or as may be applicable in accordance with the rules and policies of the Company, upto a maximum of ₹ 16,00,000/- per month.

Other Terms and Conditions of appointment as approved at the AGM held on 11th August, 2010 and recorded in the agreement dated 12th August, 2010 entered into between the Company and Mr. Durgesh Mehta shall remain unchanged.

Mr. Durgesh Mehta is interested individually insofar as the same relates to variation in his remuneration.

By Order of the Board of Directors,
For THE BOMBAY DYEING & MFG. CO. LTD.

J. C. BHAM

Company Secretary

Mumbai, 2nd July, 2013.

Registered Office:

Neville House, J. N. Heredia Marg,
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Phone: 66620000