

**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

November 09, 2015

To,  
The Bombay Dyeing and Manufacturing Company Limited  
Neville House, J.N Heredia Marg,  
Ballard Estate, Mumbai 400 001.

Kind Attn: Mr. K. Subharaman

Sub. : Postal Ballot

Dear Sir,

I refer to my appointment as Scrutinizer to conduct the postal ballot process in respect of the Special Resolution under Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 for approval to the remuneration to be paid to Mr. Jehangir N. Wadia (DIN: 00088831), Managing Director of the Company.

I now enclose the following:

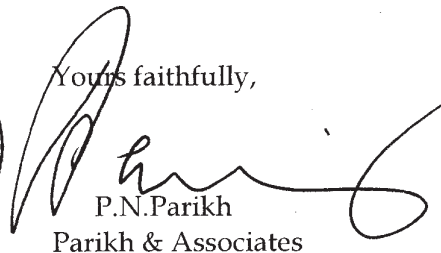
- a) My report to the Chairman of the Company on the result of the postal ballots received from shareholders in physical and electronic mode.
- b) The register showing the particulars of the physical postal ballots processed by the Registrar and Share Transfer Agent of the Company and the e-votes registered on the Central Depository Services (India) Limited (CDSL) e-voting system in respect of the said resolution.

I hope you will find the above in order.

Thanking you.



Yours faithfully,

  
P.N.Parikh  
Parikh & Associates

Encl.: As above.

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To,  
The Chairman  
The Bombay Dyeing and Manufacturing Company Limited  
Neville House, J.N Heredia Marg  
Ballard Estate, Mumbai 400 001.

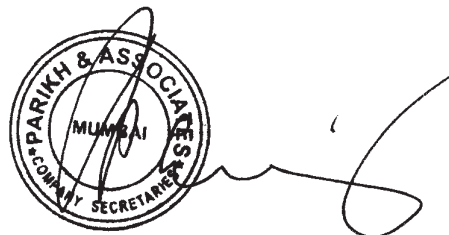
**Report of Scrutinizer**

I, P.N.Parikh, of M/s Parikh & Associates, Practicing Company Secretaries, having my office at 111, 11<sup>th</sup> Floor, SaiDwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl. Estate, Off Link Road, Andheri (West), Mumbai 400 053 had been appointed as the Scrutinizer to conduct the postal ballot process in respect of the Special Resolution Resolution under Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 for approval to the remuneration to be paid to Mr. Jehangir N. Wadia (DIN: 00088831), Managing Director of the Company.

I have scrutinized the ballot forms and e-voting and votes tendered therein and maintained register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014.

I now submit my Report as under on the result of the voting by postal ballot in physical and electronic mode in respect of the said Resolution.

Contd...2



- (a) Special Resolution under Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 for approval to the remuneration to be paid to Mr. Jehangir N. Wadia (DIN: 00088831), Managing Director of the Company.

- (i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast(Shares)	% of total number of valid votes cast
720	11,05,78,234	88.96

- (ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast(Shares)	% of total number of valid votes cast
104	1,37,18,616	11.04

- (iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast(Shares)
66	35,517

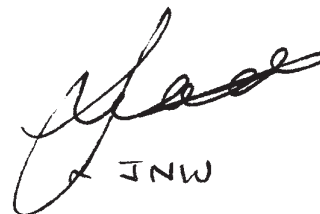
Place: Mumbai  
Date: November 09, 2015



For Parikh & Associates  
Company Secretaries

Signature:   
Name: P.N. Parikh  
Scrutinizer

FCS: 327 CP No: 1228

  
JNW

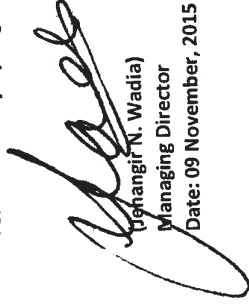
THE BOMBAY DYEING AND MANUFACTURING COMPANY LIMITE (CIN : L17120MH1879PLC000037)

Clause 35A (Physical and e-Voting)

Resolution 1

	Total Ballot Forms	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 (5)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)] * 100
Promoter/Public								
Promoter and Promoter Group	42	108122618	107922338	99.814766	107922338	0	100.000000	0.000000
Public - Institutional holders	33	36088773	15458581	42.834876	2043563	13415018	13.219603	86.780397
Public-Others	749	62323509	915931	1.469640	612333	303598	66.853617	33.146383
<b>Total</b>	<b>824</b>	<b>206534900</b>	<b>124296850</b>	<b>60.182008</b>	<b>110578234</b>	<b>13718616</b>	<b>88.963022</b>	<b>11.036978</b>

For The Bombay Dyeing & Mfg. Co. Ltd.

  
Prhangir N. Wadia  
Managing Director  
Date: 09 November, 2015