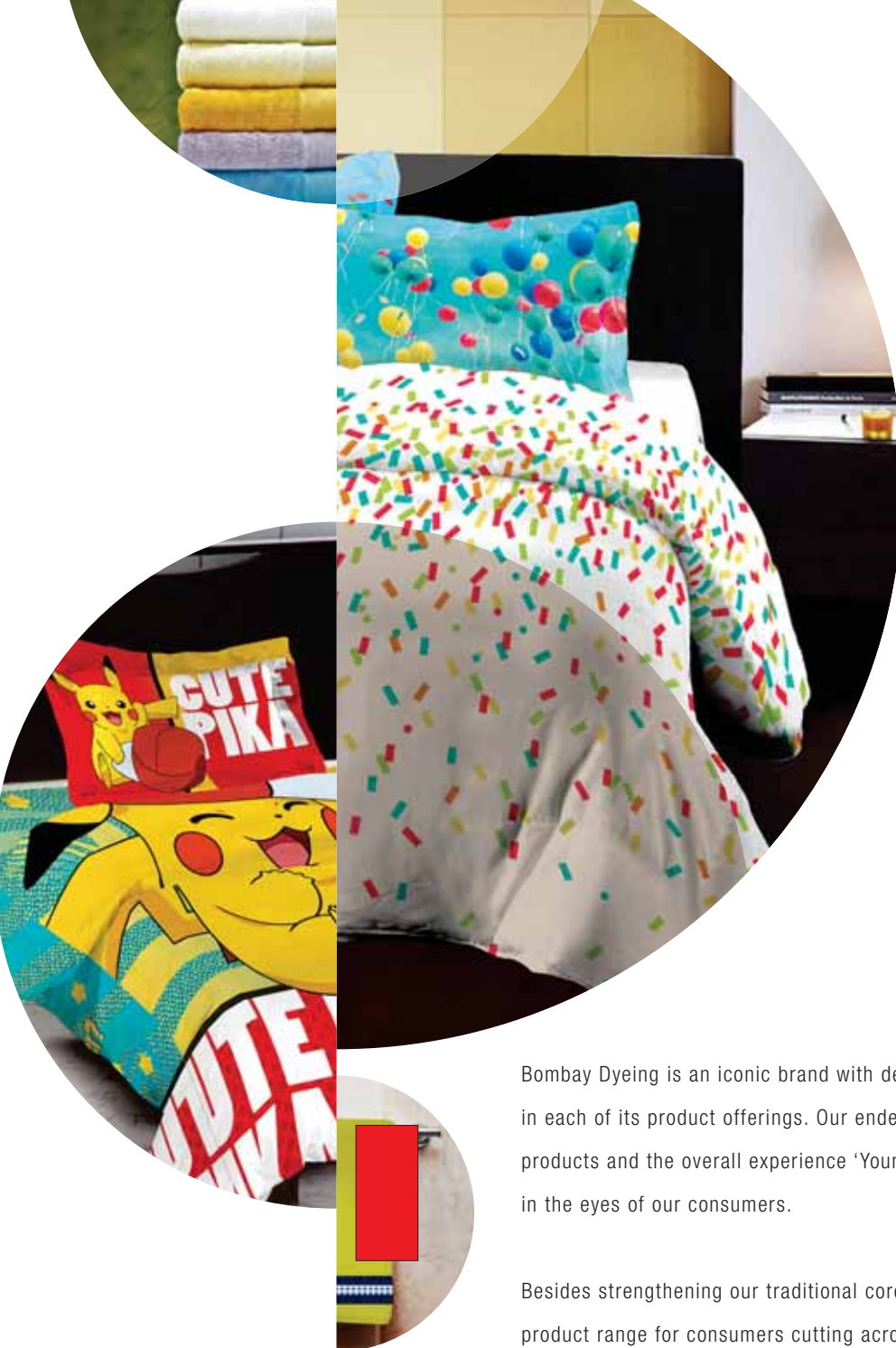




THE BOMBAY DYEING AND
MANUFACTURING COMPANY LIMITED
[Established 1879]



Bombay Dyeing is an iconic brand with deeply rooted aspirational values in each of its product offerings. Our endeavour would be to make our brand, products and the overall experience 'Young, contemporary and ever-evolving' in the eyes of our consumers.

Besides strengthening our traditional core values of superior quality, unparalleled product range for consumers cutting across different social spectra, our focus will be to grow our consumer franchise. We will do so through product innovations, offerings that cater to diverse consumer preferences and by expanding product availability on multi-channel platforms.

With the economic outlook positive and lower interest rates, the real estate market too will witness improved demand. This year will see the completion of key milestones for our luxurious development in the heart of Mumbai.

We will continue our efforts with zeal and enthusiasm to create a better future and offer better value to all our stakeholders.

CORPORATE INFORMATION

DIRECTORS

Nusli N. Wadia, *Chairman*

R. A. Shah

S. S. Kelkar

S. Ragothaman

A. K. Hirjee

S. M. Palia

Ishaat Hussain

Ness N. Wadia

V. K. Jairath (w.e.f. 09.02.2017)

Keki M. Elavia (w.e.f. 22.05.2017)

Minnie Bodhanwala (w.e.f. 29.03.2017)

Jehangir N. Wadia, *Managing Director*

CHIEF EXECUTIVE OFFICERS

Suresh Khurana (PSF)

Nagesh Rajanna (Retail)

Gaurav Jain (Bombay Realty)

CHIEF FINANCIAL OFFICER

Pushpamitra Das

COMPANY SECRETARY

Sanjive Arora

AUDITORS

Messrs. Kalyaniwalla & Mistry LLP

REGISTERED OFFICE

Neville House, J. N. Heredia Marg,
Ballard Estate, Mumbai-400 001.

CORPORATE OFFICE:

C-1, Wadia International Center,
Pandurang Budhkar Marg,
Worli, Mumbai-400 025.
(CIN: L17120MH1879PLC000037)
Email: grievance_redressal_cell@
bombaydyeing.com
Phone: (91) (22) 6662 0000;
Fax: (91) (22) 6662 0069
Website: www.bombaydyeing.com

ADVOCATES & SOLICITORS

Messrs. Crawford Bayley & Co.
Messrs. Karanjawala & Co.
Messrs. Solomon & Roy
Messrs. Negandhi Shah & Himayatullah

REGISTRAR & TRANSFER AGENT

Corporate Office :

Karvy Computershare Private Limited
Unit: Bombay Dyeing
Karvy Selenium Tower B,
Plot 31-32, Gachibowli,
Financial District, Nanakramguda,
Hyderabad,
Telangana - 500 032, India
Telephone number: +91 40 6716 2222
Fax number: +91 40 2342 0814
E-mail: einward.ris@karvy.com
Website: www.karvycomputershare.com

Mumbai Office:

Karvy Computershare Pvt. Ltd.
Unit: Bombay Dyeing
24-B ,Raja Bahadur Mansion
Ground Floor
Ambalal Doshi Marg
Behind BSE , Fort
Mumbai 400 001
Tel - 022 - 6623 5454/412/427

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NOTICE

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) 66620069

Notice is hereby given that the 137th 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 Bhosale Marg, Nariman Point, Mumbai - 400 021, on Thursday, 10th August, 2017, at 3.45 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the Audited Financial Statement of the Company for the Financial Year ended 31st March, 2017, 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, 2017, together with the Report of the Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Ness N. Wadia (DIN: 00036049), who retires by rotation in terms of Section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, Mumbai, (Firm Registration No. 104607W/W100166), be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, on such remuneration as shall be fixed by the Board of Directors in consultation with the Auditors plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."

SPECIAL BUSINESS:

5. To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with applicable Rules of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. D. C. Dave & Co., Cost Accountants, Mumbai, (Firm Registration No. 000611), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2018, be paid the remuneration of ₹ 5,00,000/- (Rupees Five Lakhs) plus applicable taxes and reimbursement of actual travel and out-of-pocket expenses.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Vinesh Kumar Jairath (DIN:00391684) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 9th February, 2017 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under read with Schedule IV to the Act and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Vinesh Kumar Jairath (DIN:00391684), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149 of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a period of five years with effect from 9th February, 2017 upto 8th February, 2022."

7. To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT Dr. (Mrs.) Minnie Bodhanwala (DIN:00422067) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 29th March, 2017 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") but who is eligible for appointment and has consented

to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

8. To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Keki M. Elavia (DIN:00003940) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 22nd May, 2017 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under read with Schedule IV to the Act and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Keki M. Elavia (DIN:00003940), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149 of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a period of five years with effect from 22nd May, 2017 upto 21st May, 2022."

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

SANJIVE ARORA

COMPANY SECRETARY

Mumbai, 28th June, 2017

Notes:

- a. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of

the meeting. A Proxy form is sent herewith. Corporate Members intending to send their authorised representative(s) to attend the meeting are requested to send to the Company a certified true copy of the relevant board resolution together with the specimen signature(s) of the representative(s) authorised under the said board resolution to attend and vote on their behalf at the Meeting. The proxy holder shall provide his identity at the time of attending the Meeting.

- b. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, which sets out details relating to the Special Business at the meeting, is annexed hereto and forms part of the Notice.
- c. Brief resume of Directors proposed to be appointed/re-appointed, nature of their expertise in functional areas, names of Companies in which they hold directorships and memberships/ chairmanships of Board Committees and shareholding, are hereto annexed as 'Annexure I'.
- d. The Register of Members and the Share Transfer Books of the Company will be closed from Friday, 28th July, 2017 to Thursday, 10th August, 2017 both days inclusive.
- e. The dividend as recommended by the Board of Directors, if approved by the members at the 137th Annual General Meeting, shall be paid on or after Friday, 11th August, 2017 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 27th July, 2017 in respect of shares held in physical form. In respect of shares held in electronic form, the dividend for the year ended 31st March, 2017 will be paid on or after Friday, 11th August, 2017 to the beneficial owners of shares as at the closing hours of 27th July, 2017 as per details furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) for this purpose.
- f. Members are requested to notify immediately any change of address:
 - (i) to their Depository Participants (DPs) in respect of their electronic share accounts, and
 - (ii) to the Company's Registrar & Share Transfer Agents in respect of their physical share folios, if any, quoting their folio numbers, at their address given below:

Karvy Computershare Private Limited
(Unit : Bombay Dyeing)
Karvy Selenium Tower B, Plot 31-32, Gachibowli,
Financial District, Nanakramguda, Hyderabad,
Telangana - 500 032, India
Telephone number: +91 40 6716 2222
Fax number: +91 40 2342 0814
E-mail: einward.ris@karvy.com
- 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.

Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.

- h. Pursuant to Section 124 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules, 2016") dividends for the financial year ended 31st March, 2010 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	Date of transfer to the unpaid Dividend account	Due date for transfer to IEPF
2009-10	11.08.2010	16.09.2010	15.09.2017
2010-11	04.08.2011	09.09.2011	08.09.2018
2011-12	07.08.2012	12.09.2012	11.09.2019
2012-13	06.08.2013	11.09.2013	10.09.2020
2013-14	08.08.2014	13.09.2014	12.09.2021
2014-15	06.08.2015	12.09.2015	11.09.2022
2015-16	10.08.2016	15.09.2016	14.09.2023

The Company has been sending reminders to those members having unpaid/unclaimed dividends before transfer of such dividend(s) to IEPF. Details of the unpaid/unclaimed dividend(s) are also uploaded as per the requirements, on the Company's website www.bombaydyeing.com.

Members who have so far not encashed the Dividend for the above years are advised to submit their claim to the Company's R&TA at the aforesaid address immediately quoting their folio number/ DP ID & Client ID.

- i. The Ministry of Corporate Affairs ('MCA') had notified the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 effective from 7th September, 2016 ('IEPF Rules 2016'). Amongst other things, the Rules provides for the manner of transfer of the unpaid and unclaimed dividends to the IEPF and the manner of transfer of shares in case any dividend has not been encashed by the shareholders on such shares during the last seven years to the designated Suspense Account as prescribed by the IEPF Authority. As per the requirement of Rule 6 of the IEPF Rules 2016, the Company had

sent information to all the shareholders who had not claimed/ encashed dividends in the last seven years intimating, amongst other things, the requirements of the IEPF Rules, 2016 with regard to transfer of shares and that in the event those shareholders do not claim any unclaimed/unpaid dividends for the past seven years, the Company will be required to transfer the respective shares to the IEPF Suspense Account by the due date prescribed as per the IEPF Rules, 2016 or such other extended date as may be notified. The Company also simultaneously published notice in the leading newspaper in English and regional language having wide circulation on 17th November, 2016 and 20th April, 2017 to such shareholders and uploaded on the 'Investors' Section of the Website of the Company viz. www.bombaydyeing.com giving details of such shareholders and shares due to transfer.

Further, the MCA had notified the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 on 28th February, 2017 ('IEPF Rules 2017'), substituting, amongst other things, Rule 6 of IEPF Rules, 2016 and providing that where the period of seven years provided under the sub section (5) of Section 124 of the Companies Act, 2013 has been completed during the period from 7th September, 2016 to 31st May, 2017 (instead of 6th December, 2016), the due date of transfer of such shares shall be 31st May, 2017. Accordingly, the Company will credit the respective shares to the designated DEMAT Account of the Authority, as and when fresh intimation is received from MCA.

- j. Members holding shares in physical form may avail themselves of the facility of nomination in terms of Section 72 of the Companies Act, 2013 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 Registered office or at Company's Corporate Office at C-1, Wadia International Center (Bombay Dyeing), Pandurang Budhkar Marg, Worli, Mumbai - 400025 or from its R&TA at their aforesaid address.
- k. As part of the Company's Green Initiative, the Company sends 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 for receiving 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 einward@karvy.com and register their request.

- l. 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.
- m. Members/proxies/Authorised Representatives should bring the attendance slip duly filled in for attending the Meeting.
- n. Members are requested to bring their copy of the Annual Report to the meeting.

The instructions for shareholders voting electronically are as under:**1. Voting through electronic means**

- I. In compliance with provisions of Section 108 of the Act, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members, the facility to exercise their right to vote on resolutions proposed to be considered at the 137th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Karvy Computershare Private Limited (Karvy).
- II. The facility for voting through electronic voting system or by ballot paper shall also be made available at the AGM and the members attending the meeting shall be able to exercise their right to vote at the meeting through electronic voting system/ ballot paper in case they have not cast their vote by remote e-voting.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM **but shall not be entitled to cast their vote again.**
- IV. **The remote e-voting period commences on Monday, 7th August, 2017 at 9:00 am and ends on Wednesday, 9th August, 2017 at 5:00 pm. During this period, the members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of 3rd August, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Karvy for voting thereafter.**
- V. Once the vote on a resolution is cast by the member, such member shall not be allowed to change it subsequently.
- VI. A person who is not a member as on cut-off date should treat this Notice for information purpose only.
- VII. The process and manner for remote e-voting is as under:
 - A. Member whose email IDs are registered with the Company/ DPs will receive an email from Karvy informing them of their User-ID and Password. Once the Member receives the email, he or she will need to go through the following steps to complete the e-voting process:
 - (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>
 - (ii) Enter the login credentials (i.e. User ID and password) which will be sent separately. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.
 - (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 minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (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 address, 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 E-Voting Event Number for The Bombay Dyeing & Mfg. Co. Ltd.
 - (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 in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
 - (viii) Members holding shares under multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
 - (ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - (x) You may then cast your vote by selecting an appropriate option and click on "Submit".
 - (xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, 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).
 - (xii) 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 / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail ID: grievance_redressal_cell@bombaydyeing.com. They may also upload the same in the e-voting module in their login. The scanned

image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."

- B. In case a member receives physical copy of the Notice of AGM [for members whose email IDs are not registered or have requested the physical copy]:
- Initial password is provided in below format at the bottom of the Attendance Slip for the AGM :
- | EVSNO NO. | USER ID | PASSWORD |
|-----------|---|----------|
| b) | Please follow all steps from Sr. No. (i) to Sr. No. (xii) above to cast vote. | |
- VIII. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>.
- IX. If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.
- X. 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.
- XI. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 3rd August, 2017.
- XII. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 3rd August, 2017, may obtain the User ID and password in the manner as mentioned below:
- 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.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - Member may send an e-mail request to evoting@karvy.com. If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.
 - Member may call Karvy's toll free number 1-800-3454-001.
 - 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
- XIII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, viz., 3rd August, 2017 only shall be entitled

to avail the facility of remote e-voting as well as voting at the AGM through electronic voting system/ballot paper.

- XIV. Mr. P. N. Parikh (FCS 327), and failing him, Mr. Mitesh Dhabliwala (FCS 8331) from M/s. Parikh & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- XV. Voting shall be allowed at the end of discussion on the resolutions on which voting is to be held with the assistance of Scrutiniser, by use of electronic voting system/ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XVI. The Scrutiniser shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than Forty Eight hours of the conclusion of the AGM, a consolidated Scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or to a person authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVII. The Results declared along with the report of the Scrutiniser shall be placed on the website of the Company www.bombaydyeing.com and on the website of Karvy immediately after the declaration of result by the Chairman or Managing Director or any one Director of the Company. The results shall also be immediately forwarded to the National Stock Exchange of India Limited and BSE Limited, where the equity shares of the Company are listed. The results shall also be displayed on the Notice Board at the Registered Office of the Company.
- XVIII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the AGM i.e. 10th August, 2017.
- MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM, AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.
 - All documents referred to in Notice and the Explanatory Statement shall be open for inspection at the Registered office / Corporate Office of the Company during business hours, except on Saturdays, Sundays and Public holidays upto and including the date of Annual General Meeting of the Company.
 - The Annual Report of the Company including the Notice convening the Annual General Meeting circulated to the members of the Company will be available on the Company's website at www.bombaydyeing.com.

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

SANJIVE ARORA
 COMPANY SECRETARY

Mumbai, 28th June, 2017

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item 5

The Board of Directors on the recommendation of the Audit Committee have approved the appointment of M/s. D. C. Dave & Co., Cost Accountants, Mumbai, (Firm Registration No. 000611) as Cost Auditors at a remuneration of ₹ 5,00,000/- (Rupees Five Lakh only) plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit for the financial year 2017-18. A Certificate issued by the above firm regarding their eligibility for appointment as Cost Auditors will be available for inspection at the Registered Office of the Company during business hours, except on Saturdays, Sundays and Holidays and shall also be available at the meeting.

Accordingly, consent of the shareholders is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2018.

None of the Directors and Key Managerial Personnel of the Company, their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board of Directors recommends the resolution set out at Item 5 of the Notice for approval by the shareholders.

Item 6

Pursuant to the provisions of Section 161 of the Companies Act, 2013, and the Articles of Association of the Company, the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Vinesh Kumar Jairath (DIN: 00391684), as an Additional Director of the Company with effect from 9th February, 2017.

In terms of the provisions of Section 161(1) of the Companies Act, 2013, Mr. Vinesh Kumar Jairath would hold office up to the date of this Annual General Meeting. He is also proposed to be appointed as an Independent Director for a term of 5 (Five) consecutive years from 9th February, 2017 to 8th February, 2022, pursuant to Section 149 (including other applicable provisions if any) of the Companies Act, 2013 and rules made thereunder. The Company has received a notice in writing from a member along with deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Vinesh Kumar Jairath for the office of Director of the Company.

He is not disqualified from being appointed as director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

The Company has also received declarations from Mr. Vinesh Kumar Jairath that he meets with the criteria of independence as prescribed under Section 149 of the Companies Act, 2013 and rules made

thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board is of the opinion that Mr. Vinesh Kumar Jairath fulfills the conditions specified in the said Act and the rules made thereunder and also possesses appropriate balance of skills, experience and knowledge so as to enable the Board to discharge its functions and duties effectively and he is independent of the management.

The Board considers that his experience and expertise would be of immense benefit to the Company and it is desirable to avail services of Mr. Vinesh Kumar Jairath as an Independent Director for a term of 5 (Five) consecutive years from the date of his appointment by the Board.

Brief resume of Mr. Vinesh Kumar Jairath, nature of his expertise in functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in Annexure I of the Notice.

The draft letter for the appointment of Mr. Vinesh Kumar Jairath as independent director setting out the terms and conditions is available for inspection by the members at the Registered Office of the Company on all working days of the Company during business hours.

Except Mr. Vinesh Kumar Jairath, none of the other Directors or Key Managerial Personnel of the Company or their relatives, are concerned or interested financially or otherwise in this resolution.

The Board recommends resolution set out in Item No. 6 of the notice for approval by the members.

Item 7

Pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, appointed Dr. (Mrs.) Minnie Bodhanwala (DIN: 00422067), as an Additional Director of the Company with effect from 29th March, 2017.

In terms of the provisions of Section 161 of the Companies Act, 2013, Dr. (Mrs.) Minnie Bodhanwala would hold office up to the date of this Annual General Meeting. She is also proposed to be appointed as a Non-Executive, Non-Independent Director and the period of her office shall be liable to retire by rotation. The Company has received a notice in writing from a member along with deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing the candidature of Dr. (Mrs.) Minnie Bodhanwala for the office of Director of the Company.

Dr. Bodhanwala is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Brief resume of Dr. Bodhanwala, nature of her expertise in functional areas and names of companies in which she holds directorships and

memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in Annexure I of the Notice.

Except Dr. (Mrs.) Minnie Bodhanwala, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in this resolution.

The Board recommends the Resolution set out at Item No. 7 of the Notice for approval by the Members.

Item 8

Pursuant to the provisions of Section 161 of the Companies Act, 2013, and the Articles of Association of the Company, the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Keki M. Elavia (DIN: 00003940), as an Additional Director of the Company with effect from 22nd May, 2017.

In terms of the provisions of Section 161 of the Companies Act, 2013, Mr. Keki M. Elavia would hold office up to the date of this Annual General Meeting. He is also proposed to be appointed as an Independent Director for a term of 5 (Five) consecutive years from 22nd May, 2017 upto 21st May, 2022, pursuant to Section 149 (including other applicable provisions if any) of the Companies Act, 2013 and rules made thereunder. The Company has received a notice in writing from a member along with deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Keki M. Elavia for the office of Director of the Company.

He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

The Company has also received declarations from Mr. Keki M. Elavia that he meets with the criteria of independence as prescribed under Section 149 of the Companies Act, 2013 and rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board is of the opinion that Mr. Keki M. Elavia fulfills the conditions specified in the said Act and the rules made thereunder and also possesses appropriate balance of

skills, experience and knowledge so as to enable the Board to discharge its functions and duties effectively and he is independent of the management.

The Board considers that his experience and expertise would be of immense benefit to the Company and it is desirable to avail services of Mr. Keki M. Elavia as an Independent Director for a term of 5 (Five) consecutive years from the date of his appointment by the Board.

Brief resume of Mr. Keki M. Elavia, nature of his expertise in functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in Annexure I of the Notice.

The draft letter for the appointment of Mr. Keki M. Elavia as independent director setting out the terms and conditions is available for inspection by the members at the Registered Office of the Company on all working days of the Company except Saturdays, Sundays and Public holidays during business hours.

Except Mr. Keki M. Elavia, none of the other Directors or Key Managerial Personnel of the Company or their relatives, are concerned or interested financially or otherwise in this resolution.

The Board recommends resolution set out in Item No. 8 of the notice for approval by the members.

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

SANJIVE ARORA
COMPANY SECRETARY

Mumbai, 28th June, 2017

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