



A N N U A L R E P O R T 2 0 1 7 - 1 8



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 (*up to 10.08.2017*)

Ness N. Wadia

V. K. Jairath

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

Minnie Bodhanwala

Jehangir N. Wadia, *Managing Director*

CHIEF EXECUTIVE OFFICERS

Suresh Khurana (*PSF*)

Alokendra Banerjee (*Retail*)

CHIEF FINANCIAL OFFICER

Vishnu Peruvemba

COMPANY SECRETARY

Sanjive Arora

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

AUDITORS

Messrs. Kalyaniwalla & Mistry LLP

ADVOCATES & SOLICITORS

Messrs. Crawford Bayley & Co.
Messrs. Royzz and Co.
Messrs. Negandhi Shah & Himayatullah
Messrs. Karanjawala & Co.

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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AN ISLAND THAT COMES WITH ITS OWN WORLD



With an esteemed list of international partners, we ensure unparalleled quality with unmatched expertise across construction and infrastructure, proving to set a benchmark for quality living across Mumbai.

Situated in Dadar (E), living at ICC ensures easy accessibility. As the East is set to become the new West with the proposed Navi Mumbai International Airport, ICC will become the new center of the city. With the Eastern Freeway, the upcoming MTHL, Monorail and Coastal Road all easily reachable, one can get to every corner of the city within minutes from ICC.

Bombay Realty stems from a name of trust, sophistication and a legacy of over 282 years. Iconic and innovative, we believe in being a responsible and green realtor, ensuring all our properties embody the values of our founders, the Wadia Group.

While living in Mumbai has its challenges and acquiring homes which provide a safe and well-connected abode are hard to find, providing spacious luxurious living in a secure and green environment at the center of now remains our promise.

Redefining Mumbai's Skyline with projects such as WIC, AXIS Bank HQ and more, quality and sustainability have always been our priorities.

Spread over acres of lush greenery, Island City Center has been curated by Bombay Realty, a group which Indians have come to identify as the beacon of sophistication and refined living too.



Nestled amongst 500 trees, ICC ONE and ICC TWO are pre-gold LEED-certified towers built with the highest standards of 'Green-Design'. Here is where one can find a tranquil haven or an oasis of luxury in the heart of a bustling South Mumbai.

Using cutting-edge technology, these glass facade towers are designed to be as self-sufficient and water-efficient as possible. From energy-efficient glazing systems and lighting systems to organic waste convertors, to responsible landscaping and more, these features place ICC apart and make it the ideal for a futuristic living in Mumbai.

Secured by international security standards from the entry gate point, the superstructures are under 24/7 surveillance. With just 2 or 3 apartments per lobby, we also offer the largest in carpet areas across Mumbai. These VRV air-conditioned living spaces feature the finest of international marble, wooden flooring, expansive walk-in wardrobes and modular-kitchens; giving residents an extravagant abode with panoramic views, while allowing ample sunlight and unobstructed cross-ventilation.



Artistic Impression

The grand clubhouse and welfare center at ICC are also amongst the largest in the city. With over 140,000 sq. ft. of recreational area; which will be shared by just 520 families, our aim is to provide an exceptional experience. Catering to various activities, we have over 45 indoor and outdoor privileges to choose from. One can jog across our internationally-designed track or take a relaxing dip in the pool with the family.

While our efforts, along with our partners, have always been to ensure residents enjoy the benefits of living on their private isle, we move away from the clichéd thought of just selling property in Mumbai. We instead sell time and with it, the promise of 'A BETTER LIFE.'



Artistic Impression

*Conditions Apply. Representational images are not actual project images and are strictly for representational purpose only. **No white goods and appliances included. The project "ONE ICC/TWO ICC" is registered as the Real Estate Phase Two Project under the provisions of the Real Estate (Regulation and Redevelopment) Act, 2016 and accordingly the authority has granted a Certificate of Registration bearing number P51900008726 dated 19.08.2017. "Elevation, sketch elevation, external spaces, common amenities and internal spaces are strictly for representational purposes only and are an artist impression of possible appearance and is/are not accurate and/or complete. The plans, designs, dimensions and elevations are as per current sanctioned plans and approvals, specifications, amenities and facilities will be set out in the agreements for sell and images are artistic impressions and purely for representational purposes. The Carpet area is subject to variance of +/-3%. The same may be subject to changes/revisions/alterations in terms of approvals, orders, directions and/or regulations of the concerned/relevant authorities, and/or for compliance with laws/regulations in force from time to time. The colours, shades of walls, tiles etc. are for representational purposes and will vary in planning and designing and upon actual construction. All features, landscaping, fixtures, fittings, goods, accessories and furniture reflected/displayed in this image(s) are strictly for illustrative and display purposes only and are not part of the standard final amenities and finishes. The Company reserves the right to change and modify the same, at its sole discretion without any notice or intimation. This does not constitute an offer and/or contract of any nature between the Company and the purchaser. All brand names and trademarks are the exclusive property of their respective owners. The terms and conditions of the Agreement to Sell between the Parties shall prevail and be binding Solely the amenities/ specifications, features mentioned in the agreement for sell (if any) shall be final." "Dewan Housing Finance Corporation" (DHFL) has granted Term loan to develop/construct the Project and has first charge on the Project and receivables arising therefrom. The NOC/permission of DHFL is required for sale of apartments in the Project that all the payments to be made by the apartment purchasers in the project are to be routed through a prescribed escrow mechanism. For more information refer to <https://maharera.mahaonline.gov.in/>

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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) 6662 0000; Fax: (91) (22) 6662 0069

Notice is hereby given that the 138th 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 – 400 021, on Tuesday, 7th August, 2018, at 3.45 p.m. to transact the following business namely :

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. To declare dividend on equity shares for the financial year ended 31st March, 2018.
3. To appoint a Director in place of Mr. Nusli N. Wadia (DIN: 00015731), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.
4. To appoint Statutory 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, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014, including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to appoint M/s. Bansi S. Mehta & Co., Chartered Accountants (Firm Registration No. 100991W), as the Statutory Auditors of the Company, in place of retiring Auditors, M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants (Firm Registration No. 104607W/W100166), to hold office for a term of 5 (five) years, from the conclusion of this Annual General Meeting (“AGM”) until the conclusion of the 143rd AGM to be held in the year 2023,

at a remuneration determined by the Board of Directors of the Company as per the recommendation of the Audit Committee, in addition to out of pocket expenses as may be incurred by them during the course of the audit.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) or Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, which has been inserted by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, to be effective from 1st April, 2019 and other applicable provisions, if any, of the Companies Act, 2013, including any amendment(s), statutory modification(s) or re-enactment(s) thereof, for the time being in force, approval of the members of the Company be and is hereby granted for continuation of holding office of Non- Executive Director of the Company, by Mr. Nusli N. Wadia (DIN: 00015731) who will be above the age of 75 (Seventy Five) years as on 1st April, 2019.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) or Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

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

“RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, which has been inserted by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, to be effective from 1st April, 2019 and other applicable provisions, if any, of the Companies Act, 2013, including any amendment(s), statutory modification(s) or re-enactment(s) thereof, for the time being in force, approval of the members of the Company be and is hereby granted for continuation of holding office of Non- Executive- Independent Director of the Company, by Mr. R. A. Shah (DIN- 00009851) who is above the age of 75 (Seventy Five) years as on 1st April, 2019, upto the expiry of his present term of office i.e. upto 7th August, 2019, on the existing terms and conditions as mentioned in the letter dated 9th August, 2014 and whose appointment is duly approved by the Members through an ordinary resolution passed at Annual General Meeting

held on 8th August, 2014.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) or Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

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

“RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, which has been inserted by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, to be effective from 1st April, 2019 and other applicable provisions, if any, of the Companies Act, 2013, including any amendment(s), statutory modification(s) or re-enactment(s) thereof, for the time being in force, approval of the members of the Company be and is hereby granted for continuation of holding office of Non- Executive Independent Director of the Company, by Mr. A. K. Hirjee (DIN: 00044765) who is above the age of 75 (Seventy Five) years as on 1st April, 2019, upto the expiry of his present term of office i.e. upto 7th August, 2019, on the existing terms and conditions as mentioned in the letter dated 9th August, 2014 and whose appointment is duly approved by the Members through an ordinary resolution passed at Annual General Meeting held on 8th August, 2014.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) or Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

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

“RESOLVED THAT pursuant to the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any amendment(s), statutory modification(s) or re-enactment(s) thereof, 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, 2019, be paid the remuneration of ₹ 5,00,000/- (Rupees Five Lakhs) plus applicable taxes and re-imbursement of actual travel and out-of-pocket expenses.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) or Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

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

“RESOLVED THAT further to the resolution passed at the 136th Annual General Meeting of the Company held on 10th August, 2016, for appointment and payment of remuneration to Mr. Jehangir N. Wadia (DIN: 00088831), Managing Director and pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which has been inserted by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, to be effective from 1st April, 2019 and including any statutory amendment(s), modification(s) or re-enactment(s) thereof and subject to the approval of the Central Government, if and to the extent necessary, and such other permissions, sanction(s) as may be required, the consent of the Members of the Company, be and is hereby accorded for revision in the maximum remuneration payable to Mr. Jehangir N. Wadia, Managing Director of the Company with effect from 1st April, 2018 for the remaining period of his present term of appointment i.e. upto 31st March, 2021, including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period, as set out in the Explanatory Statement under Section 102 of the Companies Act, 2013, annexed to this Notice and Supplemental Agreement to be entered into between the Company and Mr. Jehangir N. Wadia, which Supplemental Agreement is hereby specifically sanctioned with liberty and power to the Board of Directors (hereinafter referred to as “the Board”, which expression shall also include the Nomination and Remuneration Committee of the Board), in the exercise of its discretion, to fix and to revise from time to time the actual remuneration of Mr. Jehangir N. Wadia within the ceilings stipulated in the Supplemental Agreement and to alter/vary/modify/amend from time to time the terms and conditions of the said appointment and remuneration and/or Supplemental Agreement in such manner as may be agreed to between the Board and Mr. Jehangir N. Wadia, provided that such alteration/variation/modification/amendment is in conformity with the applicable provisions of the Act, as amended from time to time.

RESOLVED FURTHER THAT in the event of any statutory amendment(s), modification(s) or relaxation(s) by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorised to vary or increase the remuneration (including the minimum remuneration), that is, the salary, perquisites, allowances, etc. within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Mr. Jehangir N. Wadia be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) or Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to take all such steps as may be considered necessary, proper or expedient to give effect to this resolution."

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

SANJIVE ARORA

Mumbai, 14th May, 2018

COMPANY SECRETARY

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 a proxy on behalf of members not exceeding 50 (fifty) 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 Member. 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.

An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to the Special Business to be transacted at the meeting, is annexed hereto and forms part of the Notice.

- b. Brief resume of Directors proposed to be appointed/re-appointed/ continued as Director, nature of their expertise in functional areas, names of Companies in which they hold directorships and memberships/chairmanships of Board Committees and shareholding, as required under Regulation 36(3) of the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 ('Listing Regulations') and the Secretarial Standards on General, are hereto furnished in annexure to the Notice.
- c. The Register of Members and the Share Transfer Books of the Company will be closed from Saturday, 21st July, 2018 to Tuesday, 7th August, 2018 both days inclusive for determining names of members eligible for payment of dividend.
- d. The dividend as recommended by the Board of Directors, if approved by the members at the 138th Annual General Meeting,

shall be paid on or after Wednesday, 8th August, 2018 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 Friday, 20th July, 2018 in respect of shares held in physical form. In respect of shares held in electronic form, the dividend for the year ended 31st March, 2018 will be paid on or after Wednesday, 8th August, 2018 to the beneficial owners of shares as at the closing hours of 20th July, 2018 as per details furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) for this purpose.

- e. 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

- f. 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.
- g. 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, 2011 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
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
2016-17	10.08.2017	15.09.2017	14.09.2024

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'). 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').

The Rules, contain provisions for transfer of all those shares in respect of which dividend has not been encashed or claimed by Members for seven consecutive years or more in the account of the IEPF Authority.

In terms of the said Rules, the Company has already transferred to the IEPF Authority, those shares in respect of which dividend has not been encashed or claimed by Members for seven consecutive years or more in Financial Year 2017-18.

Accordingly, the Company would be transferring every year to the IEPF Authority those shares in respect of which dividend has not been encashed or claimed by Members for seven consecutive years. Members who have so far not encashed the Dividend for seven consecutive 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, to avoid of transfer of their shares to IEPF Authority.

- 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.ris@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.
- o. **The instructions for Members 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 and the Secretarial Standard on General Meetings ('SS2') issued by the Institute of Companies Secretaries of India, the Company is pleased to provide its members, the facility to exercise their right to vote on resolutions proposed to be considered at the 138th 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 Saturday, 4th August, 2018 at 9:00 am and ends on Monday, 6th August, 2018 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 31st July, 2018, 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 will 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 authorized 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]:
- a) Initial password is provided in below format at the bottom of the Attendance Slip for the AGM:

EVSNO NO.	USER ID	PASS WORD
 - b) Please follow all steps from Sr. No. (i) to Sr. No. (xii) above to cast vote.