



## CORPORATE INFORMATION

### DIRECTORS

**Nusli N. Wadia**, *Chairman*

**R. A. Shah**

**S. S. Kelkar** (up to 07.08.2018)

**S. Ragothaman**

**A. K. Hirjee**

**S. M. Palia** (up to 07.08.2018)

**Ness N. Wadia**

**V. K. Jairath**

**Keki M. Elavia**

**Minnie Bodhanwala**

**Sunil S. Lalbhai** (w.e.f. 05.02.2019)

**Gauri Kirloskar** (w.e.f. 05.02.2019)

**Jehangir N. Wadia**, *Managing Director*

### CHIEF EXECUTIVE OFFICERS

**Suresh Khurana** (PSF)

**Alokendra Banerjee** (Retail)

**Ramesh Ranganathan** (Bombay Realty)

### 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. Bansi S. Mehta & Co.

### ADVOCATES & SOLICITORS

Messrs. Crawford Bayley & Co.

Messrs. Royzz and Co.

Messrs. Negandhi Shah & Himayatullah

Messrs. Karanjawala & Co.

### REGISTRAR & TRANSFER AGENT

#### Corporate Office :

Karvy Fintech 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.karvyfintech.com

#### Mumbai Office:

Karvy Fintech Private Limited

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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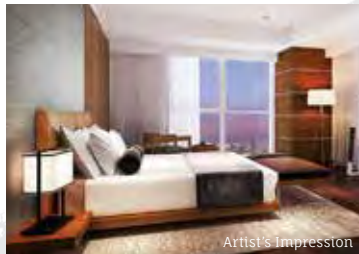


## ISLAND CITY CENTER - AN ISLAND THAT COMES WITH ITS OWN WORLD.



Artist's Impression

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 that all our developments embody the age-old values of our founders, the Wadia Group.



Artist's Impression

While living in Mumbai has its challenges and desirable homes which make for safe and well-connected abodes are hard to find, providing spacious luxurious living in an oasis that is secure and green while being at the center of now remains our promise.

While we redefine the Mumbai skyline with projects such as WIC, AXIS Bank HQ and more, quality and sustainability have always been our priorities.

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

An esteemed list of international partners allows us to implement unprecedented quality standards 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 connectivity. 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.



Artist's Impression

Nestled amongst 500 trees, ICC ONE and ICC TWO are pre-gold LEED-certified towers built with the highest possible 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 and lighting systems to organic waste converters, to highly eco-friendly landscaping and more, the 'green' features place ICC apart and make it the ideal space for a futuristic life in Mumbai.



Artist's Impression

Safety is ensured by following international security standards

from the entry gate point; the superstructures being under 24/7 surveillance. With just two or three apartments per lobby, we also offer the largest in-class carpet areas across Mumbai. These VRV air-conditioned luxe living spaces feature the finest of international marble, elegant wooden flooring, expansive walk-in wardrobes and modular-kitchens; giving residents extravagantly appointed abodes with excellent panoramic views, while allowing ample sunlight and unobstructed cross-ventilation.

The extravagant clubhouse and welfare center at ICC are also amongst the largest in the city. With more than 140,000 sq. ft. of recreational area to be shared by just 520 families, our aim is to provide an exclusive experience. Catering to multiple preferences, we have over 45 indoor and outdoor privileges to choose from.

One could favour a jog across our internationally-designed track or take a relaxing dip in the pool with the family.



Artist's Impression

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



Artist's Impression

**MahaRERA No.: P51900008726 | For more information, visit: <https://maharera.mahaonline.gov.in/>**

\*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. Please note that Island City Center is developed in a phased-wise manner and consists of/shall consist of residential towers, commercial towers, recreational facilities, proposed commercial Food & Beverages, retail spaces and a proposed International school. "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 for Sale between the Parties shall prevail and be binding. Solely the amenities/ specifications, features mentioned in the agreement for sale (if any) shall be final." "Catalyst Trusteeship Limited ("CTL") acting in its capacity of a Trustee of India RE Opportunities Trust, is the lender on record for the Term Loan, and all rights, titles, interest and benefits in the Term Loan and the security created in connection with the Term Loan is held by CTL (on behalf of the India RE Opportunities Trust). The Apartment is a part of the security created by way of mortgage, and the receivables out of the Apartments are also hypothecated in each case, in favour of CTL for the repayment of the said Term loan. Accordingly, the concerned Apartment along with its receivables, booked/allotted / sold by this deed / letter is subject to the first and exclusive charge of CTL and valid execution of this letter/deed and any agreement in relation to the Apartment is subject to obtaining the prior written permission of CTL. The final transfer of the Apartment in favour of the purchaser/allottee shall be made only on receipt of the final no-objection certificate from CTL.". The Allottee must refer the project details on RERA website "https://maharera.mahaonline.gov.in/" and/or the Agreement for Sell for actual details.



# 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 139<sup>th</sup> Annual General Meeting of the Members of The Bombay Dyeing and Manufacturing Company Limited will be held at the 4<sup>th</sup> Floor, Swatantryaveer Savarkar Rashtriya Smarak Auditorium, 252, Veer Savarkar Marg, Shivaji Park, Dadar (West), Mumbai - 400 028, on Monday, 5<sup>th</sup> August, 2019, at 3.45 p.m. to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt:
  - a. the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2019, together with the Reports of the Board of Directors and the Auditors thereon; and,
  - b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2019, together with the Report of the Auditors thereon.
2. To declare dividend on equity shares for the financial year ended March 31, 2019.
3. To appoint a Director in place of Mr. Ness N. Wadia (DIN: 00036049), a Non- Executive/Non Independent Director, who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

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

**“RESOLVED THAT** in accordance with the provisions of Sections 149, 150, 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force), Mr. Sunil S. Lalbhai (DIN: 00045590), who was appointed as an Additional Director in the category of Non-Executive Independent Director of the Company with effect from 5<sup>th</sup> February, 2019, pursuant to Section 161 of the Act and who has submitted a declaration that he meets the criteria for Independence as provided under the Act and the Listing

Regulations and in respect of whom Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of upto 5 (five) consecutive years with effect from 5<sup>th</sup> February, 2019 upto 4<sup>th</sup> February, 2024.

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

**“RESOLVED THAT** in accordance with the provisions of Sections 149, 150, 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force), Ms. Gauri Kirloskar (DIN: 03366274), who was appointed as an Additional Director in the category of Non-Executive Independent Director of the Company with effect from 5<sup>th</sup> February, 2019, pursuant to Section 161 of the Act and who has submitted a declaration that she meets the criteria for Independence as provided under the Act and the Listing Regulations and in respect of whom Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of upto 5 (five) consecutive years with effect from 5<sup>th</sup> February, 2019 upto 4<sup>th</sup> February, 2024.

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) Mr. S Ragothaman (DIN: 00042395), Aged 73 years, who was appointed as an Independent Director of the Company for a term of five years up to 7<sup>th</sup> August, 2019, by the members at the 134<sup>th</sup> Annual General Meeting of the Company held on 8<sup>th</sup> August, 2014, in terms of Section 149 of the Companies Act, 2013, who is eligible for re-appointment and has submitted a declaration that he meets the criteria for Independence as provided under the Act and the Listing Regulations, be and is hereby re-appointed as a Non-Executive Independent Director of the Company for a second term of three consecutive years commencing from 8<sup>th</sup> August, 2019 up to 7<sup>th</sup> August, 2022, not liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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. S Ragothaman (DIN: 00042395) after his attaining the age of 75 (Seventy Five) years on 10<sup>th</sup> May, 2022 till his remaining tenure as a Non-Executive Independent Director."

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 read with the Companies (Audit and Auditors) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, 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 31<sup>st</sup> March, 2020, be paid the remuneration of ₹ 5,50,000/- (Rupees Five Lakh Fifty Thousand) 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) and/ 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 a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 197, Schedule V and other applicable provisions of the Companies Act, 2013 ("Act") read with Sections 66 to 70 of the Companies (Amendment) Act, 2017 and the rules made thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) the approval of the members of the Company be and is hereby accorded for the payment of remuneration for the financial year 2016-17 to Mr. Jehangir N. Wadia (DIN: 00088831), Managing Director of the Company, as per the details mentioned in the explanatory statement annexed to this notice.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any Director, Company Secretary or any other officer(s) of the Company."

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

**SANJIVE ARORA**  
COMPANY SECRETARY

Mumbai, 27<sup>th</sup> June, 2019

#### 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 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 listed companies in which they hold directorship and membership/ chairmanship of Board Committees and shareholding, are hereto furnished in annexure to the Notice.
- d. The Register of Members and the Share Transfer Books of the Company will be closed from Saturday, 27<sup>th</sup> July, 2019 to Monday, 5<sup>th</sup> August, 2019 both days inclusive for determining names of members eligible for payment of dividend.
- e. The dividend as recommended by the Board of Directors, if approved by the members at the 139<sup>th</sup> Annual General Meeting, shall be paid on or after Tuesday, 6<sup>th</sup> August, 2019 to those members whose names appear on the Register of Members of the Company on Friday, 26<sup>th</sup> July, 2019 in respect of shares held in physical form. In respect of shares held in electronic form, the dividend for the year ended 31<sup>st</sup> March, 2019 will be paid on or after Tuesday, 6<sup>th</sup> August, 2019 to the beneficial owners of shares as at the closing hours of Friday, 26<sup>th</sup> July, 2019 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 Agent ("R&TA") in respect of their physical share folios, if any, quoting their folio numbers, at their address given below:

Karvy Fintech Private Limited ("Karvy")  
(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 Agent.

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 31<sup>st</sup> March, 2012 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
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
2018-19	07.08.2018	12.09.2018	11.09.2025

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](http://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 7<sup>th</sup> 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 28<sup>th</sup> 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 shareholders for seven consecutive years or more in the account of the Investor Education and Protection Fund ("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 shareholders for seven consecutive years or more in Financial Year 2018-19.

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 shareholders 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. In accordance with the proviso to Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, transfers of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in various corporate actions.

- I. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be:

- a) change in the residential status on return to India for permanent settlement.
- b) particulars of the NRE account with a Bank in India, if not furnished earlier.

- m. As part of the Company's Green Initiative, the Company sends documents like notice convening the general meetings, Annual Report and other notices 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 email address at [einward@karvy.com](mailto:einward@karvy.com) and register their request.

- n. Members intending to require information relating to the Financial Statements, to be explained at the Meeting are requested to inform the Company at least a week in advance of their intention to do so, as to enable the Company to keep the information ready.
- o. Members/Proxies/Authorised Representatives should bring the attendance slip duly filled in for attending the Meeting.
- p. Members are requested to bring their copy of the Annual Report to the meeting.

- q. **The instructions for shareholders voting electronically are as under:**

#### 1. Voting through electronic means

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 139<sup>th</sup> Annual General Meeting ("AGM") by electronic means and the business may be transacted through remote 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 Fintech Private Limited ("Karvy").

- I. 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.

- II. 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.

- III. **The remote e-voting period commences on Friday, 2<sup>nd</sup> August, 2019 at 9:00 am and ends on Sunday, 4<sup>th</sup> August, 2019 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 Monday 29<sup>th</sup> July, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Karvy for voting thereafter.**

- IV. Once the vote on a resolution is cast by the member, such member will not be allowed to change it subsequently.

- V. A person who is not a member as on cut-off date should treat this Notice for information purpose only.

- VI. The process and manner for remote e-voting is as under:

- A. Member whose email IDs are registered with the Company or its R&TA/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 and 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](mailto: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.	USER ID	PASS WORD
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- b) Please follow all steps from Sr. No. (i) to Sr. No. (xii) of point A above to cast vote.

- VII. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>
- VIII. 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.
- IX. 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.
- X. 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 Monday, 29<sup>th</sup> July, 2019.
- XI. 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. Monday, 29<sup>th</sup> July, 2019, may obtain the User ID and password in the manner as mentioned below:
  - a) 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.
  - b) Member may send an e-mail request to [evoting@karvy.com](mailto: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.
  - c) Member may call Karvy's toll free number 1-800-3454-001.
  - d) 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

- XII. 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., Monday, 29<sup>th</sup> July, 2019 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.
- XIII. Mr. P. N. Parikh (FCS 327, CP 1228), and failing him, Mr. Mitesh Dhabliwala (FCS 8331, CP 9511) and failing him Ms. Sarvari Shah (ACS 27572) 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.
- XIV. 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.
- XV. The Scrutiniser will 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.
- XVI. The Results declared along with the report of the Scrutiniser will be placed on the website of the Company [www.bombaydyeing.com](http://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.
- XVII. 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. 5<sup>th</sup> August, 2019.
- r. MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM, AND PROXIES THEREOF, ARE REQUESTED TO BRING A DOCUMENTARY PROOF OF THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.
- s. 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.
- t. 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](http://www.bombaydyeing.com).

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

**SANJIVE ARORA**

COMPANY SECRETARY

Mumbai, 27<sup>th</sup> June, 2019