

16th July, 2020

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
BSE Scrip Code: 500020

National Stock Exchange of India Ltd.
Exchange Plaza, 5th floor,
Plot No.C/1, 'G' Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai – 400 051
NSE Symbol: BOMDYEING

Dear Sir(s),

Sub: Voting Results of the 140th Annual General Meeting ("AGM") of the Company held on 15th July, 2020.

Ref: Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is to inform that the 140th Annual General Meeting of the Company was held on Wednesday, 15th July, 2020, at 11.00 a.m. through Video Conferencing (VC)/Other Audio Visual Means (OAVM).

Enclosed please find the Voting Results of the AGM of the Company as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with the Scrutinizer's Report thereon.

Kindly take the same on record.

Yours faithfully,
For **The Bombay Dyeing and Manufacturing Company Limited**



Sanjive Arora
Company Secretary

Encl: As above

CC: National Securities Depository Ltd.,
Trade World, 4th Floor, Kamala Mills Compound,
S. Bapat Marg, Lower Parel,
Mumbai - 400 013.

Central Depository Services (India) Ltd.,
Marathon Futurex, A Wing, 25th Floor
N. M. Joshi Marg, Lower Parel
Mumbai- 400 013

Bourse de Luxembourg,
Societe de La Bourse de Luxembourg,
Societe Anonyme, R. C. 36222,
BP 165, L- 2011,
LUXEMBOURG.

Citibank N.A.,
DR Account Management,
Citigroup Corporate & Investment Bank,
14th Floor, 388, Greenwich Street,
NEWYORK, NY (USA) 10013.

M/s KFin Technologies Pvt. Ltd.
Selenium Building, Tower B,
Plot 31-32, Gachibowli,
Financial District, Nanakramguda,
Hyderabad - 500 032

THE BOMBAY DYEING & MFG. CO. LTD	
Date of the AG/WE/GM	15-07-2020
Total number of shareholders on record date	150192
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	28
Public:	53

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31 st March, 2020, 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 31st March, 2020, together with the Report of the Auditors thereon.									
Whether promoter/ promoter group are interested in the agenda/ resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1080,68,618	1074,65,398	99.4418	1074,65,398	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1074,65,398	99.4418	1074,65,398	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	98,07,113	6,54,050	6.6691	6,54,050	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,54,050	6.6691	6,54,050	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	886,59,169	52,358	0.0591	46,595	5,763	88.9930	11.0069	0	0
	Poll		509	0.0006	509	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		52,867	0.0597	47,104	5,763	89.0991	10.9009	0	0
Total	2065,34,900	1081,72,315	52.3748	1081,66,552	5,763	99.9947	0.0053	0	0	

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To declare pro-rata dividend on preference shares for the financial year ended 31st March, 2020.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1080,68,618	1074,65,398	99.4418	1074,65,398	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1074,65,398	99.4418	1074,65,398	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	98,07,113	6,54,050	6.6691	6,54,050	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,54,050	6.6691	6,54,050	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	886,59,169	52,348	0.0590	45,981	6,367	87.8371	12.1628	0	0
	Poll		509	0.0006	509	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		52,857	0.0596	46,490	6,367	87.9543	12.0457	0	0
Total		2065,34,900	1081,72,305	52.3748	1081,65,938	6,367	99.9941	0.0059	0	0

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - To declare dividend on equity shares for the financial year ended 31st March, 2020.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1080,68,618	1074,65,398	99.4418	1074,65,398	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1074,65,398	99.4418	1074,65,398	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	98,07,113	6,54,050	6.6691	6,54,050	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,54,050	6.6691	6,54,050	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	886,59,169	52,368	0.0591	46,605	5,763	88.9951	11.0048	0	0
	Poll		509	0.0006	509	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		52,877	0.0597	47,114	5,763	89.1011	10.8989	0	0
Total	Total	2065,34,900	1081,72,325	52.3748	1081,66,562	5,763	99.9947	0.0053	0	0

Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Dr. Mrs. Minnie Bodhanwala DIN 00422067, a Non-Executive Non-Independent Director, who retires by rotation and being eligible, offers herself for re-appointment.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1080,68,618	1074,65,398	99.4418	1074,65,398	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1074,65,398	99.4418	1074,65,398	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	98,07,113	6,54,050	6.6691	0	6,54,050	0.0000	100.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,54,050	6.6691	0	6,54,050	0.0000	100.0000	0	0
Public- Non Institutions	E-Voting	886,59,169	47,358	0.0534	34,184	13,174	72.1821	27.8178	0	0
	Poll		509	0.0006	509	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		47,867	0.054	34,693	13,174	72.4779	27.5221	0	0
Total	2065,34,900	1081,67,315	52.3724	1075,00,091	6,67,224	99.3832	0.6168	0	0	

Resolution No.	5									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment and Fixation of Remuneration of Mr. Jehangir N. Wadia DIN 00088831, the Managing Director of the Company.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1080,68,618	1074,65,398	99.4418	1074,65,398	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
Total			1074,65,398	99.4418	1074,65,398	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	98,07,113	6,54,050	6.6691	0	6,54,050	0.0000	100.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
Total			6,54,050	6.6691	0	6,54,050	0.0000	100.0000	0	0
Public- Non Institutions	E-Voting	886,59,169	47,608	0.0537	30,249	17,359	63.5376	36.4623	0	0
	Poll		509	0.0006	509	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
Total			48,117	0.0543	30,758	17,359	63.9234	36.0766	0	0
Total		2065,34,900	1081,67,565	52.3725	1074,96,156	6,71,409	99.3793	0.6207	0	0

Resolution No.	6									
Resolution required: (Ordinary/ Special)	SPECIAL - Approval for continuation of Mr. Keki M. Elavia DIN 0003940 as Non-Executive Independent Director under Regulation 171A of SEBI LODR Amendment Regulations, 2018.									
Whether promoter/ promoter group are interested in the agenda/resolution?	NO									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1080,68,618	1074,65,398	99.4418	1074,65,398	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1074,65,398	99.4418	1074,65,398	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	98,07,113	6,54,050	6.6691	56,565	5,97,485	8.6484	91.3515	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,54,050	6.6691	56,565	5,97,485	8.6484	91.3516	0	0
Public- Non Institutions	E-Voting	886,59,169	47,143	0.0532	33,269	13,874	70.5703	29.4296	0	0
	Poll		509	0.0006	509	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		47,652	0.0538	33,778	13,874	70.8847	29.1153	0	0
	Total	2065,34,900	1081,67,100	52.3723	1075,55,741	6,11,359	99.4348	0.5652	0	0

Resolution No.	7									
Resolution required: (Ordinary/ Special)	ORDINARY - Approval of remuneration of Cost Auditors for the year ending 31st March, 2021.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1080,68,618	1074,65,398	99.4418	1074,65,398	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1074,65,398	99.4418	1074,65,398	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	98,07,113	6,54,050	6.6691	6,54,050	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,54,050	6.6691	6,54,050	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	886,59,169	42,852	0.0483	36,034	6,818	84.0894	15.9105	0	0
	Poll		509	0.0006	509	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		43,361	0.0489	36,543	6,818	84.2762	15.7238	0	0
	Total	2065,34,900	1081,62,809	52.3702	1081,55,991	6,818	99.9937	0.0063	0	0

Resolution No.	8									
Resolution required: (Ordinary/ Special)	SPECIAL - Approval for borrowings under section 1801c of the Companies Act, 2013 upto Rs. 5500 crores.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1080,68,618	1074,65,398	99.4418	1074,65,398	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1074,65,398	99.4418	1074,65,398	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	98,07,113	6,54,050	6.6691	1,674	6,52,376	0.2559	99.7440	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,54,050	6.6691	1,674	6,52,376	0.2559	99.7441	0	0
Public- Non Institutions	E-Voting	886,59,169	47,103	0.0531	32,394	14,709	68.7726	31.2273	0	0
	Poll		509	0.0006	509	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		47,612	0.0537	32,903	14,709	69.1065	30.8935	0	0
Total	Total	2065,34,900	1081,67,060	52.3723	1074,99,975	6,67,085	99.3833	0.6167	0	0

Resolution No.	9									
Resolution required: (Ordinary/ Special)	SPECIAL - Approval under section 1801a of the Companies Act, 2013 for creating charges, mortgages and hypothecations in connection with the borrowings upto Rs. 5500 crores.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1080,68,618	1074,65,398	99.4418	1074,65,398	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1074,65,398	99.4418	1074,65,398	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	98,07,113	6,54,050	6.6691	1,674	6,52,376	0.2559	99.7440	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,54,050	6.6691	1,674	6,52,376	0.2559	99.7441	0	0
Public- Non Institutions	E-Voting	886,59,169	47,103	0.0531	32,394	14,709	68.7726	31.2273	0	0
	Poll		509	0.0006	509	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		47,612	0.0537	32,903	14,709	69.1065	30.8935	0	0
	Total	2065,34,900	1081,67,060	52.3723	1074,99,975	6,67,085	99.3833	0.6167	0	0

To,
The Chairman
The Bombay Dyeing and Manufacturing Company Limited
Neville House, J. N. Heredia Marg,
Ballard Estate, Mumbai – 400001.

Dear Sir,

Sub: Consolidated Scrutinizer’s Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and e-voting for the 140th Annual General Meeting of The Bombay Dyeing and Manufacturing Company Limited held on Wednesday, July 15, 2020 at 11.00 a.m. through video conferencing (‘VC’) / other audio visual means (‘OAVM’).

I, Mitesh Dhaliwala, of Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of The Bombay Dyeing and Manufacturing Company Limited pursuant to Section 108 of the Companies Act, 2013 (“the Act”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 140th Annual General Meeting (“AGM”) of The Bombay Dyeing and Manufacturing Company Limited on Wednesday, July 15, 2020 at 11.00 a.m. through VC / OAVM.

I was also appointed as Scrutinizer to scrutinize the e-voting process at the said AGM.

The notice dated June 09, 2020, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) and SEBI Circular dated May 12, 2020.

The Company had availed the e-voting facility offered by National Securities Depository Limited (“NSDL”) for conducting remote e-voting by the Shareholders of the Company and e-voting at the said AGM.

The voting period for remote e-voting commenced on Sunday, July 12, 2020 (9:00 a.m. IST) and ended on Tuesday, July 14, 2020 (5:00 p.m. IST) and the NSDL e-voting platform was disabled thereafter.

The Company had also provided e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The shareholders of the Company holding shares as on the “cut-off” date of Thursday, July 09, 2020 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of e-voting at the AGM, the report on voting done at the meeting and the votes cast under remote e-voting facility were unblocked and were counted.

I have scrutinized and reviewed the remote e-voting and e-voting at the meeting and votes cast therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and e-voting at the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and e-voting at the AGM is restricted to making a Scrutinizer’s Report of the votes cast in favour or against the resolutions.

I now submit my consolidated report as under on the result of the remote e-voting and e-voting at the AGM in respect of the said resolutions.

Resolution 1: Ordinary Resolution

To receive, consider and adopt:

a. the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon; and,

b. the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2020, together with the Report of the Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
232	10,81,66,552	100.00 (Rounded Off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
10	5,763	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 2: Ordinary Resolution

To declare pro-rata dividend on Preference Shares for the financial year ended 31st March, 2020.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
227	10,81,65,938	100.00 (Rounded Off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
15	6,367	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 3: Ordinary Resolution

To declare dividend on Equity Shares for the financial year ended 31st March, 2020.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
233	10,81,66,562	100.00 (Rounded Off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
10	5,763	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 4: Ordinary Resolution

To appoint a Director in place of Dr. (Mrs.) Minnie Bodhanwala (DIN: 00422067) who retires by rotation and, being eligible, offers herself for re-appointment.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
216	10,75,00,091	99.38

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
24	6,67,224	0.62

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 5: Special Resolution

Re-appointment of Mr. Jehangir N. Wadia (DIN: 00088831), as Managing Director of the Company for a period of 5 years with effect from 1st April, 2021 to 31st March, 2026 and payment of remuneration to him.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
213	10,74,96,156	99.38

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
27	6,71,409	0.62

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 6: Special Resolution

Approval for continuation of holding office of Non-Executive Independent Director of the Company, by Mr. Keki Manchershya Elavia (DIN:0003940) pursuant to Regulation 17(1A) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
217	10,75,55,741	99.43

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
21	6,11,359	0.57

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 7: Ordinary Resolution**Ratification of Remuneration of Cost Auditors.**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
223	10,81,55,991	100.00 (Rounded Off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
14	6,818	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 8: Special Resolution**Increase in Borrowing Limits of the Company upto Rs.5,500 Crores.**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
208	10,74,99,975	99.38

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
30	6,67,085	0.62

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 9: Special Resolution**Creation of mortgage/ charge on the assets of the Company.**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
208	10,74,99,975	99.38

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
30	6,67,085	0.62

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Thanking you,
Yours faithfully,

Mitesh
Dhabliwala

Digitally signed by Mitesh Dhabliwala
DN: c=IN, o=Parikh, postalCode=400056, st=Maharashtra,
2.5.4.20-99df8116c49c3a26485881e10a324b0cd8397ae0020
5a270326966486399,
serialNumber=276a7a95c8d427001e0c53a8bd03272635de80
558514802793507751a, cn=Mitesh Dhabliwala
Date: 2020.07.15 18:25:27 +05'30'

Mitesh Dhabliwala

Parikh & Associates

Practising Company Secretaries

FCS: 8331 CP No.: 9511

111,11th Floor, SaiDwar CHS Ltd

Sab TV Lane, Opp. Laxmi Indl. Estate,

Off Link Road, Above Shabari Restaurant,

Andheri West, Mumbai - 400053

Place: Mumbai

Dated: July 15, 2020