

10<sup>th</sup> September, 2021

BSE Ltd.,
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 141<sup>st</sup> Annual General Meeting ("AGM") of the Company held on 9<sup>th</sup> September, 2021.

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

This is to inform that the 141<sup>st</sup> Annual General Meeting of the Company was held on Thursday, 9<sup>th</sup> September, 2021, at 03.00 p.m. through Video Conferencing (VC)/Other Audio Visual Means (OAVM).

Please find enclosed 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** 

















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 Luxembourge, 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



BRITANNIA











	THE BOMBAY DYEING & MFG. CO. LTD
Date of the AGM/EGM	09-09-2021
Total number of shareholders on record date	169424
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	NA
Public:	NA NA
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	17
Public:	79

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 31st March, 2021, together with the Reports of the Board of Directors and the Auditors thereon b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2021, together with the Report of the Auditors thereon								
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
	E-Voting		107,465,398	99.4418	107,465,398	0	100.0000	0.0000	0	0
Promoter and	Poll	100 000 010	0	0.0000	0	0	0.0000	0.0000	0	0
Promoter Group	Postal Ballot (if applicable)	108,068,618	0	0.0000	0	0	0.0000	0.0000	0	0
	Total		107,465,398	99.4418	107,465,398	0	100.0000	0.0000	0	0
	E-Voting		47,217	0.6074	47,217	0	100.0000	0.0000	0	0
Public- Institutions	Poll	7,773,918	0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	Postal Ballot (if applicable)	7,773,310	0	0.0000	0	0	0.0000	0.0000	0	0
	Total		47,217	0.6074	47,217	0	100.0000	0.0000	0	0
	E-Voting		3,753,812	4.1391	3,745,797	8,015	99.7864	0.2135	0	0
Public- Non	Poll	90 692 264	7,282	0.0080	7,282	0	100.0000	0.0000	0	0
Institutions	Postal Ballot (if applicable)	90,692,364	0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,761,094	4.1471	3,753,079	8,015	99.7869	0.2131	0	0
	Total	206,534,900	111,273,709	53.8765	111,265,694	8,015	99.9928	0.0072	0	0

















Resolution No.	2	2								
Resolution required: (Ordinary/ Special)		ORDINARY - 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.								
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
	E-Voting		107,465,398	99.4418	107,465,398	0	100.0000	0.0000	0	0
Promoter and	Poll	108,068,618	0	0.0000	0	0	0.0000	0.0000	0	0
Promoter Group	Postal Ballot (if applicable)	100,000,010	0	0.0000	0	0	0.0000	0.0000	0	0
	Total		107,465,398	99.4418	107,465,398	0	100.0000	0.0000	0	0
	E-Voting		47,217	0.6074	45,443	1,774	96.2428	3.7571	0	0
Public- Institutions	Poll	7,773,918	0	0.0000	0	0	0.0000	0.0000	0	0
rubic- institutions	Postal Ballot (if applicable)	7,773,316	0	0.0000	0	0	0.0000	0.0000	0	0
	Total		47,217	0.6074	45,443	1,774	96.2429	3.7571	0	0
	E-Voting		3,753,385	4.1386	3,744,693	8,692	99.7684	0.2315	0	0
Public- Non	Poll	00 602 264	7,282	0.0080	7,282	0	100.0000	0.0000	0	0
Institutions	Postal Ballot (if applicable)	90,692,364	0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,760,667	4.1466	3,751,975	8,692	99.7689	0.2311	0	0
	Total	206,534,900	111,273,282	53.8763	111,262,816	10,466	99.9906	0.0094	0	0

















Resolution No.	3	3								
Resolution required: (Ordinary/ Special)	ORDINARY - Approval of remuneration of Cost Auditors for the year ending 31st March, 2022.									
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
	E-Voting		107,465,398	99.4418	107,465,398	0	100.0000	0.0000	0	0
Promoter and	Poll	400 050 540	0	0.0000	0	0	0.0000	0.0000	0	0
Promoter Group	Postal Ballot (if applicable)	108,068,618	0	0.0000	0	0	0.0000	0.0000	0	0
	Total		107,465,398	99.4418	107,465,398	0	100.0000	0.0000	0	0
	E-Voting		47,217	0.6074	47,217	0	100.0000	0.0000	0	0
Public- Institutions	Poll	7,773,918	0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	Postal Ballot (if applicable)	7,773,918	0	0.0000	0	0	0.0000	0.0000	0	0
	Total		47,217	0.6074	47,217	0	100.0000	0.0000	0	0
	E-Voting		3,753,662	4.1389	3,744,997	8,665	99.7691	0.2308	0	0
Public- Non	Poll	00 602 264	7,282	0.0080	7,282	0	100.0000	0.0000	0	0
Institutions	Postal Ballot (if applicable)	90,692,364	0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,760,944	4.1469	3,752,279	8,665	99.7696	0.2304	0	0
	Total	206,534,900	111,273,559	53.8764	111,264,894	8,665	99.9922	0.0078	0	0

















Resolution No.	4	4								
Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Mr. Suresh Khurana as a Manager as per section 2(51), 2(53), 196 and 203 of the Companies Act, 2013 with effect from 9th August, 2021.									
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
	E-Voting		107,465,398	99.4418	107,465,398	0	100.0000	0.0000	0	0
Promoter and	Poll	100 000 010	0	0.0000	0	0	0.0000	0.0000	0	0
Promoter Group	Postal Ballot (if applicable)	108,068,618	0	0.0000	0	0	0.0000	0.0000	0	0
	Total		107,465,398	99.4418	107,465,398	0	100.0000	0.0000	0	0
	E-Voting		47,217	0.6074	0	47,217	0.0000	100.0000	0	0
Public- Institutions	Poll	7,773,918	0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	Postal Ballot (if applicable)	7,773,918	0	0.0000	0	0	0.0000	0.0000	0	0
	Total		47,217	0.6074	0	47,217	0.0000	100.0000	0	0
	E-Voting		3,753,290	4.1385	3,740,739	12,551	99.6656	0.3343	0	0
Public- Non	Poll	00 602 264	7,282	0.0080	7,282	0	100.0000	0.0000	0	0
Institutions	Postal Ballot (if applicable)	90,692,364	0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,760,572	4.1465	3,748,021	12,551	99.6662	0.3338	0	0
	Total	206,534,900	111,273,187	53.8762	111,213,419	59,768	99.9463	0.0537	0	0

















Resolution No.	5	5								
Resolution required: (Ordinary/ Special)		ORDINARY - Appointment of Mr. Rajesh Batra (DIN 00020764) as an Additional Director in the category of Non-Executive Independent Director with effect from 9th August, 2021.								
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
	E-Voting		107,465,398	99.4418	107,465,398	0	100.0000	0.0000	0	0
Promoter and	Poll	108,068,618	0	0.0000	0	0	0.0000	0.0000	0	0
Promoter Group	Postal Ballot (if applicable)	100,000,010	0	0.0000	0	0	0.0000	0.0000	0	0
	Total		107,465,398	99.4418	107,465,398	0	100.0000	0.0000	0	0
	E-Voting		47,217	0.6074	47,217	0	100.0000	0.0000	0	0
Public- Institutions	Poll	7,773,918	0	0.0000	0	0	0.0000	0.0000	0	0
Public Ilistitutions	Postal Ballot (if applicable)	7,773,510	0	0.0000	0	0	0.0000	0.0000	0	0
	Total		47,217	0.6074	47,217	0	100.0000	0.0000	0	0
	E-Voting		3,753,132	4.1383	3,741,766	11,366	99.6971	0.3028	0	0
Public- Non	Poll	90,692,364	7,282	0.0080	7,282	0	100.0000	0.0000	0	0
Institutions	Postal Ballot (if applicable)	30,032,304	0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,760,414	4.1463	3,749,048	11,366	99.6977	0.3023	0	0
	Total	206,534,900	111,273,029	53.8761	111,261,663	11,366	99.9898	0.0102	0	0

















Resolution No.	6									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Vinesh Kumar Jairath (DIN 00391684) as an Independent Director of the Company for a second term of five consecutive years commencing from 9th February, 2022 upto 8th February, 2027.									
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
	E-Voting		107,465,398	99.4418	107,465,398	0	100.0000	0.0000	0	0
Promoter and	Poll	108,068,618	0	0.0000	0	0	0.0000	0.0000	0	0
Promoter Group	Postal Ballot (if applicable)	100,000,010	0	0.0000	0	0	0.0000	0.0000	0	0
	Total		107,465,398	99.4418	107,465,398	0	100.0000	0.0000	0	0
	E-Voting		47,217	0.6074	47,217	0	100.0000	0.0000	0	0
Dublic treatment	Poll	7 772 040	0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	Postal Ballot (if applicable)	7,773,918	0	0.0000	0	0	0.0000	0.0000	0	0
	Total		47,217	0.6074	47,217	0	100.0000	0.0000	0	0
	E-Voting		3,753,197	4.1384	3,741,401	11,796	99.6857	0.3142	0	0
Public- Non	Poll	00.002.25	7,282	0.0080	7,282	0	100.0000	0.0000	0	0
Institutions		90,692,364	0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,760,479	4.1464	3,748,683	11,796	99.6863	0.3137	0	0
	Total	206,534,900	111,273,094	53.8762	111,261,298	11,796	99.9894	0.0106	0	0















# PARIKH & ASSOCIATES COMPANY SECRETARIES

#### Office

111, 11th Floor, Sai-Dwar CHS Ltd Sab TV Lane, Opp. Laxmi Industrial Estate, Off Link Road, Above Shabari Restaurant, Andheri (W), Mumbai : 400053 Tel No 26301232 / 26301233 / 26301240

Email: <u>cs@parikhassociates.com</u> parikh.associates@rediffmail.com

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 for the 141<sup>st</sup> Annual General Meeting of The Bombay Dyeing and Manufacturing Company Limited held on Thursday, September 09, 2021 at 3.00 p.m.(IST) through video conferencing ('VC') / other audio visual means ('OAVM').

I, Mitesh Dhabliwala, 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 141st Annual General Meeting ("AGM") of The Bombay Dyeing and Manufacturing Company Limited on Thursday, September 09, 2021 at 3.00 p.m.(IST) through VC / OAVM.

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

The notice dated August 09, 2021, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions proposed to be 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 05, 2020 read with circular dated April 08, 2020 and April 13, 2020 and January 13, 2021 (collectively referred to as "MCA Circulars") and SEBI Circulars dated May 12, 2020 and January 15, 2021.

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 Monday, September 06, 2021 at 9.00 a.m. and ended on Wednesday, September 08, 2021 at 5.00 p.m. 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, September 02, 2021 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 Statements of the Company for the Financial Year ended 31st March, 2021, 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, 2021, 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
576	11,12,65,694	99.99

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
25	8,015	0.01

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

### **Resolution 2: Ordinary Resolution**

Appointment of 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.

### (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
557	11,12,62,816	99.99

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
41	10,466	0.01

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

## **Resolution 3: Ordinary Resolution**

## To ratify the remuneration of Cost Auditors 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
569	11,12,64,894	99.99

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
31	8,665	0.01

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

## **Resolution 4: Special Resolution**

## Appointment of Mr. Suresh Khurana as the Manager of the Company for a period of 2 years with effect from 9th August, 2021 to 8th August, 2023.

## (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
553	11,12,13,419	99.95

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
44	59,768	0.05

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

## **Resolution 5: Ordinary Resolution**

## Appointment of Mr. Rajesh Batra (DIN: 00020764) as Director of the Company.

## (i) Voted $\mbox{\bf in favour}$ of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
557	11,12,61,663	99.99

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
39	11,366	0.01

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

### **Resolution 6: Special Resolution**

## Re-appointment of Mr. Vinesh Kumar Jairath (DIN: 00391684) as a Non-Executive Independent Director 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
547	11,12,61,298	99.99

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
50	11,796	0.01

### (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
Disc - INL, on-Passani, postal&Code-100056, st-Maharashtra,
2.5.4.20-93dfelf 156-690;a0.4468ddfs10:03.240ccdddis307.a00205a;7c112ddb568b797
pseudorym=2.297.46452234650075247502170650726;6004C,
sirialNamber=276.A7AE955.608FA700180CF5338EDC03272653DE80558851E40027F57
SSTFSFE, CHMITEST DHABLIWALA

Mitesh Dhabliwala

Parikh & Associates
Practising Company Secretaries

FCS: 8331 CP No.: 9511 111,11th Floor, Sai Dwar CHS Ltd Sab TV Lane, Opp. Laxmi Indl. Estate, Off Link Road, Above Shabari Restaurant, Andheri West, Mumbai – 400053

Place: Mumbai

Dated: September 09, 2021