

**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 : 400 053  
Tel. : 26301232 / 26301233 / 26301240  
Email : cs@parikhassociates.com  
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 and voting at the Annual General Meeting of The Bombay Dyeing And Manufacturing Company Limited held on Thursday, August 06, 2015 at 03.45 p.m.**

I, P. N. Parikh of M/s. 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 by Companies (Management and Administration) Amendment Rules, 2015, to conduct the remote e-voting process in respect of the below mentioned resolutions passed at the Annual General Meeting of The Bombay Dyeing and Manufacturing Company Limited held on Thursday, August 06, 2015 at 3.45 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said Annual General Meeting held on August 06, 2015.

The Notice dated July 03, 2015 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.

The Company had availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company.



The Company had also provided voting facility to the shareholders present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility.

The shareholders of the company holding shares as on the "cut-off" date of July 31, 2015 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

The voting period for remote e-voting commenced on Monday, August 03, 2015 at 09:00 a.m. (IST) and ended on Wednesday, August 05, 2015 at 05:00 p.m. (IST) and the CDSL e-voting platform was blocked thereafter.

After the closure of the voting at the Annual General Meeting, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system.

I now submit my consolidated Report as under on the result of the remote e-voting and voting at the meeting in respect of the said Resolutions.



**Resolution 1: Ordinary Resolution****Adoption of:**

- a. the Audited Financial Statements of the Company for the financial year ended March 31, 2015, 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 March 31, 2015, together with the Reports of Auditors thereon.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
200	12,77,64,397	100.00(Rounded off)

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
8	1,381	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
2	203



**Resolution 2: Ordinary Resolution**

To declare dividend on Equity Shares for the financial year ended 31<sup>st</sup> March, 2015.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
201	12,77,64,432	100.00(Rounded off)

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
7	1,346	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
2	203





**Resolution 3: Ordinary Resolution**

To appoint a Director in place of Mr. Ness N Wadia (DIN 00036049), who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
196	12,70,34,157	99.43

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
12	7,31,621	0.57

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
2	203



**Resolution 4: Ordinary Resolution**

To appoint M/s. Kalyaniwalla & Mistry, Chartered Accountants, (ICAI Registration No. 104607W), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting up to the conclusion of the next Annual General Meeting and to authorise the Board to fix their remuneration.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
200	12,77,64,397	100.00(Rounded off)

100.00(Rounded off)

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
8	1,381	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
2	203



**Resolution 5: Ordinary Resolution**

Remuneration payable to M/s. N I Mehta & Co., Cost Auditors (ICWA Registration No. 000023) of the Company.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
200	12,77,64,397	100.00(Rounded off)

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
8	1,381	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
2	203



**Resolution 6 : Ordinary Resolution**

**Appointment of Dr. (Mrs) Sheela Bhide (DIN: 01843547) as Independent Director for five consecutive years with effect from 6<sup>th</sup> August, 2015 upto 5<sup>th</sup> August 2020.**

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
197	12,77,49,272	99.99

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
11	16,506	0.01

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
2	203





**Resolution 7: Special Resolution**

Fixation of Remuneration to Mr. Jehangir N Wadia (DIN: 00088831) with the effect from 01.01.2014 for the remaining period of his tenure i.e upto 31.03.2016.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
164	11,30,17,050	88.46

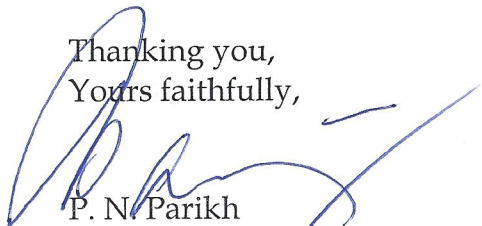
(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
44	1,47,48,728	11.54

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
2	203

Thanking you,  
Yours faithfully,



P. N. Parikh

**Parikh & Associates**

**Practising Company Secretaries**

FCS: 327 CP No.: 1228

111,11<sup>th</sup> 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: August 06, 2015