



BOMBAY DYEING

August 28, 2015

The Secretary,
Bombay Stock Exchange Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI - 400 001

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

Dear Sir,

Re: The Bombay Dyeing & Manufacturing Co. Ltd. to accept Fixed Deposit from its members and public.

With respect to the resolution passed by the Members of the Company in its Annual General Meeting held on August 8, 2014, and the subsequently passing of Board Resolution on February 4, 2015; the Company proposes to accept fixed deposits from its Members and General public from September 1, 2015, upto the conclusion of next Annual General Meeting within the limits prescribed under the provisions of the Companies Act, 2013 and rules framed thereunder. The Company has also obtained credit rating of 'BWR FBBB+' (Pronounced BWR F Triple B Plus) which indicates 'Stable' rating from Brickwork Credit Rating Agencies for the same. The newspaper advertisement inviting deposits will be published on Sunday, August 30, 2015 and the newspaper clipping will be sent to Stock Exchanges thereafter.

A copy of the Fixed Deposit Form is attached herewith for your records.

Yours faithfully,
For **THE BOMBAY DYEING & MFG. CO. LTD.**

K. SUBHARAMAN
Company Secretary

Encl: Copy of Fixed Deposit Form



Bombay Dyeing





BOMBAY DYEING

.. 2 ..

c.c. National Securities Depository Ltd.,
Trade World, 4th floor, Kamala Mills Compound,
S. Bapat Marg, Lower Parel,
MUMBAI-400013.

Central Depository Services (India) Ltd.,
Phiroze Jeejeebhoy Towers, 16th Floor,
Dalal Street,
Mumbai – 400023

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,
New York, NY (USA) 10013.

Sharepro Services (India) Pvt. Ltd.
Satam Estate, 3rd Floor
Above Bank of Baroda
Cardinal Gracious Road
Chakala, Andheri East
MUMBAI – 400 099



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-400 025.

Email: grievance_redressal_cell@bombaydyeing.com

Website: www.bombaydyeing.com

Phone: (91) (22) 66620000; **Fax:** (91) (22) 66193262

INVITES FIXED DEPOSITS

Period : 36 months

**Rate of Interest
10% p.a. payable quarterly**

0.50% p.a. additional interest for senior citizens / shareholders / employees

HIGHLIGHTS

•	The minimum amount of Fixed Deposit accepted by the Company is ₹ 20,000/- and additional amounts of deposits will be accepted in multiples of ₹ 5,000/-.
•	Interest Warrants shall be payable at par at all branches of the Company's bankers in India, or through N.E.C.S (National Electronic Clearing Service).
•	Income Tax will not be deducted up to an interest amount of ₹ 5,000/- in a financial year, subject to the applicable Tax laws.
•	Nomination facility is available.
•	The deposits accepted by the Company are unsecured and rank pari passu with other unsecured liabilities of the Company.
•	The Company has a proven track record of not having defaulted in payment of interest or repayment of deposits.
•	The fixed deposits will be accepted subject to the terms and conditions of the Fixed Deposit Scheme of the Company, as given in the Application form.

HOW TO APPLY

•	Please fill in the Application Form completely and appropriately and ensure that all the details are filled up neatly and sign on every correction, if any.
•	Application form along with A/c Payee cheque/draft favouring "BDMC -A/C FD" payable at Mumbai, should be submitted at the office of the Registrars to the Fixed Deposit Scheme at the address mentioned below.

All communications with regard to Fixed Deposit should be addressed to the Registrars to the Fixed Deposit Scheme, at the address mentioned below:

REGISTRARS TO THE FIXED DEPOSIT SCHEME

**LINK INTIME
INDIA PVT LTD**



LINK INTIME INDIA PRIVATE LIMITED

C-13, Pannalal Silk Mills Compound,

L.B.S. Marg, Bhandup (W), Mumbai - 400 078.

Tel.: +91 22 2594 6960; **Fax:** +91 22 2596 2691; **Email:** bdfd@linkintime.co.in

Application forms are also available on Company's website: www.bombaydyeing.com

THE BOMBAY DYEING AND MANUFACTURING COMPANY LIMITED

TERMS AND CONDITIONS

Applications

- Application should be made in the Company's prescribed Fixed Deposit form accompanied by "Crossed A/c Payee" cheque/bank draft in favour of "BDMC -A/C FD" and payable at Mumbai only. Third party cheques or cash will not be accepted. Application form should be submitted to the Registrars' office during business hours and at the address given in the form. Business Hours 10.00 a.m. to 12.30 p.m. and 2.00 p.m. to 4.30 p.m. Closed on Saturdays, Sundays and Bank holidays.
- Deposits will be accepted/renewed from Resident individuals and / Hindu Undivided Family (HUFs) through Karta. Deposits will be accepted in joint names not exceeding three in number. Deposits will not be accepted in the name of a minor or jointly with a minor. Deposits shall contain a declaration to the effect that the deposit is not being made out of any money borrowed from any other person.

Minimum Amount

- The minimum amount of Fixed Deposit will be ₹ 20,000/-. Additional deposits will be accepted only in multiple(s) of ₹ 5,000/-.

Period & Interest

- Rate of interest payable on Deposits is as under:

Period	Rate of Interest	
36 months	10.00% p.a.	Payable Quarterly

Shareholders, employees of the Company and senior citizens (60 years and above), applying as first holders will be entitled to additional interest of 0.50% p.a. The first named depositor falling in more than one category will be entitled to an additional interest of 0.50% p.a. on only one category. The eligibility of an applicant for higher rate of interest will be reckoned at the time of acceptance/ renewal of deposit. This rate of interest is subject to revision from time to time at the discretion of the Board of Directors of the Company. Any revision in the rate of interest effected by the Company will be made applicable only to new fixed deposits and to renewals of fixed deposits falling due on or after the date on which the new rate come into force.

- Interest will be paid on 31st March, 30th June, 30th September and 31st December, (standard interest payment dates) each year and on the date of maturity. Interest will cease from the date of maturity. The date of maturity of the deposit will be mentioned on the Fixed Deposit Receipt to enable the depositor to either receive payment of the amount due or to arrange renewal of the deposit. No interest will be accrued on the fixed deposit after maturity nor shall interest be payable on interest warrants lost in transit or misplaced. The Company will not be bound to give intimation of maturity of the deposits. Interest will be calculated from the date of realisation of the cheque/ draft.
- Interest will be paid by an account payee cheque payable at par at all the branches of the Company's Bankers in India and drawn in the name of the first named depositor or through National Electronic Clearing Service (NECS) facility as per the option exercised by the depositor on the application form at the depositor's risk. Please note that all payments for part periods shall be made on pro rata basis. If a deposit is made within a period of 30 days prior to a standard interest payment date, the interest for the part period will be paid on the next standard interest payment date. The payment of interest for the broken period from the standard interest payment date till the date of maturity will be made through cheque payable at par.
- In accordance with present provisions of the Companies Act, 2013, all unclaimed interest and/or maturity proceeds for Fixed Deposit for more than seven years, shall be transferred by the Company to the credit of Investor Education and Protection Fund established by the Government of India, and no claim from a depositor shall lie against the Fund or the Company in respect of any such unpaid/unclaimed amount.

Brokerage

- Brokerage at the rate of 2% will be paid to any person (Other than depositor/s and nominee, if any) who has solicited and procured the deposit and who has been recommended as broker by the depositor and accepted by the Company in writing. Broker is required to furnish PAN at the time of placement of deposit/s. In case any of the requirements with regard to appointment of broker is not fulfilled by the depositor/s or broker, the Company will be free to treat the application as "Direct" and no brokerage will be payable.

Joint Deposits

- Deposits will be accepted in joint names not exceeding three in number. In case of deposits in joint names, correspondence will be addressed to the person whose name appears first on the deposit receipt. All cheques/ warrants/NECS for payment of interest and principal amount will also be drawn in favour of the first named depositor, irrespective of any contrary instructions received from any of the depositors.
- In the event of death of the first-named depositor, all payments on account of principal and/or interest will be made to the person first in the order of the survivor/s on production of the death certificate without reference to the heirs and/or legal representatives of the deceased. In case where there are no joint holders or nominee as indicated below payments will be made only on production of proper legal representation such as Probate of the Will, Succession Certificate or Letter of Administration by a Court of competent jurisdiction, duly notarized.

Nomination

- The depositor can nominate only one person under this facility. If the deposit is held by more than one person, all the depositors shall together nominate a person in the said manner, the nominee's right in the deposit shall vest in the event of death of all the joint holders. The nominee must be a resident individual and not a minor.
- The depositors are advised (optional) to provide the specimen signature of the nominee to expedite the transfer / transmission of the deposit to the nominee in the event of death of the depositor(s).
- In the event of death of sole/all joint depositors, the Company will deal with the nominee without any reference to the legal heir and/or legal representatives of the deceased depositor(s).
- Nominations stand rescinded upon repayment/renewal of the deposit.

Fixed Deposit Receipt

- The date of Fixed Deposit will be the date of realisation of Cheque/Draft.
- The Fixed Deposit Receipt will be issued by the Company in respect of all deposits accepted by the Company and will be sent at the address given in the application form within two weeks of realization of the cheque/draft. In case of renewal, the fixed deposit receipt will be issued within two weeks from a) date of maturity or b) receipt of application form with original receipt, whichever is later.
- The Company will not be responsible for delays or loss in postal/courier transit of deposit receipts. In the event of loss, destruction or mutilation of Fixed Deposit Receipt, the Company may at its sole discretion issue a duplicate receipt subject to compliance of such terms and condition including furnishing of indemnity as the Company may stipulate. All expenses incurred in this connection will be borne by the depositor/s.

Tax deduction at source

- Income tax will be deducted at source from the interest payable to the depositor in accordance with the provisions of the Income Tax Act, 1961. At present, tax is deductible if the aggregate amount of

interest (i.e. the amount of total interest payable to any depositor on deposit/s where his/her name appears first) payable to a resident, during a financial year exceeds ₹ 5000/-. However, Income Tax will not be deducted or it will be deducted at lower rate as the case may be if valid declaration in Form No. 15G/ 15H, in duplicate, as prescribed under the Income Tax Act, 1961, or the prescribed certificate u/s 197(I), issued by the Assessing Officer, if applicable is furnished by the depositor to the Company. The declaration/certificate for the current financial year should be submitted along with the application and for each subsequent financial year during the month of April of that year.

- Company will issue Tax Deduction Certificate/s, in the prescribed form, specifying the amount of tax deducted on the interest paid, within the stipulated period.
- Depositors placing deposits should furnish their Permanent Account Number (PAN) allotted to them by the Income Tax department. If PAN is not provided, the application would be rejected. It is also advisable to attach a copy of PAN card to facilitate TDS credit

Renewal / Repayment of Deposits

- Renewal or repayment will be considered only on the surrender of original Fixed Deposit Receipt duly discharged on a revenue stamp of Rupee one. Renewal request should be made on a fresh application form duly filled in. Renewal of deposits should be for the full amount of the deposit and not for the lesser or higher amounts.
- Fixed deposit will be renewed from the date of maturity, and interest on such renewed fixed deposit will commence from that date. In case of fixed deposit not renewed within two months from the date of maturity, no interest for that period will be payable. Interest will cease from the date of maturity. The renewed receipt will be issued on or after the date of maturity.
- In case of alternation (addition/deletion/interchange) in the names of the depositors, at the time of renewal of the Fixed Deposits, the matured deposit receipt is required to be discharged as per repayment terms on a revenue stamp of Rupee one. However, in case of the deletion/ interchange in the name of first depositor, his/ her written consent is required.
- Fixed Deposit Receipt is not transferable by endorsement or otherwise, and should be surrendered to the Company duly discharged on maturity for repayment.
- Repayment of deposit will be made to the first named depositor by an "Account Payee Cheque" payable at par at all branches of the Company's bankers in India.
- Request for repayments accompanied by original Fixed Deposit Receipt, duly discharged (on a revenue stamp of Rupee one) must be sent to the Registrars to the Fixed Deposit Scheme at least 15 working days before the date of maturity, to enable the Company to repay the deposit on the due date. Discharge given as per repayment terms, shall be binding on all depositors.
- Where the due date of any payment falls on Saturday, Sunday, Bank holiday or any other day on which the Company's corporate office or the office of the Registrars remains closed, payment will be made on the next working day.
- Instructions for part repayment will not be accepted.
- No premature withdrawal will be allowed during first six months from date of deposit. Premature withdrawal will be permissible after six months at the sole discretion of the Company. The request letter for premature withdrawals and the fixed deposit receipt should be signed/discharged by all the depositors. All such premature withdrawals shall be subject to such terms, including reduction in rate of interest as prescribed in the Companies (Acceptance of Deposits) Rules, 2014, as applicable. Further any brokerage paid on the deposit withdrawn prematurely and pertaining to the unexpired period will be recovered from the final proceeds. The rates of interest applicable for premature withdrawals will be as follows assuming deemed rate of interest for all categories of deposits for 1 and 2 years at 8% p.a. and 9% p.a. respectively:

Period of deposit held	Effective Interest rate for premature withdrawals
Up to 6 months	NIL
More than 6 months but less than 18 months	7.00% p.a
18 months or more but less than 30 months	8.00% p.a
30 months or more but less than 36 months	9.00% p.a

General

- In case of deposits in the shareholder's category, the first named depositor must be a shareholder of the Company (either as first or sole shareholder) at the time of placement/renewal of deposit and the relative ledger folio or DP ID and Client ID should be indicated correctly on the application form. In the case of deposits from employees, the first named depositor should be an employee of the Company and the Employee Number should be mentioned on the application form. Shareholder status verification will be done as per records available with the Company's share registrars as on the date of receipt of application form for fresh / renewal of deposits by the Company or the Registrars. In the case of deposits from senior citizens, the first depositor should be an individual who has completed 60 years of age. The senior citizen should attach any one of the following as proof of age along with the application:- Self attested copy of Passport, PAN Card, Driving License, Secondary School Leaving Certificate or Birth Certificate issued by the competent authority or any other document acceptable to the Company.
- Deposits will be subject to the Companies (Acceptance of Deposits) Rules, 2014, as amended.
- The Company will not recognise any lien or assignment of the Deposit and/or interest thereon.
- The Company will not be responsible for delays or loss in postal/courier transit of cheques sent to depositors. In the event of loss of cheques, duplicates will be issued on such reasonable terms as to indemnity and otherwise as the Company may deem fit.
- In case of request for Registration of death and/or change of address, the original Fixed Deposit Receipt should be surrendered to the Registrars to the Fixed Deposit Scheme to make the necessary amendments. In case of death of one of the holders, the copy of death certificate (original for Company's verification) to be submitted. The Fixed Deposit Receipt will be returned by the Company/Registrars after registering the death/change of address. Requests for change of address should be signed by the first depositor only.
- A thumb impression and signature in a vernacular language other than in Marathi, Gujarati & Hindi scripts, should be attested by Magistrate, Notary public or Gazetted officer under his/her official seal.
- Deposits are accepted subject to Mumbai Jurisdiction.
- The Company reserves the right (a) to alter or amend without notice any or all terms and conditions stipulated above which are not prejudice or disadvantage of the deposit. (b) to vary the terms and conditions of Deposits which are not prejudice or disadvantage of the deposit. (c) to discontinue acceptance of deposits at any time at its discretion (d) to refund the existing deposits prematurely before the due date (e) to reject any application for fresh deposits or for renewal without assigning any reason. These terms and conditions form an integral part of the application form. Applications may be rejected on technical grounds. In case of rejection, the application form will be returned, along with cheque (Company's cheque for principal amount in case depositor's cheque is realised) to the first named depositor within 21 working days of date of acceptance.

THE BOMBAY DYEING AND MANUFACTURING COMPANY LIMITED - ACKNOWLEDGEMENT SLIP

₹ _____ dated _____ drawn on _____ Bank _____

_____ branch as Fixed Deposit for a period of 36 months.

(Valid subject to realization of cheque/draft)

For The Bombay Dyeing and Manufacturing Co. Ltd.



BOMBAY DYEING

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-400 025.**APPLICATION FORM FOR FIXED DEPOSIT**

(Please write in block letters and tick (√) the appropriate box.)

Date

--	--	--	--	--	--	--	--	--	--

I/We hereby apply for the placement of a Fixed Deposit with your Company as per the details given below:

Name of the Depositor(s)	First Name	Middle Name	Surname	PAN (Mandatory for all applicants)
Sole/First Mr./Mrs./Miss	<table border="1" style="width: 100%; height: 20px;"></table>	<table border="1" style="width: 100%; height: 20px;"></table>	<table border="1" style="width: 100%; height: 20px;"></table>	<table border="1" style="width: 100%; height: 20px;"></table>
Second Mr./Mrs./Miss	<table border="1" style="width: 100%; height: 20px;"></table>	<table border="1" style="width: 100%; height: 20px;"></table>	<table border="1" style="width: 100%; height: 20px;"></table>	<table border="1" style="width: 100%; height: 20px;"></table>
Third Mr./Mrs./Miss	<table border="1" style="width: 100%; height: 20px;"></table>	<table border="1" style="width: 100%; height: 20px;"></table>	<table border="1" style="width: 100%; height: 20px;"></table>	<table border="1" style="width: 100%; height: 20px;"></table>
Address of Sole/First Applicant				
<table border="1" style="width: 100%; height: 20px;"></table>				
<table border="1" style="width: 100%; height: 20px;"></table>				
Tel. <table border="1" style="width: 100%; height: 20px;"></table> Mobile <table border="1" style="width: 100%; height: 20px;"></table> E mail <table border="1" style="width: 100%; height: 20px;"></table>				

Category: ☐ Public ☐ Shareholder ☐ Senior Citizen - Attach age of proof document (Please refer condition No. 30 in Terms and Conditions)

☐ **Employee : No.**

☐ **Shareholder :** LF/DP & Client ID No.

Deposit Payable to : ☐ Sole/First Depositor ☐ Either or Survivor ☐ Anyone or Survivor

Fresh Deposit Details : Amount ₹

 (Rupees) : _____

Cheque/Demand Draft No.

 Dated

 Drawn on _____ Branch _____

Renewal of FDR No.

 Amount Rs.

 Date

Bank Details : Interest/Principal Repayment option By NECS/Cheque **Type of Bank Account** (√) any one : ☐ Savings ☐ Current

Bank A/c. No.

 Bank Name : _____ Branch : _____

9 digit MICR Code (for NECS)

Particulars of other Deposits with the Company : If Yes, FDR No.(s) : _____

Deduction of Income Tax: Please (√) any one of the following. Please refer Condition Nos. 18 to 20 in Terms & Conditions.

☐ Tax to be deducted as applicable and issue TDS certificate for each Financial Year. ☐ Tax not to be deducted. Form 15G/15H (in duplicate) is enclosed.

☐ Others, Please specify _____

Nomination (Optional): Please refer Condition Nos. 11 to 14 in Terms & Conditions.

I/We hereby nominate the following person to receive the amount payable to me/us, on my/our death. Nominee's Name and Address:

Tel.

Signature of Applicant(s) for Nomination **Nominee's Signature:** _____

Sole/First Applicant _____ Second Applicant _____ Third Applicant _____

Witness Signature _____ Name & Address _____

1. _____

2. _____

DECLARATION: • I/We hereby declare that I am/are persons resident of India. • I/We hereby declare that the amount being deposited herewith is not out of any funds, acquired by me/us by borrowing or accepting deposits from any other person(s). • I/We declare that the first named depositor mentioned in our application is the beneficial owner of the deposit and as such he/she should be treated as the payee for the purpose of deduction of the tax under Section 194A of the Income Tax Act, 1961. • I/We have read & agree to abide by the attached terms and conditions governing the Deposit. • I/We declare that what is stated in this application is true and correct.

SIGNATURE OF THE APPLICANTS

_____ SOLE/FIRST APPLICANT	_____ SECOND APPLICANT	_____ THIRD APPLICANT
-------------------------------	---------------------------	--------------------------

I hereby declare that (Name of Broker) _____ Address _____ _____ Broker's PAN <table border="1" style="width: 100%; height: 20px;"></table> who has signed below has solicited and procured the enclosed deposit from me and request you to appoint him as broker _____ Signature of Depositor _____ Signature of Broker	FOR OFFICE USE ONLY I confirm that the person named herein as a broker is authorised to solicit deposits on behalf of the Company. For The Bombay Dyeing & Mfg. Co. Ltd. _____ Authorised Signatory
--	--

FOR OFFICE USE ONLY

Received ₹ _____ Date of Encashment (Date of Deposit) _____ Cashier _____ Checked by _____

Approved by _____ FDR No. & Date _____ L.F. No. _____ Date of Realisation _____ Pay in Slip No. & Date _____

Confirmed that the depositor is a shareholder/employee of the Company & that the Folio No. / Employee No. given above is correct.

Authorised Signatory _____

FORM DPT - 1
CIRCULAR OR CIRCULAR IN THE FORM OF ADVERTISEMENT INVITING DEPOSITS

[Pursuant to section 73 (2) (a) and section 76 and rule 4(1) and 4(2) of the Companies (Acceptance of Deposits) Rule, 2014]

The circular or circular in the form of advertisement shall contain the following:

1. GENERAL INFORMATION:

Sr. No.	Particulars	Details	
a.	Name, address, website and other contact details of the company (give heading as in the Form DPT-1)	The Bombay Dyeing & Manufacturing Co. Ltd. (CIN: L17120MH1879PLC000037) Neville House, J.N. Heredia Marg, Ballard Estate, Mumbai 400 001; www.bombaydyeing.com, Tel: 022- 66620000	
b.	Date of Incorporation of the Company	August 23, 1879	
c.	Business carried on by the company and its subsidiaries with the details of the branches or units, if any	The Company is engaged in the Retail (Textiles) business and manufacturing of Polyester Staple Fibre and development of Real Estate. It is the flagship company of the Wadia Group. The Company has the following plants in Maharashtra: 1) PSF Plant at Patalganga; 2) Textile unit at Ranjangaon (Proposed to be sold) Archway Investment Company Limited is the subsidiary of the Company	
d.	Brief particulars of the management of the company	The day-to-day affairs of the Company are managed by the Managing Director under the superintendence, direction and control of the Board of Directors.	
e. Names, addresses, DIN and occupations of the directors			
Name	Office Address	DIN	Occupation
Mr. Nusli N. Wadia (Chairman)	Neville House, J. N. Heredia Marg, Ballard Estate, Mumbai – 400 001	00015731	Industrialist
Mr. R. A. Shah	Crawford Bayley & Co., State Bank Bldg., Bank Street, Mumbai – 400 001	00009851	Solicitor & Company Director
Mr. S. S. Kelkar	Neville House, J. N. Heredia Marg., Ballard Estate, Mumbai – 400 001	00015883	Company Director
Mr. S. Ragothaman	33, Golden Gate Apts, 11, Habubulla Rd, TNagar, Chennai - 600 017	00042395	Company Director
Mr. A. K. Hirjee	Neville House, J.N. Heredia Marg., Ballard Estate, Mumbai – 400 001	00044765	Company Director
Mr. S. M. Pala	16, Ruchir Bungalows, Vastrapur, Beyond Sarthi Hotel, Ahmedabad – 380 054	00031145	Company Director
Mr. Ishaat Hussain	Bombay House, Sir Homi Mody Street, Fort, Mumbai – 400 001	00027891	Company Director
Dr. (Mrs.) Sheela Bhide	D – 1/48, Vasant Vihar, New Delhi - 110 057	01843547	Company Director
Mr. Ness N. Wadia	Neville House, J. N. Heredia Marg, Ballard Estate, Mumbai – 400 001	00036049	Industrialist
Mr. Jehangir N. Wadia (Managing Director)	Neville House, J. N. Heredia Marg, Ballard Estate, Mumbai – 400 001	00088831	Industrialist
f.	Management's perceptions of risk factors	The deposits accepted by the Company are unsecured and rank pari passu with other unsecured liabilities of the Company. However, the Company has a proven track record of not having defaulted in payment of interest or repayment of deposits. The current sluggishness in the economy is impacting the business of the Company, but business conditions are expected to improve as the economy pursues its growth objectives.	
g.	Details of default, including the amount involved, duration of default and present status, in repayment of-		
i)	Statutory dues;		Nil
ii)	Debentures and interest thereon;		Nil
iii)	Loan from any bank or financial institution and interest thereon		Nil

2. PARTICULARS OF THE DEPOSIT SCHEME

a)	Date of passing of Board Resolution	04/02/2015
b)	Date of passing of resolution in the general meeting authorizing the invitation of such deposits	08/08/2014
c)	Type of deposits, i.e., whether secured or unsecured	Unsecured
d)	(i) Amount which the company can raise by way of deposits as per the Act and the rules made there under	₹ 79 crores
	(ii) the aggregate of deposits actually held on the last day of the immediately preceding financial year i.e. March 31, 2015 and on the date of issue of the circular or advertisement – as on July 31, 2015	Total deposits outstanding as on March 31, 2015 amounted to ₹ 96.95 crores and amount of deposit actually held on the date of issue of circular is ₹ 32.49 crores.
	(iii) amount of deposit proposed to be raised and amount of deposit repayable within the next twelve months	₹ 79 crores is proposed to be raised and amount of deposit repayable within next twelve months is ₹ 32.49 crores.
e)	Terms of raising of deposits: Duration, rate of interest, mode of payment and repayment.	36 months at the rate of 10% where interest will be paid through ECS or warrants and repayment will be done only through warrants.
f)	Proposed time schedule mentioning the date of opening of the scheme and the time period for which the circular or advertisement is valid	The scheme will be open from September 1, 2015 and circular/ advertisement will be valid till the date of next Annual General Meeting.
g)	Reasons or objects of raising the deposits	For working capital requirements.
h)	Credit rating obtained	Yes
	(i) Name of the Credit Rating Agencies	Brickwork Ratings.
	(ii) Rating obtained	BWR FBBB+ (Pronounced BWR F Triple B Plus).
	(iii) Meaning of the rating obtained	Stable
	(iv) Date on which rating was obtained	July 20, 2015
i)	Extent of deposit insurance; Name of the insurance Company, term of the insurance coverage, duration of coverage, extent of coverage, procedure for claim in case of default etc.	Not required as per amendment notification issued by Ministry of Corporate Affairs as on March 31, 2015
j)	Short particulars of the charge created or to be created for securing such deposits, if any;	Not Applicable
k)	Any financial or other material interest of the directors, promoters or key managerial personnel in such deposits and the effect of such interest in so far as it is different from the interests of other persons.	Not Applicable

3. DETAILS OF ANY OUTSTANDING DEPOSITS

- Amount outstanding: ₹ 32,48,50,000/-
- Date of acceptance: From August 11, 2012 to August 6, 2013
- Total amount of accepted : ₹ 129,86,15,000/-
- Rate of Interest: 11% p.a. for Senior Citizens, Employees and Shareholder and 10.5% to Other Public.
- Total number of depositors: 10,400
- Default, if any, in repayment of deposits and payment of interest thereon, if any, including number of depositors, amount and duration of default involved: No
- Any waiver by the depositors, of interest accrued on deposits: No

4. FINANCIAL POSITION OF THE COMPANY

- Profit of the Company, before and after making provision for tax, for the three financial years immediately preceding the date of issue of circular or advertisement.

Accounting year ended	Profit before tax	Profit after tax	Dividend %
March 31, 2013	97.81	75.70	
March 31, 2014	33.14	24.34	40%
March 31, 2015	34.94	24.56	40%

- A summary of the financial position of the Company as in the three audited balance sheets immediately preceding the date of issue of circular or advertisement.

Liabilities	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	Assets	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
Share Capital	41.31	41.31	41.31	Non Current Assets	2196.50	2191.89	1943.09
Reserves & Surplus	1530.97	1422.24	1645.77	Current Assets	1796.19	1571.70	1841.54
Non-current Liabilities	926.48	576.89	579.81				
Current Liabilities	1493.93	1723.15	1517.74				
Total	3992.69	3763.59	3784.63		3992.69	3763.59	3784.63

- Audited cash flow statement for the three years immediately preceding the date of issue of circular or advertisement.

Cash Flow Statement

(₹ in crores)

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014	For the year ended March 31, 2013
A. CASH FROM OPERATING ACTIVITIES			
Net Profit before tax	34.94	33.14	97.81
Adjustments for:			
Depreciation and amortization and impairment	46.82	60.02	62.03
Foreign exchange loss/(gain) (net)	2.61	(24.19)	0.12
Impairment of Assets	13.26	-	-
Profit on sale of investments	-	-	(0.04)
Provision for doubtful debts/advances	14.58	7.28	9.66
Sundry balances/excess provisions written back (net)	(3.59)	(0.86)	(1.48)
Interest income	(16.07)	(6.49)	(9.47)
Profit / Loss from sale of fixed assets (net)	(16.18)	(0.03)	(0.11)
Interest and other finance charges	227.22	191.02	174.74
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES AND OTHER ADJUSTMENTS	303.59	259.89	333.26
Changes in:			
Inventories	164.13	339.62	106.83
Trade Receivables	(78.36)	20.47	(81.23)
Other current and non- current assets	(192.17)	(625.94)	(348.32)
Trade payables, other liabilities and provisions	(165.19)	58.67	248.81
Other current and non-current liabilities	26.57	(61.99)	53.80
Provisions	(9.41)	11.28	28.73
CASH GENERATED FROM OPERATIONS	49.15	2.00	341.88
Direct taxes paid (net)	(4.17)	(15.77)	(19.35)
NET CASH FROM OPERATING ACTIVITIES (a)	44.99	(13.77)	322.53
B. CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of fixed assets	(25.72)	(39.06)	(65.96)
Proceeds from sale of fixed assets	29.371	2.79	0.64
Purchase of Investments	-	-	(64.65)
Proceeds from sale of investments	-	-	64.69
Inter-corporate deposits placed	(64.35)	(144.56)	(123.84)
Inter-corporate deposits received back	13.65	155.47	119.18
Bank deposits not considered as cash and cash equivalents			
-Placed	(36.18)	(4.35)	(34.88)
-Matured	31.77	26.75	30.02
Interest received	14.02	6.52	9.75
NET CASH (USED IN) / FROM INVESTING ACTIVITIES (b)	(37.10)	3.56	(65.05)
C. CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds from borrowings	1110.53	727.36	575.64
Repayment of borrowings	(877.98)	(618.40)	(704.16)
Proceeds from fixed deposits / inter-corporate borrowings	255.75	146.50	219.89
Repayment of matured fixed deposits / inter-corporate borrowings	(253.68)	(151.42)	(167.82)
Increase / (Decrease) in demand loan, cash credit	50.99	87.72	25.34
Interest and other finance charges paid	(236.33)	(168.56)	(156.69)
Dividend paid (including corporate dividend tax)	(19.27)	(24.12)	(24.11)
NET CASH USED IN FINANCING ACTIVITIES (c)	30.01	(0.92)	(231.91)
NET INCREASE IN CASH AND CASH EQUIVALENTS (a+b+c)	37.90	(11.13)	25.57
CASH AND CASH EQUIVALENTS AT THE COMMENCEMENT OF THE YEAR	20.12	31.25	5.68
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	58.02	20.12	31.25
Net (Decrease) / Increase	37.90	11.13	25.57
Notes:			
1. Cash and Cash Equivalents comprises of:			
Balances with banks in current accounts	3.89	17.07	22.86
Cheques on hand	4.23	2.92	8.20
Cash on hand	0.17	0.13	0.19
Bank deposit with maturity less than 3 months	49.73	-	-
Cash and cash equivalents	58.02	20.12	31.25
2. Figures in brackets are outflows/deductions.			
3. Previous year's figures have been regrouped where necessary.			

- Any change in accounting policies during the last three years and their effect on the profits and the reserves of the Company: There were no changes in the accounting policies of the Company during the last three years.

5. A DECLARATION BY THE DIRECTORS THAT:

- The Company has not defaulted in the repayment of deposits accepted either before or after the commencement of the Act or payment of interest there on.
- The board of directors have satisfied themselves fully with respect to the affairs and prospects of the Company and that they are of the opinion that having regard to the estimated future financial position of the Company, the Company will be able to meet its liabilities as and when they become due and that the Company will not become insolvent within a period of one year from the date of issue of the circular or advertisement.
- The Company has complied with the provisions of the act and the rules made there under.
- The compliance with the Act and the rules does not imply that repayment of deposits is guaranteed by the Central Government.
- The deposits accepted by the Company before the commencement of the Act would be repaid as per the maturity schedule and until they are repaid, they shall be treated as unsecured and ranking pari passu with other unsecured liabilities.
- In case of any adverse change in credit rating, depositors will be given a chance to withdraw deposits without any penalty.
- The deposits shall be used only for the purposes indicated in the circular or circular in the form of advertisement.
- The deposits accepted by the Company (other than the secured deposits, if any, aggregate amount of which to be indicated) are unsecured and rank pari passu with other unsecured liabilities of the Company.

This circular is issued on the authority and in the name of the Board of Directors of the Company, the text thereof has been approved by the Board of Directors at its meeting held on 4th February, 2015 and a copy thereof signed by a majority of the Directors of the Company, has been filed with the Registrar of Companies, Maharashtra (Mumbai).

BY ORDER OF THE BOARD,
The Bombay Dyeing and Manufacturing Company Limited

K. Subharaman
Company Secretary

Place: Mumbai
Date: July 31, 2015.