

27th March, 2017

The Secretary,
Bombay Stock Exchange Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 023
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 National Company Law Tribunal ("NCLT") convened Meeting of Equity Shareholders held on 27th March, 2017.

Ref: Regulation 44(3) and 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

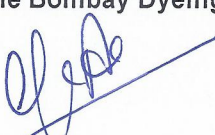
This is to inform you that NCLT Convened Meeting of Equity Shareholders of the Company was held on 27th March 2017, at 11:30 a.m. at 'Rangaswar', 4th floor, Y.B. Chavan Centre, General Jagannathrao Bhonsle Marg, Nariman Point, Mumbai – 400 021.

Enclosed please find the following disclosures in respect of the above:

1. Voting Results of the NCLT Convened Meeting of Equity Shareholders of the Company under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), along with Scrutinizer's Report. Which are attached herewith as **Annexure A** and **Annexure B** respectively.
2. Summary of Proceedings of the NCLT Convened Meeting of Equity Shareholders as required under Reg. 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Part - A of Schedule III of LODR Regulations, which is attached herewith as **Annexure C**.

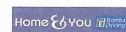
Thanking you,

Yours faithfully,
For The Bombay Dyeing & Mfg. Co. Ltd.


(Sanjive Arora)
Company Secretary



Encl: As above



THE BOMBAY DYEING & MANUFACTURING CO. LTD.

C-1, Wadia International Center, Pandurang Budhkar Marg, Worli, Mumbai - 400 025, India. **Regd. Office:** Neville House, J.N. Heredia Marg, Ballard Estate, Mumbai - 400 001, India.
Office: +91 22 666 20000. Fax: +91 22 661 92001. Website: www.bombaydyeing.com. Email: corporate@bombaydyeing.com. CIN: L17120MH1879PLC000037

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.,
Phiroze Jeejeebhoy Towers, 16th Floor,
Dalal Street,
Mumbai- 400 023.

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 Karvy Computershare Private Limited
Karvy Selenium Tower B,
Plot 31-32, Gachibowli,
Financial District, Nanakramguda,
Hyderabad – 500 032



Annexure- A

Annexure- A	BOMBAY DYEING & MFG. CO. LTD
Date of the AGM/EGM	27-03-2017
Total number of shareholders on record date	107571
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public:	116
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
	Resolution pursuant to provisions of Sections 230 to 232 of the Companies Act, 2013, read with relevant Rules and SEBI Circulars and under relevant provisions of applicable laws for approval of the Scheme of Amalgamation between Archway Investment Company Limited and The Bombay Dyeing and Manufacturing Company Limited and their respective shareholders.							
Resolution required:	No							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	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	
Promoter and Promoter Group	Mode of Voting	108122618	100.0000	108122618	0	100.0000	0.0000	
	E-Voting		0	0.0000	0	0.0000	0.0000	
	Poll	108122618						
	Postal Ballot (if applicable)		0	0.0000				
Public- Institutions	Total	108122618	100	108122618	0	100	0.0000	
	E-Voting	10568474	48.4767	10568474	0	100.0000	0.0000	
	Poll		0	0.0000	0	0.0000	0.0000	
	Postal Ballot (if applicable)	21801161						
Public- Non Institutions	Total	10568474	48.4767	10568474	0	100	0.0000	
	E-Voting	190626	0.2488	180134	10492	94.4960	5.5039	
	Poll	345342	0.4508	345172	170	99.9507	0.0492	
	Postal Ballot (if applicable)	76611121						
Public- Non Institutions	Total	573243	0.7483	562581	10662	98.1401	1.8599	
	Total	119264335	57.7454	119253673	10662	99.9911	0.0089	

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 appointed for the National Company Law Tribunal
Convened Meeting of Equity Shareholders of
The Bombay Dyeing And Manufacturing Company Limited
Neville House, J. N. Heredia Marg,
Ballard Estate, Mumbai-400001

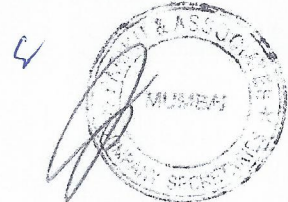
Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting/ physical postal ballot conducted pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting at the National Company Law Tribunal("NCLT") convened meeting of the equity shareholders of The Bombay Dyeing And Manufacturing Company Limited held on Monday, March 27, 2017 at "Rangaswar" Hall, 4th Floor, Y B Chavan Centre, General Jagannathrao Bhonsle Marg, Nariman Point, Mumbai - 400 021 at 11.30 a.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 and to scrutinize the physical postal ballot forms received from the shareholders in respect of the below mentioned resolution passed at the NCLT convened meeting of the equity shareholders of The Bombay Dyeing And Manufacturing Company Limited.

I was also appointed by the National Company Law Tribunal vide its order dated 16th February, 2017 as Scrutinizer to scrutinize the voting process at the said NCLT convened meeting of the equity shareholders held on March 27, 2017.

The Notice dated February 17, 2017 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent to the Shareholders in respect of the below mentioned resolution passed at the NCLT convened meeting of the equity shareholders of the Company.



The Company had availed the remote e-voting facility offered by Karvy Computershare Private Limited ("Karvy") for conducting remote e-voting by the Shareholders of the Company.

The Company had provided voting by ballot to the shareholders present at the NCLT convened meeting of the equity shareholders and who had not cast their vote earlier through remote e-voting facility or by Physical Postal Ballot form.

The shareholders of the company holding shares as on the "cut-off" date of February 17, 2017 were entitled to vote on the resolution as contained in the Notice of the NCLT convened meeting of the equity shareholders.

The voting period for remote e-voting as well as Physical Postal Ballot commenced on Saturday, February 25, 2017 at 09:00 a.m. (IST) and ended on Sunday, March 26, 2017 at 05:00 p.m. (IST) and the Karvy e-voting platform was blocked thereafter.

After the closure of the voting at the NCLT convened meeting of the equity shareholders, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized.

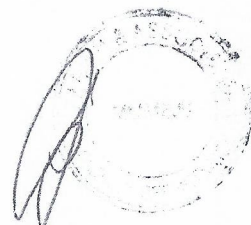
The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the company and after the conclusion of the voting at the NCLT convened meeting of the equity shareholders the votes cast there under were counted. Physical Postal ballot forms received up to Sunday, March 26, 2017 at 05:00 p.m. (IST) were also considered.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Karvy e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to physical postal ballots and remote e-voting on the resolution contained in the notice of the NCLT convened meeting.

My responsibility as scrutinizer for the physical postal ballots and remote e-voting is restricted to making a Scrutinizers Report of the votes cast in favour or against the resolution.

I now submit my consolidated Report as under on the result of the remote e-voting/Physical Postal Ballot forms and voting at the NCLT convened meeting by ballot in respect of the said Resolution.

A handwritten signature in dark ink is written over a circular official stamp. The stamp contains some text, but it is mostly illegible due to the signature and the quality of the scan.

Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 and / or the Companies Act, 1956 and subject to approval of the National Company Law Tribunal ("NCLT") and subject to other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications, as may be prescribed or imposed by the NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the board of directors("Board", which term shall be deemed to mean and include one or more Committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this resolution), the proposed Scheme of Amalgamation between Archway Investment Company Limited and The Bombay Dyeing and Manufacturing Company Limited and their respective shareholders ("Scheme") placed before this meeting and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved.

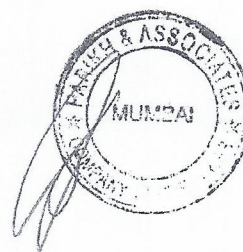
RESOLVED FURTHER THAT the Board (which term shall be deemed to mean and include one or more Committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this resolution) be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the amalgamation embodied in the Scheme and to accept such modifications, amendments, limitations and / or conditions, if any, which may be required and/or imposed by NCLT, while sanctioning the Scheme, or by any other authorities under applicable law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

(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
220	11,92,53,673	99.99

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

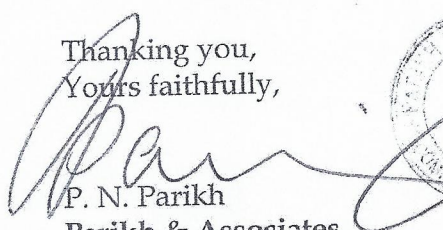
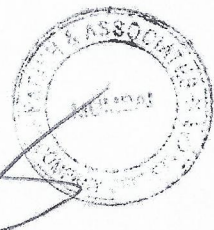
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
12	10,662	0.01



(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
13	5,080

Thanking you,
Yours faithfully,

P. N. Parikh

Parikh & Associates

Practising Company Secretaries

FCS: 327 CP No.: 1228

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: 27th March, 2017

Annexure C:

Proceeding of the National Company Law Tribunal Convened Meeting of the Equity Shareholders of the Company held on 27th March 2017, at 11:30 a.m. at 'Rangaswar', 4th floor, Y.B. Chavan Centre, General Jagannathrao Bhonsle Marg, Nariman Point, Mumbai – 400 021.

Sr. No.	Details of the Resolution	Resolution required
1	Resolution pursuant to provisions of Sections 230 to 232 of the Companies Act, 2013, read with relevant Rules and SEBI Circulars and under relevant provisions of applicable law for approval of the Scheme of Amalgamation between Archway Investment Company Ltd. with The Bombay Dyeing & Mfg. Co. Ltd. and their respective shareholders.	Requisite Majority

The Chairman informed the Members that Mr. P.N. Parikh, fellow Company Secretary of Parikh and Associates was appointed as the Scrutinizer by NCLT to supervise the Voting Process.

Chairman further informed the Members that the Facility of Postal Ballot and remote e-voting for the Members was provided till 26th March, 2017 at 5.00 p.m. and requested the members who had not voted by way of Postal Ballot or by remote e-voting to vote at the Meeting through ballot process (Poll) at the venue of the meeting.

Thereafter Chairman announced the floor open for members to ask their queries if any on the Scheme of Amalgamation. The Chairman responded to the queries raised by the Members.

The Chairman thanked the Members for attending and participating in the Meeting.

The Scrutinizer's report was received on 27th March, 2017 and set out there in the proposal was declared passed with requisite majority.

Yours Faithfully
For The Bombay Dyeing & Mfg. Co. Ltd.


Sanjive Arora
 Company Secretary

