Form No. MGT-7

Annual Return (other than OPCs and Small Companies)
[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

Form language
(•) English ( ) Hindi

*All fields marked in * are mandatory*

Refer instruction kit for filing the form

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN) — L17120MH1879PLC000037

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY) — 01/04/2025

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY) — 31/03/2026

(c) *Type of Annual filing — (•) Original ( ) Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	THE BOMBAY DYEING AND MANUFACTURING COMPANY LIMITED	THE BOMBAY DYEING AND MANUFACTURING COMPANY LIMITED
Registered office address	NEVILL HOUSE, JN HEREDIA MARG, BALLARD ESTATE,,NA,MUMBAI,Maharashtra,India,400001	NEVILL HOUSE, JN HEREDIA MARG, BALLARD ESTATE,,NA,MUMBAI,Maharashtra,India,400001
Latitude details	18.93583	18.93583
Longitude details	72.83960	72.83960

(a) *Photograph of the registered office of the Company showing external building and name prominently visible — Registeredofficephoto.pdf

(b) *Permanent Account Number (PAN) of the company — AA******8K

(c) *e-mail ID of the company — *****ance_redressal_cell@bombaydyeing.com

(d) *Telephone number with STD code — 02*******00

(e) Website: www.bombaydyeing.com

iv *Date of Incorporation (DD/MM/YYYY): 23/08/1879

v (a) *Class of Company (as on the financial year end date)
(Private company/Public Company/One Person Company): Public company

(b) *Category of the Company (as on the financial year end date)
(Company limited by shares/Company limited by guarantee/Unlimited company): Company limited by shares

(c) *Sub-category of the Company (as on the financial year end date)
(Indian Non-Government company/Union Government Company/State Government Company/ Guarantee and association company/Subsidiary of Foreign Company): Indian Non-Government company

vi *Whether company is having share capital (as on the financial year end date): (●) Yes ( ) No

vii (a) Whether shares listed on recognized Stock Exchange(s): (●) Yes ( ) No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)
2	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)

viii Number of Registrar and Transfer Agent: 1

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
L72400MH2017PLC444072	KFIN TECHNOLOGIES LIMITED	301, The Centrium, 3rd Floor, 57,, Lal Bahadur Shastri Road, Nav Pada, Kurla (West),Mumbai,Mumbai,Maharashtra,India,400070	INR000000221

ix * (a) Whether Annual General Meeting (AGM) held: (●) Yes ( ) No

(b) If yes, date of AGM (DD/MM/YYYY): 07/08/2026

(c) Due date of AGM (DD/MM/YYYY): 30/09/2026

(d) Whether any extension for AGM granted: ( ) Yes (●) No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension:

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities: 3

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	13	Manufacture of Textiles	94.4
2	G	Wholesale and retail trade; repair of motor vehicles and motorcycles	47	Retail trade, except of motor vehicles and motorcycles	3.4
3	F	Construction	41	Construction of Buildings	2.2

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i *No. of Companies for which information is to be given: 3

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Joint Venture	% of shares held
1	U65993MH1984PLC253516		PENTAFIL TEXTILE DEALERS LIMITED	Associate	49
2	U70102MH2008PLC183489		BOMBAY DYEING REAL ESTATE COMPANY LIMITED	Associate	40
3	00000000BYJGX19780012		P.T. Five Star Textile, Indonesia	Subsidiary	97.36

IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	510000000.00	206534900.00	206534900.00	206534900.00
Total amount of equity shares (in rupees)	1020000000.00	413069800.00	413069800.00	413069800.00

Number of classes: 1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity Shares				
Number of equity shares	510000000	206534900	206534900	206534900
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	1020000000.00	413069800.00	413069800	413069800

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	400000.00	388800.00	388800.00	388800.00
Total amount of preference shares (in rupees)	40000000.00	38880000.00	38880000.00	38880000.00

Number of classes: 1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
8% Redeemable NonConvertible NonCumulative Pref Sh				

Number of preference shares	400000	388800	388800	388800
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	40000000.00	38880000.00	38880000	38880000

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	1261173	205273727	206534900.00	413069800	413069800	
Increase during the year	0.00	168590.00	168590.00	337180.00	337180.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify Physical Shares Dematerialised	0	168590	168590.00	337180	337180	
Decrease during the year	168590.00	0.00	168590.00	337180.00	337180.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify Physical shares Dematerialised	168590	0	168590.00	337180	337180	
At the end of the year	1092583.00	205442317.00	206534900.00	413069800.00	413069800.00	
(ii) Preference shares						
At the beginning of the year	0	388800	388800.00	38880000	38880000	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify NA	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify NA	0	0	0.00	0	0	
At the end of the year	0.00	388800.00	388800.00	38880000.00	38880000.00	

ISIN of the equity shares of the company: INE032A01023

ii Details of stock split/consolidation during the year (for each class of shares): 0

Class of shares		
Before split / Consolidation	Number of shares	

	Face value per share	
After split / consolidation	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

☐ Nil

Number of transfers: 47

Attachments:

1. Details of shares/Debentures Transfers: Transfer Details.xlsm

iv Debentures (Outstanding as at the end of financial year)

(a) Non-convertible debentures

*Number of classes: 0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(b) Partly convertible debentures

*Number of classes: 0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)

Total			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(c) Fully convertible debentures

*Number of classes | 0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(d) Summary of Indebtedness

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

v Securities (other than shares and debentures) 0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V Turnover and net worth of the company (as defined in the Companies Act, 2013)

i *Turnover 14603330627

ii * Net worth of the Company 19253971230.01

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	1797428	0.87	0	0.00
	(ii) Non-resident Indian (NRI)	2921635	1.41	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00

4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	105051875	50.86	0	0.00
10	Others Trust	870230	0.42	0	0.00
	Total	110641168.00	53.56	0.00	0

Total number of shareholders (promoters) 42

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	77328347	37.44	0	0.00
	(ii) Non-resident Indian (NRI)	1804423	0.87	0	0.00
	(iii) Foreign national (other than NRI)	896	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	30	0.00	0	0.00
3	Insurance companies	493765	0.24	0	0.00

4	Banks	126351	0.06	0	0.00
5	Financial institutions	2143393	1.04	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	4353	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	10535722	5.10	388800	100.00
10	Others Trust Clearing/ IEPF	3456452	1.67	0	0.00
	Total	95893732.00	46.42	388800.00	100

Total number of shareholders (other than promoters) 152764

Total number of shareholders (Promoters + Public/Other than promoters) 152806.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	30054
2	Individual - Male	56871
3	Individual - Transgender	0
4	Other than individuals	65881
	Total	152806.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	44	42
Members (other than promoters)	154264	152764
Debenture holders	0	0

VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A Promoter	0	3	0	3	0	0.94
B Non-Promoter	0	9	0	8	0.00	0.00
i Non-Independent	0	3	0	2	0	0
ii Independent	0	6	0	6	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0
v Others	0	0	0	0	0	0
Total	0	12	0	11	0.00	0.94

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date: 14

B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
NUSLI NEVILLE WADIA	00015731	Director	603220	
JEHANGIR NUSLI WADIA	00088831	Director	120075	
NESS NUSLI WADIA	00036049	Director	1219418	
MINNIE AARASP BODHANWALA	00422067	Director	0	
SUNIL SIDDHARTH LALBHAI	00045590	Director	1000	
RAJESH KUMAR BATRA	00020764	Director	0	
VENKATARAMAN NATARAJAN	05220857	Director	0	
SUJAL ANIL SHAH	00058019	Director	0	
SRINIVASAN VISHWANATHAN	00208978	Director	0	
YASHWANT SHANKARRAO PATIL THORAT	00135258	Director	0	
RUKHSHANA JINA MISTRY	08398795	Director	0	
RAJNESH DATT	[redacted]	Manager	0	
NIRAJ KUMAR	[redacted]	CFO	0	
SANJIVE ARORA	[redacted]	Company Secretary	0	

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year 6

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
CHANDRA IYENGAR	02821294	Director	29/05/2025	Cessation
RUKHSHANA JINA MISTRY	08398795	Director	03/10/2025	Change in designation
VARUN BERRY	05208062	Director	10/11/2025	Cessation
KHIRODA CHANDRA JENA	[redacted]	CFO	13/02/2026	Cessation

NIRAJ KUMAR	[redacted]	CFO	31/03/2026	Appointment
RUKHSHANA JINA MISTRY	08398795	Additional Director	26/08/2025	Appointment

IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

*Number of meetings held: 1

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	13/08/2025	163019	125	54.01

B BOARD MEETINGS

*Number of meetings held: 5

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	05/05/2025	12	12	100
2	08/08/2025	11	10	90.91
3	06/11/2025	12	12	100
4	11/02/2026	11	10	90.91
5	27/03/2026	11	10	90.91

C COMMITTEE MEETINGS

Number of meetings held: 20

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	05/05/2025	7	7	100
2	Audit Committee	09/06/2025	6	5	83.33
3	Audit Committee	08/08/2025	6	6	100
4	Audit Committee	10/09/2025	6	4	66.67
5	Audit Committee	06/11/2025	6	6	100
6	Audit Committee	03/12/2025	7	7	100
7	Audit Committee	11/02/2026	7	6	85.71
8	Audit Committee	05/03/2026	7	7	100
9	Nomination Remuneration Committee	05/05/2025	3	3	100
10	Nomination Remuneration Committee	23/05/2025	3	3	100
11	Nomination Remuneration Committee	08/08/2025	3	3	100
12	Nomination Remuneration Committee	22/08/2025	4	4	100
13	Nomination Remuneration Committee	11/02/2026	4	4	100
14	Stakeholders Relationship Committee	05/03/2026	4	4	100
15	CSR Committee	05/03/2026	3	3	100
16	Independent Directors Meeting	11/02/2026	6	6	100
17	Strategic Committee	06/08/2025	6	6	100
18	Strategic Committee	06/11/2025	7	7	100
19	Risk Management Committee	09/06/2025	4	4	100
20	Risk Management Committee	03/12/2025	5	5	100

D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	07/08/2026 (Y/N/NA)
1	NUSLI NEVILLE WADIA	5	5	100	5	5	100	Yes
2	JEHANGIR NUSLI WADIA	5	5	100	0	0	0	Yes
3	NESS NUSLI WADIA	5	5	100	9	7	77	Yes
4	MINNIE AARASP BODHANWALA	5	4	80	4	4	100	Yes
5	YASHWANT SHANKARRAO PATIL THORAT	5	5	100	5	5	100	Yes
6	RUKHSHANA JINA MISTRY	3	3	100	3	3	100	Yes
7	SRINIVASAN VISHWANATHAN	5	5	100	9	9	100	Yes
8	SUNIL SIDDHARTH LALBHAI	5	5	100	15	15	100	Yes
9	RAJESH KUMAR BATRA	5	4	80	18	17	94	Yes
10	VENKATARAMAN NATARAJAN	5	4	80	10	9	90	Yes
11	SUJAL ANIL SHAH	5	5	100	9	9	100	Yes

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

A *Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered: 1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	RAJNESH DATT	Manager	5386800	0	0	8416253	13803053.00
	Total		5386800.00	0.00	0.00	8416253.00	13803053.00

B *Number of CEO, CFO and Company secretary whose remuneration details to be entered: 3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	KHIRODA JENA	CFO	8284229.68	0	0	9098016.82	17382246.50
2	NIRAJ KUMAR	CFO	0	0	0	0	0.00
3	SANJIVE ARORA	Company Secretary	3218400	0	0	6066652.55	9285052.55
	Total		11502629.68	0.00	0.00	15164669.37	26667299.05

C *Number of other directors whose remuneration details to be entered | 13

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	NUSLI NEVILLE WADIA	Director	0	8100400	0	720000	8820400.00
2	JEHANGIR NUSLI WADIA	Director	0	2694100	0	420000	3114100.00
3	NESS NUSLI WADIA	Director	0	544200	0	820000	1364200.00
4	MINNIE AARASPBODHANWALA	Director	0	368000	0	375000	743000.00
5	SUNIL SIDDHARTH LALBHAI	Director	0	656200	0	1275000	1931200.00
6	RAJESH KUMAR BATRA	Director	0	976300	0	1275000	2251300.00
7	VENKATARAMAN NATARAJAN	Director	0	672200	0	860000	1532200.00
8	SUJAL ANIL SHAH	Director	0	544200	0	840000	1384200.00
9	SRINIVASAN VISHWANATHAN	Director	0	448100	0	840000	1288100.00
10	YASHWANT SHANKARRAOPATIL THORAT	Director	0	128000	0	595000	723000.00
11	RUKHSHANA JINA MISTRY	Director	0	0	0	420000	420000.00
12	CHANDRA IYENGAR	Director	0	544200	0	120000	664200.00
13	VARUN BERRY	Director	0	160000	0	180000	340000.00
	Total		0.00	15835900.00	0.00	8740000.00	24575900.00

XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year

(●) Yes ( ) No

B If No, give reasons/observations

XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A *DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/ DIRECTORS/OFFICERS

☑ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

B *DETAILS OF COMPOUNDING OF OFFENCES

☑ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder: 152806

XIV Attachments

(a) List of share holders, debenture holders: BDML_Details of Shareholder or Debenture holder__MGT7.xlsm

(b) Optional Attachment(s), if any

Details of Designated person_Signed.pdf
Preference Shareholders 31-03-2026.pdf
MGT- 8 Certificate-Signed.pdf

XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.

(c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
(d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of THE BOMBAY DYEING AND MANUFACTURING COMPANY LIMITED as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY) 31/03/2026

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:
A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
1 its status under the Act;
2 maintenance of registers/records & making entries therein within the time prescribed therefor;
3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal , Court or other authorities within/beyond the prescribed time;
4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
5 closure of Register of Members / Security holders, as the case may be.
6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
7 contracts/arrangements with related parties as specified in section 188 of the Act;
8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;

12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15 acceptance/ renewal/ repayment of deposits;
16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

SHALINI MOHAN BHAT Digitally signed by SHALINI MOHAN BHAT Date: 2026.10.01 18:02:32 +05'30'

Name: Ms. Shalini Bhat

Date (DD/MM/YYYY): 30/09/2026

Place: Mumbai

Whether associate or fellow:

○ Associate ◉ Fellow

Certificate of practice number: 6*9*

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person: 3814

*(b) Name of the Designated Person: SANJIVE ARORA

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* 13F dated* (DD/MM/YYYY) 05/05/2025 to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:
1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2 All the required attachments have been completely and legibly attached to this form.

***To be digitally signed by**

*Designation

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator

0*4*2*6*

***To be digitally signed by**

◉ Company Secretary ○ Company secretary in practice

*Whether associate or fellow:

○ Associate ◉ Fellow

Membership number

3*1*

Certificate of practice number

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)

AC6416924

eForm filing date (DD/MM/YYYY)

01/10/2026

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

FORM NO. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and Rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **THE BOMBAY DYEING AND MANUFACTURING COMPANY LIMITED** (the Company) **CIN No. L17120MH1879PLC000037** having its Registered Office at Neville House, J. N. Heredia Marg, Ballard Estate, Mumbai - 400001, Maharashtra as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on **31st March, 2026**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. during the aforesaid financial year the company has generally complied with provisions of the Act & Rules made thereunder in respect of:

1. its status under the Act.

2. maintenance of registers/records & making entries therein within the time prescribed therefor;

3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities, as applicable;

4. calling/convening/holding meetings of Board of Directors, committees and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, have been recorded in the Minute Book/registers maintained for the purpose.

5. closure of Register of Members;

6. no advances/loans have been made to its directors and/or persons or firms or companies referred in section 185 of the Act;

7. there were no contracts/arrangements with related parties as specified in section 188 of the Act except the transactions in the ordinary course of business and which were at arm's length basis;

8. transfer/transmission of shares and issue of security certificates in all instances; as applicable

   there was no issue or allotment or buy back of securities/ redemption of preference shares or debentures/alteration or reduction of share capital/ conversion of shares/ securities;

9. keeping in abeyance the rights to dividend, rights shares, as applicable pending registration of transfer of shares in compliance with the provisions of the Act;

10. declaration/payment of dividend;

    transfer of unpaid/unclaimed dividend/ other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;

11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub-sections (3), (4) and (5) thereof;

12. constitution/appointment /re-appointments /retirement /filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;

13. appointment of auditors as per the provisions of section 139 of the Act;

14. no approvals were required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;

15. the Company has not accepted any Fixed Deposits during the year;

    No fixed deposits were repaid during the year.

16. there were no borrowings from directors, members, public financial institutions, banks and others and creation/modification/satisfaction of charges during the year;

17. as per the opinion provided by the Company, the Company being in the business of providing infrastructure facilities, the provisions of section 186 of the Act, except sub-section (1), pertaining to loans, investment, guarantees, or security provided are not applicable;

18. there had been no alteration of the provisions of the Memorandum and/or Articles of Association of the Company during the year.

For Parikh & Associates
Company Secretaries

Place: Mumbai
Date: October 01, 2026

SHALINI MOHAN BHAT

Signature:
Name of Company Secretary: Shalini Bhat
(Partner)
FCS No: 6484 C.P. No.: 6994
UDIN: F006484H001703278
PR No.: 7327/2025

This Report is to be read with our letter of even date which is annexed as Annexure A to Form MGT-8 and Forms an integral part of this report.

'Annexure A to Form MGT-8'

To,

THE BOMBAY DYEING AND MANUFACTURING COMPANY LIMITED

Our Certificate on the Annual Return (Form MGT-8) of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Annual Return (Form MGT-7). We believe that the process and practices, we followed provide a reasonable basis for our opinion.

3. The Compliance of the provisions of Companies Act, 2013, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of records on test basis.

For Parikh & Associates
Company Secretaries

Place: Mumbai
Date: October 01, 2026

SHALINI MOHAN BHAT

Digitally signed by SHALINI MOHAN BHAT
DN: c=IN, o=Personal, 2.5.4.20=AF8BB862A3FC7A6F597BB38A41E67B3E356711521521A9068718051542627645, postalCode=411061, st=Maharashtra, serialNumber=718A9F8DA133FFA1D59708CD09863B9AD29910414E3DDE03B29C9E216D2FA8D5A22, cn=SHALINI MOHAN BHAT
Date: 2026.10.01 17:32:17 +05'30'

Signature:
Name of Company Secretary: Shalini Bhat
(Partner)
FCS No: 6484 C.P. No.: 6994
UDIN: F006484H001703278
PR No.: 7327/2025

THE BOMBAY DYEING AND MANUFACTURING COMPANY LIMITED
REGD. OFFICE: NEVILLE HOUSE, J N HEREDIA MARG, BALLARD ESTATE, MUMBAI - 400001
CIN NO: L17120MH1879PLC000037
Date of Closure of Previous Financial year : 31/03/2026

Date of registration of transfer (Date Month Year)	Type of transfer	Class of shares transferred	Number of Shares/Debentures/Units Transferred	Amount per Share/Debenture/Unit (in Rs.)	Ledger Folio of Transferor	Transferor's Name	Ledger Folio of Transferee	Transferee's Name (Surname, middle name, first name)
04/03/2025	Equity share	Equity share	175	2	A03500	ANSUYA BALUBHAI SHAH	BDM0101120	JANAK BALUBHAI SHAH
05/07/2025	Equity share	Equity share	370	2	J00884	JAYKRISHNA HARILAL ESQ	BDM0101123	RAJEN BHAILAL MULANI
05/07/2025	Equity share	Equity share	250	2	H06567	HOSHENG HORMASJI KASED	BDM0101121	KAIRMEIN FIRDAUS IRANI
05/07/2025	Equity share	Equity share	500	2	F00393	FIDAHUSEN NOORMOHOMED NOORANI ESQ	BDM0101122	NOORANI SADIKHUSEN FIDAHUSEN
05/12/2025	Equity share	Equity share	200	2	K15584	KASHINATH RAMDAS MAHAJAN	BDM0101129	RAHUL KASHINATH MAHAJAN
27/05/2025	Equity share	Equity share	140	2	Y01200	YOGESH M TALREJA	BDM0101130	MADHU MOTIRAM
29/05/2025	Equity share	Equity share	790	2	J01176	JER SHAVAKSHAW KHAMBATTA	BDM0101131	VISPI SHAVAKSHAW KHAMBATTA
27/06/2025	Equity share	Equity share	5	2	S10292	SANTOSH WAMAN PATWARDHAN	BDM0101132	SANTOSH WAMAN PATWARDHAN
27/06/2025	Equity share	Equity share	10	2	S16276	SUREKHA SHIRISH YAJNIK	BDM0101133	SANDIP SHIRISH YAJNIK
27/06/2025	Equity share	Equity share	190	2	K01031	KOKILA N DOSHI	BDM0101136	KOKILA NANDKISHOR DOSHI
27/06/2025	Equity share	Equity share	10	2	W00071	WILFRIDA MAHESHWAR DALIWALA	BDM0101138	NEIL MAHESHWAR DALIWALA
27/06/2025	Equity share	Equity share	50	2	R18236	RAMAKANT NARAYAN PURAV	BDM0101139	PARAG RAMAKANT PURAV
27/06/2025	Equity share	Equity share	750	2	S26498	SHASHIKANT RAMAKRISHNA DESHMUKH	BDM0101140	SARASWATI SHASHIKANT DESHMUKH
27/06/2025	Equity share	Equity share	210	2	P03250	PL S PALANIAPPAN	BDM0101141	PALANIAPPAN SUBRAMANIYAN
27/06/2025	Equity share	Equity share	40	2	T01643	THAKARSHI PAREKH	BDM0101142	HARESH THAKERSHI PAREKH
27/06/2025	Equity share	Equity share	350	2	G02883	G RAMACHANDRAN	BDM0101143	ANAND RAMACHANDRAN
27/06/2025	Equity share	Equity share	130	2	M02877	MUKUL JAYANTILAL MEHTA	BDM0101144	AMUL MEHTA
27/06/2025	Equity share	Equity share	120	2	A02294	ARUNA JAYANTILAL MEHTA	BDM0101145	AMUL MEHTA
27/06/2025	Equity share	Equity share	750	2	N00147	NERGISH RUSTOM BATIWALLA	BDM0101134	PERVEEZ DINSHAW JESIA
07/11/2025	Equity share	Equity share	150	2	A00089	ANANDILAL AGARWAL	BDM0101151	SATISHKUMAR ANANDILAL AGARWAL
07/11/2025	Equity share	Equity share	250	2	D01449	DWARKA DAS LOHIYA	BDM0101152	RADHA LOHIYA
07/11/2025	Equity share	Equity share	500	2	D01413	DWARKA DAS LOHIYA ESQ	BDM0101153	RADHA LOHIYA
28/07/2025	Equity share	Equity share	70	2	C01534	CHIMANLAL KEVALDAS SHETH ESQ	BDM0101161	RAMESHCHANDRA CHIMANLAL SHETH
28/07/2025	Equity share	Equity share	90	2	C05187	CECILIA JOSEPH D SOUZA	BDM0101162	ASHVIN JOSEPH DSOUZA
28/07/2025	Equity share	Equity share	790	2	R07382	RUSHAB GOVINDDAS	BDM0101163	RUSHAB GOVINDDAS KAPADIA
28/07/2025	Equity share	Equity share	420	2	B01314	BHANUMATI TULSIDAS KAPADIA	BDM0101160	HEMANT KAPADIA
08/12/2025	Equity share	Equity share	140	2	S11405	SUDHA SHANTARAM KALELKAR	BDM0101146	SANDEEP KALELKAR
08/12/2025	Equity share	Equity share	120	2	M05915	MEERA N PRABHU VERLEKAR	BDM0101147	MEERA N PRABHU VERLEKAR
08/12/2025	Equity share	Equity share	20	2	J10378	JOSEPH LOUIS MASCARENHAS	BDM0101154	GLEN SYLVESTER MASCARENHAS
08/12/2025	Equity share	Equity share	40	2	P08456	PARBHUBHAI ISHVERBHAI PATEL	BDM0101155	PARBHUBHAI ISHVARBHAI PATEL
08/12/2025	Equity share	Equity share	300	2	R03267	RATAN KANAIYALAL PARIKH	BDM0101148	BHARAT KANAIYALAL PARIKH
13/08/2025	Equity share	Equity share	350	2	Y01233	YASMIN DALI FITTER	BDM0101158	JIMMY DALI FITTER
24/09/2025	Equity share	Equity share	40	2	P05156	PRANAB KUMAR SARKAR	BDM0101168	PRANAB KUMAR SARKAR
30/09/2025	Equity share	Equity share	50	2	S34096	SHRIRAM PRABHAKAR JOSHI	BDM0101166	SHRUTI SHRIRAM JOSHI
10/07/2025	Equity share	Equity share	1050	2	M17746	MEHROO N IRANI	BDM0101167	AMOGH MORESHWAR GHAISAS
11/11/2025	Equity share	Equity share	350	2	S03884	SHASHIKALA GHANSHYAM KAROOR	BDM0101170	MILIND GHANASHYAM KAROOR
11/11/2025	Equity share	Equity share	40	2	S04094	SHASHIKALA GHANASHYAM KAROOR	BDM0101171	MILIND GHANASHYAM KAROOR
11/11/2025	Equity share	Equity share	250	2	G05024	GHANASHYAM KRISHNARAO KAROOR	BDM0101172	MILIND GHANASHYAM KAROOR
17/11/2025	Equity share	Equity share	1175	2	R07456	RADHIKA HARSHVADAN MANKIWALA	BDM0101173	MANKIWALA SHITAL HARSHVADAN
17/11/2025	Equity share	Equity share	1850	2	S13407	SHITAL HARSHVADAN MANKIWALA	BDM0101174	SHITAL HARSHVADAN MANAKIWALA
17/11/2025	Equity share	Equity share	1175	2	H03492	HARSHVADAN RASIKLAL MANKIWALA	BDM0101175	SHITAL HARSHVADAN MANAKIWALA
30/11/2025	Equity share	Equity share	250	2	V00804	VIMAL MORESHWAR GUPCHUP	BDM0101176	VIJAY MORESHWAR SACHIV
12/01/2025	Equity share	Equity share	400	2	M08691	MARIE ALVARES	BDM0101177	RUSSEL JOSEPH ALVARES
17/12/2025	Equity share	Equity share	250	2	E90349	ABDUL HAWALDAR	BDM0101178	GULSHAN ABDUL HAWALDAR
01/01/2026	Equity share	Equity share	300	2	P01643	PRADEEP MADHUKANT KOTECHA	BDM0101180	PRADEEP MADHUKANT KOTECHA
20/03/2026	Equity share	Equity share	120	2	N03774	NISHITH M PRABHU VERLEKAR	BDM0101182	MEERA N PRBHU VERLEKAR
30/03/2026	Equity share	Equity share	10	2	P07236	PALLAVI HEMANT KANE	BDM0101184	PALLAVI HEMANT KANE

THE BOMBAY DYEING AND MANUFACTURING COMPANY LIMITED

PREFERENCE SHARE HOLDING PATTERN AS ON 31/03/2026				
Sr. No.	**Description**	**Cases**	**Shares**	**% Holding**
1	Bombay Dyeing Real Estate Co Ltd	1	91200	23.46
2	Pentafil Textile Dealers Ltd	1	91200	23.46
3	BDS Urban Infrastructures Private Limited	1	206400	53.08
	Total	**3**	**388800**	**100**

BOMBAY DYEING

30th September, 2026

To
The Registrar of Companies
Everest Building, 100, Marine Drive,
Mumbai- 400002

Dear Sir/ Madam,

Subject: Details of the Designated Person pursuant to Rule 9(4) of the Companies (Management and Administration) Rules, 2014.

Pursuant to Rule 9(4) of the Companies (Management and Administration) Rules, 2014, I, Sanjive Arora, Company Secretary (FCS No. 3814) am been designated as the person who is responsible for furnishing and extending co-operation for providing information to the Registrar or any other authorised officer with respect to beneficial interest in shares of the company.

Thanking You,

Yours faithfully,

For **The Bombay Dyeing and Manufacturing Company Limited**

Sanjive Arora
Company Secretary
Membership No.: F3814