

# BAYMANCO INVESTMENTS LIMITED

Registered Office: 33. Edith Cavell Street, Port Louis 11324, Mauritius  
(Company No.:141008)

11<sup>th</sup> January, 2021

To  
**The Company Secretary**  
**BSE Ltd,**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400001

Manager – Listing Department  
National Stock Exchange of India Limited,  
Exchange Plaza, 5<sup>th</sup> floor,  
Plot No. C/1, ‘G’ Block, Bandra-Kurla Complex,  
Bandra (E),  
Mumbai – 400051

Dear Sirs,

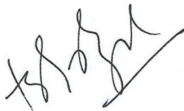
Sub: Intimation under Regulation 10(5) in respect of proposed acquisition of shares under Regulation 10(1)(a)(ii) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 [“SEBI (SAST) Regulations”]

Please find enclosed the intimation under Regulation 10(5) in respect of proposed acquisition of upto 61,00,000 shares of The Bombay Dyeing and Manufacturing Company Limited under Regulation 10(1)(a)(ii) of the SEBI (SAST) Regulations.

Kindly take the same on record.

Thanking you,

Yours faithfully,  
**For Baymanco Investments Limited**



**Director**

Encl: a/a

**Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisitions under Regulation 10(1)(a) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the “SEBI SAST Regulations”)**

1	Name of the Target Company (TC)	The Bombay Dyeing & Manufacturing Co. Ltd.
2	Name of the acquirer(s)	Baymanco Investments Limited (“ <b>Transferee</b> ”)
3	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	Yes
4	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired	1) Nowrosjee Wadia and Sons Limited 2) Macrofil Investments Limited 3) Heera Holdings and Leasing Private Limited 4) Nidhivan Investments and Trading Company Private Limited 5) Sahara Investments Private Limited  (Together referred to as the “ <b>Transferors</b> ”)
	b. Proposed date of acquisition	Anytime after 4 working days from the date of this intimation i.e. on or after 16 <sup>th</sup> January, 2021
	c. Number of shares to be acquired from each person mentioned in 4(a) above	1) Nowrosjee Wadia and Sons Limited - Upto 2,00,000 shares 2) Macrofil Investments Limited - Upto 4,30,000 shares 3) Heera Holdings and Leasing Private Limited - Upto 17,52,000 shares 4) Nidhivan Investments and Trading Company Private Limited - Upto 18,80,000 shares 5) Sahara Investments Private Limited - Upto 18,38,000 shares
	d. Total shares to be acquired as % of share capital of TC	Upto 61,00,000 shares constituting 2.95% of the total paid up share capital of the TC
	e. Price at which shares are proposed to be acquired	Not exceeding the price arrived at as per proviso (i) to Regulation 10(1)(a) of the SEBI SAST Regulations
	f. Rationale, if any, for the proposed transfer	Inter-se transfer pursuant to internal restructuring of Promoters’ Holdings
5	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	Regulation 10(1)(a)(ii) of the SEBI (SAST) Regulations
6	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.	The shares of the TC are frequently traded in terms of Regulation 2(1)(j) of the SEBI (SAST) Regulations. The volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on NSE, being the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period is Rs 70.41 per share.

7	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Not applicable			
8	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	The acquisition price will not be higher by more than 25% of the price computed in point 6 hereinabove.			
9	i. Declaration by the acquirer, that the transferor and transferee have complied (during 3 years prior to the date of proposed acquisition)/ will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations, 1997)	The Transferors and Transferee have complied (during 3 years prior to the date of proposed acquisition) with applicable disclosure requirements in Chapter V of the SEBI (SAST) Regulations.			
10	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	All the conditions specified under Regulation 10(1)(a) of the SEBI SAST Regulations with respect to exemptions has been duly complied with.			
11	Shareholding details	Before the proposed transaction		After the proposed transaction	
		No. of shares /voting rights	% w.r.t total share capital of TC	No. of shares /voting rights	% w.r.t total share capital of TC
	a) Acquirers				
	BAYMANCO INVESTMENTS LIMITED	47312000	22.91	53412000	25.86
	TOTAL (a)	47312000	22.91	53412000	25.86
	b) PACs (other than sellers)*				
	NESS NUSLI WADIA	1219418	0.59	1219418	0.59
	JEHANGIR NUSLI WADIA	287525	0.14	287525	0.14
	MAUREEN NUSLI WADIA	578010	0.28	578010	0.28
	DIANA CLAIRE WADIA	1383810	0.67	1383810	0.67
	ESTATE OF SMT BACHOOBAI WORONZOW.	814030	0.39	814030	0.39
	DINA NEVILLE WADIA	603220	0.29	603220	0.29
	N N WADIA ADMIN OF ESTATE OF LT EF DINSHAW	500	0.00	500	0.00
	BEN NEVIS INVESTMENTS LTD	10283790	4.98	10283790	4.98
	NEWPOINT ENTERPRISES LIMITED	250000	0.12	250000	0.12
	NUSLI NEVILLE WADIA, DIANA CLAIRE TRUST	180530	0.09	180530	0.09
	NUSLI NEVILLE WADIA, TRUSTEES OF JER MAVIS SETTLEMENT NO.II	1245650	0.60	1245650	0.60
	NUSLI NEVILLE WADIA, NUSLI NEVILLE WADIA TRUST	137000	0.07	137000	0.07
	NATIONAL PEROXIDE LIMITED	1489700	0.72	1489700	0.72
	GO AIRLINES (INDIA) LIMITED	1000	0.00	1000	0.00
	GO INVESTMENTS AND TRADING PRIVATE LIMITED	500	0.00	500	0.00

LOTUS VINIYOG LIMITED	144690	0.07	144690	0.07
NAPEROL INVESTMENTS LIMITED	406200	0.20	406200	0.20
THE BOMBAY BURMAH TRADING CORPORATION LIMITED	34550713	16.73	34550713	16.73
AFCO INDUSTRIAL AND CHEMICALS LIMITED	59660	0.03	59660	0.03
DPI PRODUCTS AND SERVICES LIMITED	264900	0.13	264900	0.13
NAIRA HOLDINGS	2740000	1.33	2740000	1.33
WADIA TECHNO ENGINEERING SERVICES LIMITED	195460	0.09	195460	0.09
HAVENKORES REAL ESTATES PVT LTD	268672	0.13	268672	0.13
NESSVILLE TRADING PVT LTD	24550	0.01	24550	0.01
TOTAL (b)	5,71,29,528	27.66	5,71,29,528	27.66
c) Sellers				
NOWROSJEE WADIA AND SONS LIMITED	4,25,432	0.21	2,25,432	0.11
MACROFIL INVESTMENTS LIMITED	4,46,700	0.22	16,700	0.01
HEERA HOLDINGS AND LEASING PRIVATE LIMITED	17,60,653	0.85	8,653	0.00
NIDHIVAN INVESTMENTS AND TRADING CO PVT LTD	18,90,578	0.92	10,578	0.01
SAHARA INVESTMENTS PVT LTD	18,43,727	0.89	5,727	0.00
TOTAL (c)	63,67,090	3.08	267090	0.13
Total (a)+(b)+(c)	11,08,08,618	53.65	11,08,08,618	53.65

Notes:

- 1) (\*) Shareholding of each entity may be shown separately and then collectively in a group.
- 2) The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

**For Baymanco Investments Limited**



**Director**

Date: 11<sup>th</sup> January, 2021

Place: Singapore