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THE BOMBAY BURMAH TRADING CORPORATION, LIMITED

REGD. OFFICE : 9, WALLACE STREET, FORT,
MUMBAI 400 001, INDIA.

Ref: GEN 16/2016-2017/ 33

24th March, 2017

The Secretary
BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001.

Manager – Listing Department,
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 Sirs

Sub: Report under Regulation 10(6) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 [Takeover Regulations] on inter- se transfer of shares amongst Promoters of the Bombay Dyeing & Manufacturing Company Limited (Target Company).

This is with reference to the intimation under Regulation 10(5) submitted by us on 6th March, 2017.

Please find enclosed the Report as required under Regulation 10(6) of the Takeover Regulations for the acquisition by us of 2,79,78,555 shares from M/s N W Exports Ltd. and 2,12,39,783 shares from M/s Sunflower Investments & Textiles Ltd. aggregating to 4,92,18,338 shares of the Target Company

Kindly take the same on record.

Thanking you,
Yours faithfully,
For The Bombay Burmah Trading Corporation, Limited

N. H. Datanwala
Vice-President Corporate & Company Secretary
Encl: a/a

Format for Disclosures under Regulation 10(6) -Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of 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)	The Bombay Burmah Trading Corporation, Ltd	
3.	Name of the stock exchange where shares of the TC are listed	National Stock Exchange of India Limited BSE Limited	
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	Inter-se transfer of shares amongst promoters for the purpose internal restructuring of Promoters’ holdings in the Target Company	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	10(1)(a)(ii) of SEBI SAST Regulations	
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, – whether disclosure was made and whether it was made within the timeline specified under the regulations. – date of filing with the stock exchange.	Yes 6 th March, 2017	
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made
	a.	Name of the transferor / seller	i) Sunflower Investments & Textiles Limited ii) N. W. Exports Limited iii) Nowrosjee Wadia & Sons Limited
	b.	Date of acquisition	Anytime on or after 14 th March, 2017 i.e after 4 working days from Notice under regulation 10(5) dated 6 th March,2017
	c.	Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	i) Sunflower Investments & Textiles Limited: Upto 2,12,39,783 shares ii) N. W. Exports Limited: Upto 2,79,78,555 shares iii) Nowrosjee Wadia & Sons Limited: Upto 64,55,293 shares
			Yes Yes, disclosures made; The acquisition was done on 20 th March, 2017 i) Sunflower Investments & Textiles Limited : 2,12,39,783 shares ii) N. W. Exports Limited: 2,79,78,555 shares

	d.	Total shares proposed to be-acquired / actually acquired as a % of diluted share capital of TC	Upto 5,65,68,631 shares constituting 27.39% of the total paid up share capital of the TC	4,92,18,338 shares constituting 23.83% of the total paid up share capital of the TC		
	e.	Price at which shares are proposed to be acquired / actually acquired	Not exceeding the price arrived at as per proviso (i) to Regulation 10(1)(a) of the SEBI SAST Regulations i.e not more than 25% higher than Rs.55.02 per share.	Shares were acquired at Rs. 68.60 per share. ⁽³⁾		
8.	Shareholding details		Pre-Transaction		Post-Transaction	
			No. of shares held	% w.r.t total share capital of TC	No. of Shares held	% w.r.t total share capital of TC
	a	Each Acquirers / Transferee (*) The Bombay Burmah Trading Corporation, Ltd	2,96,39,375	14.35%	7,88,57,713	38.18%
	b	Each Seller / Transferor				
		i) Sunflower Investments & Textiles Limited	2,21,39,783	10.72%	9,00,000	0.44%
		ii) N W Exports Limited	<u>2,79,83,555</u>	<u>13.55%</u>	<u>5,000</u>	<u>0.00%</u>
		TOTAL (b)	5,01,23,338	24.27%	9,05,000	0.44%

Note:

1. (*) Shareholding of each entity shall 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.
3. Excluding brokerage and taxes

For The Bombay Burmah Trading Corporation, Limited



N. H. Datanwala
Vice President Corporate & Company Secretary

Date: 24.03.2017
Place: Mumbai