

26<sup>th</sup> October, 2018

The Secretary,  
BSE Ltd.,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001  
**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.: CONVERSION OF DEBT INTO EQUITY SHARES.**

**REF.: REGULATION 30 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“LISTING REGULATIONS”)**

This is to inform that Board of Directors of the Company has approved by way of a circular resolution conversion of its existing debt given to its subsidiary in Indonesia viz. PT Five Star Textile Indonesia into equity shares.

The details as required under Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015 are given in **Annexure – A** to this letter.

We request you to take the same on record.

Yours Faithfully,  
**For The Bombay Dyeing and Manufacturing Company Limited**



**SANJIVE ARORA**  
**Company Secretary**  
Encl: as above





**CC:**

**National Securities Depository Ltd.,  
Trade World, 4<sup>th</sup> Floor, Kamala Mills Compound,  
S. Bapat Marg, Lower Parel,  
MUMBAI – 400 013.**

**Central Depository Services (India) Ltd.,  
Phiroze Jeejeebhoy Towers, 16<sup>th</sup> 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,  
14<sup>th</sup> 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**



## BOMBAY DYEING

### ACQUISITION (INCLUDING AGREEMENT TO ACQUIRE)

Annexure- A

Sr. No.	Details of Events that need to be provided	Information of such event
a)	Name of the target entity, details in brief such as size, turnover etc.;	PT. Five Star Textile Indonesia (hereinafter referred to as "PTFS")  <u>Paid up Share Capital :</u> USD 6,542,000 <u>Turnover for the year ended 31<sup>st</sup> December, 2017 :</u> USD 1,838,673
b)	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired?  If yes, nature of interest and details thereof and whether the same is done at "arms length";	It is a related party transaction.  PTFS is a subsidiary of the Company.
c)	Industry to which the entity being acquired belongs;	Textile Industry
d)	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	This is a strategic move to wind up this loss making subsidiary in due course.
e)	Brief details of any governmental or regulatory approvals required for the acquisition;	N/A
f)	Indicative time period for completion of the acquisition;	Within 60 days
g)	Nature of consideration - whether cash consideration or share swap and details of the same;	N/A
h)	Cost of acquisition or the price at which the shares are acquired;	N/A



## BOMBAY DYEING

i)	Percentage of shareholding / control acquired and / or number of shares acquired;	The par value of each share is USD 1,000. Currently paid up share capital of PTFS is USD 6.54 Million viz. 6,542 shares , out of which BDMC is holding USD 5.63 Million viz. 5,626 shares, constituting 86% of total paid up share capital. Subsequently after the conversion of debt into equity, it will be increased to USD 34.74 Million viz. 34,742 shares at par value of USD 1,000 per share, out of which BDMC will be holding USD 33.83 Million viz. 33,826 shares, constituting 97.36% of total paid up share capital.																
j)	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	<p>PT. Five Star Textile Indonesia was incorporated at Jakarta in Indonesia on March 21, 1979 within the Framework of Foreign Capital Investment Law no. 1 of 1967 as amended from time to time.</p> <p>The main object of the Company is: Manufacturing and selling of yarn, cloth and other textile products.</p> <p><u>History of last 3 years turnover:</u></p> <table border="1" data-bbox="906 1227 1334 1417"> <thead> <tr> <th>FY ended</th> <th>Turnover (In USD)</th> </tr> </thead> <tbody> <tr> <td>31.12.2015</td> <td>2,025,360</td> </tr> <tr> <td>31.12.2016</td> <td>1,662,544</td> </tr> <tr> <td>31.12.2017</td> <td>1,838,673</td> </tr> </tbody> </table> <p>PTFS has been incurring losses for many years hence; this is a strategic move to wind up this subsidiary in due course. Losses incurred by PTFS for last 3 years are given below:</p> <table border="1" data-bbox="906 1682 1334 1872"> <thead> <tr> <th>FY ended</th> <th>Profit/(Loss) (In USD)</th> </tr> </thead> <tbody> <tr> <td>31.12.2015</td> <td>(1,784,999)</td> </tr> <tr> <td>31.12.2016</td> <td>(3,263,670)</td> </tr> <tr> <td>31.12.2017</td> <td>(1,544,903)</td> </tr> </tbody> </table>	FY ended	Turnover (In USD)	31.12.2015	2,025,360	31.12.2016	1,662,544	31.12.2017	1,838,673	FY ended	Profit/(Loss) (In USD)	31.12.2015	(1,784,999)	31.12.2016	(3,263,670)	31.12.2017	(1,544,903)
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