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THE WADIA GROUP®

# NOWROSJEE WADIA & SONS LIMITED

Registered Address :

Neville House, J. N. Heredia  
Marg, Ballard Estate,  
Mumbai - 400 001  
CIN :- U51900MH1944PLC004225  
Telephone No.: +91 22 6743 8084  
E-mail : kaioz.nalladaru@bombaydyeing.com

Admin Office :

C-1, Wadia International Centre  
(W.I.C.), Pandurang Budhkar  
Marg, Worli, Mumbai - 400 025  
Fax No.: +91 22 6749 5200

Date: 27<sup>th</sup> February, 2018

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

National Stock Exchange of India Ltd,  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, 'G' Block, Bandra-Kurla Complex,  
Bandra (E).  
Mumbai – 400 051

Dear Sir(s),

**SUB: DISCLOSURE UNDER REG. 29(1) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011.**

In terms of Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, we are enclosing herewith disclosure under said regulation, containing details of acquisition of shares by the Company of the Target Company The Bombay Burmah Trading Corp. Ltd due to Scheme of Arrangement of N.W. Export Ltd. (NWE/ Transferor Company1) and Sunflower Investments and Textiles Ltd (SITL/Transferor Company2) with Nowrosjee Wadia & Sons Ltd.(NWS/Transferee Company) as per the statement of account received by us on 23<sup>rd</sup> February, 2018 from the Depository Participant.

Please take the same on record.

Yours Faithfully,

**For Nowrosjee Wadia & Sons Ltd.**

**Name: K. D. Nalladaru**  
**Designation: Company Secretary & Finance Controller**

**Date: 27th February, 2018**  
**Place: Mumbai**  
**Encl: As above.**

**Cc: The Bombay Burmah Trading Corp. Ltd**

**Format for disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**


**Part A – Details of Acquisition**

Name of the Target Company (TC)	The Bombay Burmah Trading Corporation Ltd.		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Nowrosjee Wadia & Sons Ltd. ('NWS') N.W. Exports Ltd. And Sunflower Investments and Textiles Ltd. (since merged with NWS pursuant to Scheme of Arrangement)		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
<b>Details of the acquisition as follows</b>	<b>Number</b>	<b>% w.r.t. total share/voting capital wherever applicable (*)</b>	<b>% w.r.t. total diluted share/voting capital of the TC(**)</b>
<b>Before the acquisition under consideration, holding of acquirer with PAC's of :</b>			
a) Shares carrying voting rights			
Nowrosjee Wadia & Sons Ltd	26,40,520	3.79 %	3.79 %
N W Exports Ltd.	1,23,17,275	17.65 %	17.65 %
Sunflower Investments and Textiles Ltd.	83,95,430	12.03 %	12.03 %
<b>Total</b>	<b>2,33,53,225</b>	<b>33.47</b>	<b>33.47</b>
b) Shares in the nature of encumbrance (pledge/lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by equity shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	-	-	-
<b>e) Total (a+b+c+d)</b>	<b>2,33,53,225</b>	<b>33.47%</b>	<b>33.47%</b>
<b>Details of acquisition</b>			
a) Shares carrying voting rights acquired			
Nowrosjee Wadia & Sons Ltd	1,79,45,407	25.72%	25.72%
N W Exports Ltd.	(1,18,17,275)	16.94%	16.94%
Sunflower Investments and Textiles Ltd.	(61,28,132)	8.79%	8.79%
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>
b) VRs acquired otherwise than by equity shares	-	-	



c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	-	-	-
d) Shares in the nature of encumbrance (pledge/ Lien/ non-disposal undertaking/ others)	-	-	-
<b>e) Total (a+b+c+/-d)</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>After the acquisition, holding of acquirer along with PAC's of:</b>			
a) Shares carrying voting rights			
Nowrosjee Wadia & Sons Ltd	2,05,85,927	29.50%	29.50%
N W Exports Ltd.	500,000	0.72%	0.72%
Sunflower Investments and Textiles Ltd.	22,67,298	3.25%	3.25%
<b>Total</b>	<b>2,33,53,225</b>	<b>33.47%</b>	<b>33.47%</b>
b) VRs otherwise than by equity shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	-	-	-
d) Shares in the nature of encumbrance (pledge/ Lien/ non-disposal undertaking/ others)	-	-	-
<b>e) Total (a+b+c+d)</b>	<b>2,33,53,225</b>	<b>33.47%</b>	<b>33.47%</b>
Mode of acquisition / sale (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/ encumbrance, etc.)	The shares were transferred pursuant to the Scheme of Arrangement of N.W. Export Ltd. (NWE/ Transferor Company1) and Sunflower Investments and Textiles Ltd (SITL/Transferor Company2) with Nowrosjee Wadia & Sons Ltd.(NWS/Transferee Company), approved by NCLT vide its order dated 22 <sup>nd</sup> June, 2017, whereby the shares held in the name of N.W. Export Ltd. and Sunflower Investments and Textiles Ltd. were transferred to acquirer post- merger. The shares were credited to the demat account of NWS on 20 <sup>th</sup> February, 2018 and confirmation received from Depository Participant on 23 <sup>rd</sup> February, 2018.		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	N.A.		
Date of acquisition of/ date of receipt of intimation of allotment of shares/ VR/ Warrants/ convertible securities/ any other instrument that entitles the acquirer to receive shares in TC.	N.A.		
Equity share capital / total voting capital of the TC before the said acquisition	6,97,71,900 Equity shares		
Equity share capital/ total voting capital of the TC after the said acquisition.	6,97,71,900 Equity shares		
Total diluted share/voting capital of the TC after the said acquisition	6,97,71,900 Equity shares		

**For Nowrosjee Wadia & Sons Ltd.**



**Name: K. D. Nalladaru**

**Designation: Company Secretary & Finance Controller**

**Date: 27th February, 2018**

**Place: Mumbai**

- (\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.
- (\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.
- (\*\*\*) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.



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(W.I.C.), Pandurang Budhkar  
Marg, Worli, Mumbai - 400 025  
Fax No.: +91 22 6749 5200

Date: 27<sup>th</sup> February, 2018

The Secretary,  
BSE Ltd.,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 023

National Stock Exchange of India Ltd,  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, 'G' Block, Bandra-Kurla Complex,  
Bandra (E).  
Mumbai – 400 051

Dear Sir(s),

**SUB: DISCLOSURE UNDER REG. 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011.**

In terms of Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, we are enclosing herewith disclosure under said regulation, containing details of acquisition of shares by the Company of the Target Company The Bombay Burmah Trading Corp. Ltd due to Scheme of Arrangement of N.W. Export Ltd. (NWE/ Transferor Company1) and Sunflower Investments and Textiles Ltd (SITL/Transferor Company2) with Nowrosjee Wadia & Sons Ltd.(NWS/Transferee Company) as per the statement of account received by us on 23<sup>rd</sup> February, 2018 from the Depository Participant.

Please take the same on record.

Yours Faithfully,

**For Nowrosjee Wadia & Sons Ltd.**

**Name: K. D. Nalladaru**  
**Designation: Company Secretary & Finance Controller**

**Date: 27th February, 2018**  
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**Cc: The Bombay Burmah Trading Corp. Ltd**

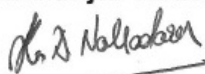
**Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of the Target Company (TC)	The Bombay Burmah Trading Corp. Ltd.		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Nowrosjee Wadia & Sons Ltd. ('NWS') N.W. Exports Ltd. And Sunflower Investments and Textiles Ltd. (since merged with NWS pursuant to Scheme of Arrangement)		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
Details of the acquisition/disposal as follows	Number	% w.r.t.total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
<b>Before the acquisition under consideration, holding of :</b>			
a) Shares carrying voting rights Nowrosjee Wadia & Sons Ltd	26,40,520	3.79 %	3.79 %
N W Exports Ltd.	1,23,17,275	17.65 %	17.65 %
Sunflower Investments and Textiles Ltd.	83,95,430	12.03 %	12.03 %
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by equity shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	-	-	-
<b>e) Total (a+b+c+d)</b>	<b>2,33,53,225</b>	<b>33.47</b>	<b>33.47</b>
<b>Details of acquisition/sale</b>			
a) Shares carrying voting rights acquired/sold Nowrosjee Wadia & Sons Ltd	1,79,45,407	25.72%	25.72%
N W Exports Ltd.	(1,18,17,275)	16.94%	16.94%
Sunflower Investments and Textiles Ltd	(61,28,132)	8.79%	8.79%
b) VRs acquired otherwise than by shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	-	-	-
d) Shares encumbered / invoked/released by the acquirer	-	-	-
<b>e) Total (a+b+c+/-d)</b>	<b>0</b>	<b>0</b>	<b>0</b>

<b>After the acquisition, holding of :</b>			
a) Shares carrying voting rights			
Nowrosjee Wadia & Sons Ltd	2,05,85,927	29.50%	29.50%
N W Exports Ltd	500,000	0.72%	0.72%
Sunflower Investments and Textiles Ltd	22,67,298	3.25%	3.25%
b) Shares encumbered with the acquirer	-	-	-
c) VRs otherwise than by shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	-	-	-
e) Total (a+b+c+d)	<b>2,33,53,225</b>	<b>33.47%</b>	<b>33.47%</b>
Mode of acquisition/sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer / encumbrance, etc).	The shares were transferred pursuant to the Scheme of Arrangement of N.W. Export Ltd. (NWE/ Transferor Company1) and Sunflower Investments and Textiles Ltd (SITL/Transferor Company2) with Nowrosjee Wadia & Sons Ltd.(NWS/Transferee Company), approved by NCLT vide its order dated 22 <sup>nd</sup> June, 2017, whereby the shares held in the name of N.W. Export Ltd. and Sunflower Investments and Textiles Ltd. were transferred to acquirer post- merger. The shares were credited to the demat account of NWS on 20 <sup>th</sup> February, 2018 and confirmation received from Depository Participant on 23 <sup>rd</sup> February, 2018.		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	20 <sup>th</sup> February, 2018		
Equity share capital / total voting capital of the TC before the said acquisition/sale	6,97,71,900 Equity shares		
Equity share capital/ total voting capital of the TC after the said acquisition/sale	6,97,71,900 Equity shares		
Total diluted share/voting capital of the TC after the said acquisition/sale.	6,97,71,900 Equity shares		

Yours Faithfully,

**For Nowrosjee Wadia & Sons Ltd.**



**Name: K. D. Nalladaru**

**Designation: Company Secretary & Finance Controller**

**Date: 27th February, 2018**

**Place: Mumbai**

**Note:**

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Reg. 31 of Listing Regulations.

(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.