



-1736-  
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: 16<sup>th</sup> March, 2018

The Secretary,  
BSE Ltd.,  
PhirozeJeejeebhoy 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-400051

Dear Sir(s),

**SUB:DISCLOSURE UNDER REG. 10(6) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011.**

This is in continuation with the Disclosure made by us on 27<sup>th</sup> February 2018 in terms of Regulation 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, we are enclosing herewith a disclosure under the said regulation, containing details of transfer of shares of the Target Company i.e. The Bombay Burmah Trading Corporation, Ltd. to Nowrosjee Wadia & Sons Ltd. (Transferee Company), pursuant to the Scheme of Arrangement of N.W. Export Ltd. (Transferor Company1) and Sunflower Investments and Textiles Ltd (Transferor Company2) with Transferee Company as per the statement of holding received by on 14<sup>th</sup> March, 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: 16<sup>th</sup> March, 2018

Place: Mumbai

Encl: As above.

Cc: The Bombay Burmah Trading Corp. Ltd

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(“SEBI SAST Regulations”)

|    |  |  |  |
|----|--|--|--|
| 1. | Name of the Target Company (TC)  | The Bombay Burmah Trading Corporation Ltd.   |  |
| 2. | Name of the acquirer(s)  | Nowrosjee Wadia & Sons Ltd.  |  |
| 3. | Name of the stock exchange where shares of the TC are listed   | BSE Limited & National Stock Exchange Limited  |  |
| 4. | Details of the transaction including rationale, if any, for the transfer/acquisition of shares.  | <p>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 &amp; Sons Ltd.(NWS/Transferee Company), approved by National Company Law Tribunal vide its order dated 22<sup>nd</sup> June, 2017, whereby 6,12,8132 equity shares representing 8.78% of share capital of the Corporation held by Sunflower Investments &amp; Textiles Limited and 11817275 equity shares representing 16.94% of share capital of the Corporation held by N.W. Exports Limited were transferred to acquirer on 20<sup>th</sup> February, 2018 .</p> <p>2,6,7000 equity shares representing 0.38% of share capital of the Corporation held by Sunflower Investments &amp; Textiles Limited were credited to the demat account of NWS on 13<sup>th</sup> March, 2018 and confirmation received from Depository Participant was on 14<sup>th</sup> March, 2018.</p> |  |
| 5. | Relevant regulation under which the acquirer is exempted from making open offer.   | Regulation 10(1) (d) (iii) of SEBI (SAST) Regulations, 2011.   |  |
| 6. | Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so,<br>- whether disclosure was made and whether it was made within the timeline specified under the regulations.<br>- date of filing with the stock exchange. | <p>No</p> <p>N/A</p> <p>N/A</p>  |  |
| 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   | Sunflower Investments and Textiles Ltd   | Not Applicable   |

|    |                      |   |   |                                   |                    |                                   |
|----|----------------------|---|---|-----------------------------------|--------------------|-----------------------------------|
|    | b.                   | Date of Acquisition   | 13 <sup>th</sup> March, 2018  | N/A                               |                    |                                   |
|    | c.                   | Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above | SITL: 22,67,298 Equity Shares constituting 3.25% of the total paid up capital of the TC.<br><br>NWE: 500,000 Equity Shares constituting 0.72% of the total paid up capital of the TC  | N/A                               |                    |                                   |
|    | d.                   | Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC          | SITL: 22,67,298 Equity Shares constituting 3.25% of the total paid up capital of the TC.<br><br>NWE: 500,000 Equity Shares constituting 0.72% of the total paid up capital of the TC. | N/A                               |                    |                                   |
|    | e.                   | Price at which shares are proposed to be acquired / actually acquired                                   | N.A.  | N.A.                              |                    |                                   |
| 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 Acquirer / Transferee  |   |                                   |                    |                                   |
|    |                      | Nowrosjee Wadia & Sons Ltd.   | 20585927  | 29.50%                            | 23353225           | 33.47%                            |
|    | b                    | Each Seller / Transferor  |   |                                   |                    |                                   |
|    |                      | 1. Sunflower Investments & Textiles Ltd   | 2267298   | 3.25%                             | 0                  | 0.00                              |
|    |                      | 2. N.W. Export Ltd.   | 500000  | 0.72%                             | 0                  | 0.00                              |

\* 20,00,298 equity shares representing 2.87% of share capital of the Corporation held by Sunflower Investments & Textiles Limited and 500,000 equity shares representing 0.72% of share capital of the Corporation held by N.W. Exports Limited will be transferred in due course to Nowrosjee Wadia & Sons Ltd. The Stock Exchanges will be informed accordingly upon transfer.

For Nowrosjee Wadia & Sons Ltd.

*K. D. Nalladaru*

Name: K. D. Nalladaru

Designation: Company Secretary & Finance Controller

Date: 16<sup>th</sup> March, 2018

Place: Mumbai

