

BAYMANCO INVESTMENTS LIMITED

Registered Office: Les Cascades Building, Edith Cavell Street, Port Louis, Mauritius
(Company No.:141008)

8th March, 2017

By email to
corp.relations@bseindia.com
takeover@nse.co.in

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

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,
INDIA

Dear Sirs

Sub: Intimation under Regulation 10(5) in respect of proposed acquisition of shares under Regulation 10(1)(a)(ii) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and takeovers) Regulations, 2011.

Please find attached intimation under Regulation 10(5) in respect of proposed acquisition of shares of M/s Bombay Dyeing & Manufacturing Co. Ltd. under Regulation 10(1)(a)(iii) of the SEBI (SAST) Regulations, 2011. This is for your information and records.

Thanking you,

Yours faithfully,

For Baymanco Investments Limited



Jaideep Pandit
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 (“ Transferee ”)
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	Acquirer is part of the promoter group of the TC Acquirer is a wholly owned subsidiary of The Bombay Burmah Trading Corporation, Limited which is one of the Promoters of the TC
4.	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired	The Bombay Burmah Trading Corporation, Limited (“ Transferor ”)
	b. Proposed date of acquisition	Any time after four working days from the date of this intimation i.e. on or after 16 th March, 2017.
	c. Number of shares to be acquired from each person mentioned in 4(a) above	Upto 5,65,68,631 shares
	1) Total shares to be acquired as % of share capital of TC	Upto 5,65,68,631 shares constituting 27.39% of the total paid up share capital of the TC
	2) 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.
	3) Rationale, if any, for the proposed transfer	Inter-se transfer of shares 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)(iii) 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 55.95 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)	No compliances were applicable to the Transferor and Transferee under Chapter V of the SEBI (SAST) Regulations and corresponding provisions of the repealed Takeover Regulations, 1997 during 3 years prior to the date of proposed acquisition.
	ii. The aforesaid disclosures made during	Not Applicable

	previous 3 years prior to the date of proposed acquisition to be furnished.				
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,2011 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	5,000	0.00	5,65,73,631	27.39
	TOTAL (a)	5,000	0.00	5,65,73,631	27.39
	b) PACs (other than sellers)*				
	i. Maureen Nusli Wadia	5,78,010	0.28	5,78,010	0.28
	ii. Jehangir Nusli Wadia	2,87,525	0.14	2,87,525	0.14
	iii. Ness Nusli Wadia	12,19,418	0.59	12,19,418	0.59
	iv. Sahara Investments Private Limited	4,68,336	0.23	4,68,336	0.23
	v. Go Investments & Trading Private Limited	500	0.00	500	0.00
	vi. Go Airlines(India) Limited	1,000	0.00	1,000	0.00
	vii. National Peroxide Limited	14,89,700	0.72	14,89,700	0.72
	viii. Afco Industrial & Chemicals Limited	59,660	0.03	59,660	0.03
	ix. Nusli Neville Wadia, Nusli Neville Wadia Trust	1,37,000	0.07	1,37,000	0.07
	x. Nusli Neville Wadia, Trustees of Jer Mavis Settlement No. II	15,88,500	0.77	15,88,500	0.77
	xi. Nusli Neville Wadia, Diana Claire Trust	1,80,530	0.09	1,80,530	0.09
	xii. Nessville Trading Private Limited	24,550	0.01	24,550	0.01
	xiii. Nidhivan Investments & Trading Company Limited	2,63,058	0.13	2,63,058	0.13
	xiv. Naperol Investments Limited	4,06,200	0.20	4,06,200	0.20
	xv. Macrofil Investments Limited	4,09,700	0.20	4,09,700	0.20
	xvi. Lotus Viniyog Private Limited	1,44,690	0.07	1,44,690	0.07
	xvii. Havenkores Real Estates Private Limited	2,68,672	0.13	2,68,672	0.13
	xviii. Heera Holdings & Leasing Private Limited	1,52,103	0.07	1,52,103	0.07
	xix. Wadia Investments Limited	4,19,750	0.20	4,19,750	0.20
	xx. Wadia Techno Engineering Services Limited	1,95,460	0.09	1,95,460	0.09
	xxi. DPI Products & Services Limited	2,64,900	0.13	2,64,900	0.13
	xxii. N. N. Wadia Admin of Estate of LT EF Dinshaw	500	0.00	500	0.00

xxiii. Dina Neville Wadia	4,58,220	0.22	4,58,220	0.22
xxiv. Estate of Smt Bachoobai Woronzow	8,14,030	0.39	8,14,030	0.39
xxv. Diana Claire Wadia	15,28,810	0.74	15,28,810	0.74
xxvi. Sunflower Investments & Textiles Private Limited	2,21,39,783	10.72		
<u>Less: proposed to sell</u>	(2,21,34,783)	(10.72)	5,000	0.00
xxvii. Nowrosjee Wadia and Sons Ltd.	64,60,293	3.13		
<u>Less: proposed to sell</u>	(64,55,293)	(3.13)	5,000	0.00
xxviii. N W Exports Limited	2,79,83,555	13.55		
<u>Less: proposed to sell</u>	(2,79,78,555)	(13.55)	5,000	0.00
xxix. Naira Holdings Limited	27,40,000	1.33	27,40,000	1.33
xxix. Newpoint Enterprises Limited	2,50,000	0.12	2,50,000	0.12
xxx. Ben Nevis Investments Limited	1,02,83,790	4.98	1,02,83,790	4.98
TOTAL (b)	2,46,49,612	11.93	2,46,49,612	11.93
c) Sellers				
i. The Bombay Burmah Trading Corporation, Limited	2,96,39,375	14.35	2,96,39,375	14.35
<u>Add: proposed to be acquired</u>	5,65,68,631 ⁽³⁾	27.39		
TOTAL (c)	8,62,08,006	41.74	2,96,39,375	14.35

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.
- 3) The Bombay Burmah Trading Corporation, Limited proposes to acquire 5,65,68,631 shares before the transaction mentioned in this intimation.

For Baymanco Investments Limited

Jaideep Pandit

Director

Date: 8.3.2017

Place: Mauritius