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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: 27th February, 2018

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

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 Sir(s),

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

In terms of Regulation 10(6) 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 Dyeing & Mfg. Co. Ltd., due to Scheme of Arrangement of N.W. Export Ltd. (Transferor Company1) and Sunflower Investments and Textiles Ltd (Transferor Company2) with Nowrosjee Wadia & Sons Ltd.(Transferee Company) as per the statement of holding received by us on 23rd February, 2018 from the Depository Participant.

Please take the same on record.

Yours Faithfully,

For Nowrosjee Wadia & Sons Ltd.

K. D. Nalladaru

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

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

Cc: The Bombay Dyeing & Mfg. Co. 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 Dyeing & Mfg. Co. 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.		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 22nd 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 20th February, 2018 and confirmation received from Depository Participant on 23rd February, 2018.	
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, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange.		No N/A N/A	
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~~	N.W. Export Ltd. And Sunflower Investments and	No
	b.	Date of Acquisition	20th February, 2018	N/A

	c.	Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	NWE: 5,000 Equity Shares constituting 0.00% of the total paid up capital of the TC. SITL: 9,00,000 Equity Shares constituting 0.44% 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	NWE: 5,000 Equity Shares constituting 0.00% of the total paid up capital of the TC. SITL: 9,00,000 Equity Shares constituting 0.44% 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.	64,60,293	3.13%	73,65,293	3.57%
	b	Each Seller / Transferor				
		1. N.W. Export Ltd.	5,000	0.00%	NIL	NIL
		2. Sunflower Investments & Textiles Ltd	90,00,00	0.44%	NIL	NIL

For Nowrosjee Wadia & Sons Ltd.

K.D. Nalladaru

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

Date: 27th February, 2018
Place: Mumbai