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THE WADIA GROUP[®]

NOWROSJEE WADIA & SONS LIMITED

Registered Address :

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Mumbai - 400 001

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

Date: 27th February, 2018

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

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. 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 Dyeing & Mfg. Co. 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 23rd 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 Dyeing & Mfg. Co. Ltd

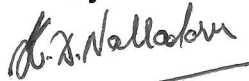
Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	The Bombay Dyeing & Mfg. Co. 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 (**)
Before the acquisition under consideration, holding of :			
a) Shares carrying voting rights			
Nowrosjee Wadia & Sons Ltd	64,60,293	3.13	3.13
N W Exports Ltd.	5,000	0.00	0.00
Sunflower Investments and Textiles Ltd.	9,00,000	0.44	0.44
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)	-	-	-
e) Total (a+b+c+d)	73,65,293	3.57	3.57
Details of acquisition/sale			
a) Shares carrying voting rights acquired/sold			
Nowrosjee Wadia & Sons Ltd	9,05,000	0.44	0.44
N W Exports Ltd.	(5,000)	0.00	0.00
Sunflower Investments and Textiles Ltd	(9,00,000)	0.44	0.44
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	-	-	-
e) Total (a+b+c+/-d)	0	0	0

After the acquisition, holding of :			
a) Shares carrying voting rights	73,65,293	3.57	3.57
Nowrosjee Wadia & Sons Ltd	-	-	-
N W Exports Ltd	-	-	-
Sunflower Investments and Textiles Ltd	-	-	-
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)	73,65,293	3.57	3.57
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 nd 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 th February, 2018 and confirmation received from Depository Participant on 23 rd February, 2018.		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	20 th February, 2018		
Equity share capital / total voting capital of the TC before the said acquisition/sale	20,65,34,900 Equity shares		
Equity share capital/ total voting capital of the TC after the said acquisition/sale	20,65,34,900 Equity shares		
Total diluted share/voting capital of the TC after the said acquisition/sale.	20,65,34,900 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.