BAYMANCO INVESTMENTS LIMITED

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

22nd 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 **("SEBI (SAST) Regulations").**

Ref: Our earlier intimation dated 8th March, 2017.

Please find attached, intimation under Regulation 10(5) in respect of proposed acquisition of up to 4,92,00,000 shares of M/s Bombay Dyeing & Manufacturing Co. Ltd. under Regulation 10(1)(a)(iii) of the SEBI (SAST) Regulations. Our earlier intimation dated March 8, 2017 shall stand rescinded.

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 30th March, 2017.
	c. Number of shares to be acquired from each person mentioned in 4(a) above	Upto 4,92,00,000 shares
	1) Total shares to be acquired as % of share capital of TC	Upto 4,92,00,000 shares constituting 23.82 % 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 63.86 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 previous 3 years prior to the date of proposed acquisition to be furnished.	Not Applicable

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	4,92,05,000	23.82
	TOTAL (a)	**5,000**	**0.00**	**4,92,05,000**	**23.82**
	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	9,00,000	0.44	9,00,000	0.44
	xxvii. Nowrosjee Wadia and Sons Ltd.	64,60,293	3.13	64,60,293	3.13
	xxviii. N W Exports Limited	5,000	0.00	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)	**3,19,99,905**	**15.50**	**3,19,99,905**	**15.50**
	c) Sellers i. The Bombay Burmah Trading Corporation, Limited	7,88,57,713	38.18	2,96,57,713	14.36
	TOTAL (c)	**7,88,57,713**	**38.18**	**2,96,57,713**	**14.36**

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) Our earlier intimation dated March 8, 2017 under Regulation 10(1)(a)(ii) of the SEBI (SAST) Regulations shall stand rescinded.

For Baymanco Investments Limited



Jaideep Pandit
Director
Date: 22.3.2017
Place: Mauritius

NOWROSJEE WADIA & SONS LIMITED

-1736-
THE WADIA GROUP®

Registered Address :
Neville House, J. N. Heredia
Marg, Ballard Estate,
Mumbai - 400 001

Admin Office :
C-1, Wadia International Centre
(W.I.C.), Pandurang Budhkar
Marg, Worli, Mumbai - 400 025

Telephone No.: +91 22 6743 8084 Fax No.: +91 22 6749 5200

CIN - U51900MH1944PLC004225

07.04.2014

The Secretary,
Bombay Stock Exchange 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 Sirs,

Sub. : Disclosure of shareholding

As required in terms of regulation 30(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011, we enclose in the requisite format a list of names of promoters and persons having control over the **target Company, The Bombay Dyeing & Mfg. Co. Ltd.**, as on 31st March, 2014.

Yours faithfully,
For Nowrosjee Wadia & Sons Ltd.

Kaioz Nalladaru
Manager & Company Secretary

Encl.: a/s.

Cc: The Bombay Dyeing & Manufacturing Company Limited
C-1, Wadia International Centre,
Pandurang Budhkar Marg,
Worli
Mumbai – 400 025

BSE LTD.
INWARD SECTION
09 APR 2014
CONTENTS NOT VERIFIED
SIGN.....

Format for Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011

1.	Name of the Target Company (TC)	The Bombay Dyeing & Mfg. Co. Ltd.
2.	Name(s) of the Stock Exchange(s) where the shares of the TC are listed	Bombay Stock Exchange Limited (BSE) National Stock Exchange of India Limited (NSE)
3.	Particulars of the shareholder(s) :	**Promoter(s), member of the promoter group:** Nowrosjee Wadia and Sons Ltd.
a.	Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC.	The Bombay Burmah Trading Corpn., Ltd. Sunflower Investments & Textiles Pvt. Ltd. N.W. Exports Ltd. National Peroxide Ltd. Wadia Investments Ltd. Macrofil Investments Ltd. Naperol Investments Ltd. DPI Products & Services Ltd.
b.	Or Name(s) of promoter(s), member of the promoter group and PAC with him.	Wadia Techno-Engineering Services Ltd. Lotus Viniyog Pvt. Ltd. Havenkores Real Estates Pvt. Ltd. Afco Industrial & Chemicals Ltd. Nessville Trading Pvt. Ltd. Go Airlines (India) Ltd. Go Investments & Trading Pvt. Ltd. Nidhivan Investments & Trading Co. Pvt. Ltd. Heera Holdings & Leasing Pvt. Ltd. Sahara Investments Pvt. Ltd. Nusli N. Wadia (Trust A/c) Nusli N. Wadia (Trust A/c) Nusli N. Wadia (Trust A/c) N N Wadia, Administrator of Estate of Late E F Dinshaw Estate of Smt. Bachoobai Woronzow Ben Nevis Investments Ltd. Newpoint Enterprises Ltd. Mr. Nusli N Wadia Ms. Maureen N. Wadia Mr. Ness N. Wadia Mr. Jeh. N. Wadia Ms. Diana Claire Wadia Ms. Dina Neville Wadia Ms. Elizabeth A. Guhl

4.	Particulars of the shareholding of person(s) mentioned at (3) above	Number of shares	% wrt total share/voting capital wherever applicable	% of total diluted share / voting capital of TC (*)
	As of March 31st , 2014 holding of :			
	(a) Shares	10,81,22,618	52.35	52.34
	(b) Voting Rights (otherwise than by shares)	NA	NA	NA
	(c) Warrants	NA	NA	NA
	(d) Convertible Securities	NA	NA	NA
	(e) Any other instrument that would entitle the holder to receive shares in the TC (GDRs)	27,25,000	1.32	1.32
	Total	11,08,47,618	53.67	53.66

(*)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.

Note

1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.

For Nowrosjee Wadia & Sons Ltd.

Kaioz Nalladaru
Manager & Company Secretary

Place: Mumbai
Date: 7th April, 2014

NOWROSJEE WADIA & SONS LIMITED

-1736-
THE WADIA GROUP®

Registered Address :
Neville House, J. N. Heredia
Marg, Ballard Estate,
Mumbai - 400 001

Admin Office :
C-1, Wadia International Centre
(W.I.C.), Pandurang Budhkar
Marg, Worli, Mumbai - 400 025

Telephone No.: +91 22 6743 8084
Fax No.: +91 22 6749 5200

CIN :- U51900MH1944PLC004225

April 10, 2015

The Secretary,
Bombay Stock Exchange 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 (East)
Mumbai 400 051

Dear Sirs,

Sub. : Disclosure of shareholding

As required in terms of regulation 30(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011, we enclose in the requisite format a list of names of promoters and persons having control over the **target Company, The Bombay Dyeing & Mfg. Co. Ltd.**, as on March 31, 2015.

Yours faithfully,
For Nowrosjee Wadia & Sons Ltd.

(Kaioz Nalladaru)
Manager & Company Secretary

Encl.: a/s.

Cc: The Bombay Dyeing and Manufacturing Company Limited
C-1, Wadia International Centre,
Pandurang Budhkar Marg,
Worli
Mumbai – 400 025

BSE LTD.
INWARD SECTION
13 APR 2015
CONTENTS NOT VERIFIED
SIGN.....

Annexure – 1

Format for Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011

1.	Name of the Target Company (TC)	The Bombay Dyeing & Mfg. Co. Ltd.
2.	Name(s) of the Stock Exchange(s) where the shares of the TC are listed	Bombay Stock Exchange Limited (BSE) National Stock Exchange of India Limited (NSE)
3.	Particulars of the shareholder(s) :	**Promoter(s), member of the promoter group:**
a.	Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC.	Nowrosjee Wadia and Sons Ltd. The Bombay Burmah Trading Corpn. Ltd. Sunflower Investments & Textiles Pvt. Ltd. N.W. Exports Ltd. National Peroxide Ltd. Wadia Investments Ltd. Macrofil Investments Ltd. Naperol Investments Ltd. DPI Products & Services Ltd. Wadia Techno-Engineering Services Ltd. Lotus Viniyog Pvt. Ltd. Havenkores Real Estates Pvt. Ltd. Afco Industrial & Chemicals Ltd. Nessville Trading Pvt. Ltd. Go Airlines (India) Ltd. Go Investments & Trading Pvt. Ltd. Nidhivan Investments & Trading Co. Pvt. Ltd. Heera Holdings & Leasing Pvt. Ltd. Sahara Investments Pvt. Ltd. Nusli N. Wadia (Trust A/c) Nusli N. Wadia (Trust A/c) Nusli N. Wadia (Trust A/c) N. N. Wadia, Administrator of Estate of Late E. F. Dinshaw Estate of Smt. Bachoobai Woronzow
b.	Or Name(s) of promoter(s), member of the promoter group and PAC with him.	

		Ben Nevis Investments Ltd. Newpoint Enterprises Ltd. Mr. Nusli N Wadia Ms. Maureen N. Wadia Mr. Ness N. Wadia Mr. Jeh. N. Wadia Ms. Diana Claire Wadia Ms. Dina Neville Wadia Ms. Elizabeth A. Guhl

4.	Particulars of the shareholding of person(s) mentioned at (3) above	Number of shares	% wrt total share/voting capital wherever applicable	% of total diluted share / voting capital of TC (*)
	As of March 31, 2015 holding of :			
	(a) Shares	10,81,22,618	52.35	52.35
	(b) Voting Rights (otherwise than by shares)	NA	NA	NA
	(c) Warrants	NA	NA	NA
	(d) Convertible Securities	NA	NA	NA
	(e) Any other instrument that would entitle the holder to receive shares in the TC (GDRs)	27,30,000	1.32	1.32
	Total	11,08,52,618	53.67	53.67

(*) 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.

Note

1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.

For Nowrosjee Wadia & Sons Ltd.

(Kaioz Nalladaru)
Manager & Company Secretary

Place: Mumbai
Date: April 10, 2015

For Nowrosjee Wadia & Sons Ltd.

(Kaioz Nalladaru)
Manager & Company Secretary

Place : Mumbai
Date : April 10, 2015

-1736-
THE WADIA GROUP

NOWROSJEE WADIA & SONS LIMITED o/c

Registered Address :
Neville House, J. N. Heredia
Marg, Ballard Estate,
Mumbai - 400 001

Admin Office :
C-1, Wadia International Centre
(W.I.C.), Pandurang Budhkar
Marg, Worli, Mumbai - 400 025

Telephone No.: +91 22 6743 8084
Fax No.: +91 22 6749 5200
CIN :- U51900MH1944PLC004225

Email:kaioz.nalladaru@bombaydyeing.com

April 11, 2016

The Secretary,
Bombay Stock Exchange Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI-400001.

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 Sirs,

Sub. : Disclosure of shareholding

As required in terms of regulation 30(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011, we enclose in the requisite format a list of names of promoters and persons having control over the **target Company, The Bombay Dyeing & Mfg. Co. Ltd.,** as on March 31, 2016.

BSE LTD.
INWARD SECTION
11 APR 2016
CONTENTS NOT VERIFIED
SIGN..... 16:28.....

Yours faithfully,
For Nowrosjee Wadia & Sons Ltd.

Jairaj C. Bham
Director
(DIN:02806038)

Encl.: As above

Cc: The Bombay Dyeing and Manufacturing Company Limited
C-1, Wadia International Centre,
Pandurang Budhkar Marg,
Worli
Mumbai – 400 025

Annexure – 1

Format for Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011

1.	Name of the Target Company (TC)	The Bombay Dyeing & Mfg. Co. Ltd.
2.	Name(s) of the Stock Exchange(s) where the shares of the TC are listed	Bombay Stock Exchange Limited (BSE) National Stock Exchange of India Limited (NSE)
3.	Particulars of the shareholder(s) :	**Promoter(s), member of the promoter group:** Nowrosjee Wadia and Sons Ltd. The Bombay Burmah Trading Corpn., Ltd. Sunflower Investments & Textiles Pvt. Ltd. N.W. Exports Ltd. National Peroxide Ltd. Wadia Investments Ltd. Macrofil Investments Ltd. Naperol Investments Ltd. DPI Products & Services Ltd. Wadia Techno-Engineering Services Ltd. Lotus Viniyog Pvt. Ltd. Havenkores Real Estates Pvt. Ltd. Afco Industrial & Chemicals Ltd. Nessville Trading Pvt. Ltd. Go Airlines (India) Ltd. Go Investments & Trading Pvt. Ltd. Nidhivan Investments & Trading Co. Pvt. Ltd. Heera Holdings & Leasing Pvt. Ltd. Sahara Investments Pvt. Ltd. Nusli N. Wadia (Trust A/c) Nusli N. Wadia (Trust A/c) Nusli N. Wadia (Trust A/c) N N Wadia, Administrator of Estate of Late E F Dinshaw Estate of Smt. Bachoobai Woronzow Ben Nevis Investments Ltd. Newpoint Enterprises Ltd. Mr. Nusli N Wadia Ms. Maureen N. Wadia Mr. Ness N. Wadia Mr. Jeh. N. Wadia Ms. Diana Claire Wadia Ms. Dina Neville Wadia Ms. Elizabeth A. Guhl
a.	Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC.	
b.	Or Name(s) of promoter(s), member of the promoter group and PAC with him.	

4.	Particulars of the shareholding of person(s) mentioned at (3) above	Number of shares	% wrt total share/voting capital wherever applicable	% of total diluted share / voting capital of TC (*)
	As of March 31, 2016 holding of :			
	(a) Shares	10,81,22,618	52.35	52.35
	(b) Voting Rights (otherwise than by shares)	NA	NA	NA
	(c) Warrants	NA	NA	NA
	(d) Convertible Securities		NA	NA
	(e) Any other instrument that would entitle the holder to receive shares in the TC (GDRs)	27,30,000	1.32	1.32
	Total	11,08,52,618	53.67	53.67

(*) 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.

Note

1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.

Yours faithfully,

For Nowrosjee Wadia & Sons Ltd.

Jairaj C. Bham
Director
(DIN:02806038)

Place : Mumbai
Date : April 11, 2016