BOMBAY DYEING

22nd June, 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.: ACQUISITON OF SHARES OF PT. FIVE STAR TEXTILE INDONESIA BY THE COMPANY

REF.: REGULATION 30 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("LISTING REGULATIONS")

This is to inform that the Company has signed a term sheet to acquire additional 3409 shares (representing 52.11% of total paid up capital) in its existing Joint Venture in Indonesia viz. PT. Five Star Textile Indonesia.

With this additional acquisition, the shareholding of the Company in the Joint Venture will rise to 86% from 33.89% at present, thereby making it a subsidiary of the Company. This is a strategic move to wind up the loss making Joint Venture in due course.

The details as required under Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015 are given in **Annexure – A** to this letter.

We request you to take the same on record.

Yours Faithfully,
For The Bombay Dyeing and Manufacturing Company Limited

THE BOMBAY DYEING & MFG. CO. LTD. Reg. Office Neville House, J. N. Heredia Marg, Ballard Estate MUMBAI-400 001.

SANJIVE ARORA
Company Secretary
Encl: as above

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CC:

National Securities Depository Ltd.,
Trade World, 4th Floor, Kamala Mills Compound,
S. Bapat Marg, Lower Parel,
MUMBAI – 400 013.

Central Depository Services (India) Ltd.,
Phiroze Jeejeebhoy Towers, 16th Floor,
Dalal Street,
Mumbai- 400 023.

Bourse de Luxembourge,
Societe de La Bourse de Luxembourg,
Societe Anonyme, R. C. 36222, BP 165, L- 2011,
LUXEMBOURG.

Citibank N.A.,
DR Account Management,
Citigroup Corporate & Investment Bank,
14th Floor, 388, Greenwich Street,
NEWYORK, NY (USA) 10013.

M/s Karvy Computershare Private Limited
Karvy Selenium Tower B,
Plot 31-32, Gachibowli,
Financial District, Nanakramguda,
Hyderabad – 500 032

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Annexure- A

ACQUISITION (INCLUDING AGREEMENT TO ACQUIRE)

Sr. No.	Details of Events that need to be provided	Information of such event
a)	Name of the target entity, details in brief such as size, turnover etc.;	PT. Five Star Textile Indonesia (hereinafter referred to as "PTFS") Paid up Share Capital : USD 6,542,000 Turnover for the year ended 31st December, 2017 : USD 1,838,673
b)	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms length";	No, It is not a related party transaction. Restpoint Investments Limited holds 14% shareholding in PTFS; it is a wholly owned subsidiary of one of the Promoters of the Company i.e. The Bombay Burmah Trading Corporation Limited.
c)	Industry to which the entity being acquired belongs;	Textile Industry
d)	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	This is a strategic move to wind up this loss making Joint Venture in due course.
e)	Brief details of any governmental or regulatory approvals required for the acquisition;	N.A.
f)	Indicative time period for completion of the acquisition;	Within 45 days
g)	Nature of consideration - whether cash consideration or share swap and details of the same;	Cash
h)	Cost of acquisition or the price at which the shares are acquired;	Total purchase consideration – USD 34

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<table>
<tr><td>i)</td><td>Percentage of shareholding / control acquired and / or number of shares acquired;</td><td>Percentage : 52.11%
Number of shares: 3409 shares</td></tr>
<tr><td>j)</td><td>Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);</td><td>PT. Five Star Textile Indonesia was incorporated at Jakarta in Indonesia on March 21, 1979 within the Framework of Foreign Capital Investment Law no. 1 of 1967 as amended from time to time.

The main object of the Company is: Manufacturing and selling of yarn, cloth and other textile products.

<u>History of last 3 years turnover:</u>

<table>
<tr><th>FY ended</th><th>Turnover (In USD)</th></tr>
<tr><td>31.12.2015</td><td>2,025,360</td></tr>
<tr><td>31.12.2016</td><td>1,662,544</td></tr>
<tr><td>31.12.2017</td><td>1,838,673</td></tr>
</table>

PTFS has been incurring losses for many years hence this is a strategic move to wind up the Joint Venture in due course.
Losses incurred by PTFS for last 3 years are given below:
<table>
<tr><th>FY ended</th><th>Profit/(Loss) (In USD)</th></tr>
<tr><td>31.12.2015</td><td>(1,784,999)</td></tr>
<tr><td>31.12.2016</td><td>(3,263,670)</td></tr>
<tr><td>31.12.2017</td><td>(1,544,903)</td></tr>
</table>
</td></tr>
</table>

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