

8th September, 2016

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: AMALGAMATION OF ARCHWAY INVESTMENT COMPANY LIMITED WITH THE BOMBAY DYEING AND MANUFACTURING COMPANY LIMITED ("THE COMPANY")

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

With respect to captioned subject, we would like to inform you that the Board of Directors of the Company at its meeting held today i.e. 8th September, 2016, inter alia has approved the Scheme of Amalgamation of Archway Investment Company Limited, wholly owned subsidiary with the Company.

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

You are requested to take note of the above.

Yours Faithfully,
For The Bombay Dyeing and Manufacturing Company Limited



SANJIVE ARORA
Company Secretary
Encl: as above



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 Luxembourg,
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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BOMBAY DYEING

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 entity (ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.;	<ol style="list-style-type: none">1. The Bombay Dyeing and Manufacturing Company Limited (hereinafter referred to as "BDMC") with an Annual Turnover of Rs.1944.34 crores in Financial Year 2015-16.2. Archway Investment Company Limited (hereinafter referred to as "Archway") is a wholly owned subsidiary of BDMC, with an Annual Turnover of Rs. 9.60 crores in Financial Year 2015- 16.
b)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length";	Yes the transaction would fall within the related party transaction. However, the instant merger is between the wholly owned subsidiary and its parent holding company and therefore no valuation report from independent chartered accountant is needed. Accordingly the question of "arms length" does not arise.
c)	Area of business of the entity(ies);	<ol style="list-style-type: none">1. BDMC is a listed company, inter alia, engaged in the business of selling textiles, manufacture of Polyester Staple Fibre (PSF) and real estate development.2. Archway is, inter alia, an Investment Company.
d)	Rationale for amalgamation/merger;	The proposed Scheme aims at unlocking a better value for the public shareholders of the Transferee Company and will result in administrative and operational rationalization, reduction in overheads and other expenses and prevent cost duplication. The synergies created by the amalgamation would increase operational efficiency and integrate business functions.
e)	In case of cash consideration – amount or otherwise share exchange ratio;	N.A.
f)	Brief details of change in shareholding pattern (if any) of listed entity.	No Change in shareholding pattern after merger.

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