

3rd 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: ACQUISITION OF SHARES OF ARCHWAY INVESTMENT COMPANY LIMITED BY THE BOMBAY DYEING & MANUFACTURING CO. LTD.

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 Bombay Dyeing & Manufacturing Company Limited ("BDMC") has acquired 4.32% of equity share capital (2,24,400 equity shares) of Archway Investment Company Limited ("Archway") from minority shareholders. By this acquisition, Archway has become wholly owned subsidiary of BDMC.

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**



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 target entity, details in brief such as size, turnover etc.;	<p>Archway Investment Company Limited (hereinafter referred to as "Archway")</p> <p><u>Paid up Share Capital :</u> Rs. 52,05,00,000 (52,05,500 Equity shares of Rs. 100/- each)</p> <p><u>Turnover for the year ended March 31, 2016 :</u> Rs. 9,60,41,263/-</p>
b)	<p>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?</p> <p>If yes, nature of interest and details thereof and whether the same is done at "arms length";</p>	<p>Archway is a subsidiary company of The Bombay Dyeing and Manufacturing Company Limited ("BDMC"). Thus Archway is a related party in terms of Reg. 2(zb) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>Therefore the acquisition of Equity shares of Archway falls within related party transactions in terms of Reg. 2(zc) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>The shares have been acquired based on Independent Valuation Report issued by a Practicing Chartered Accountant at Arm's length basis.</p>
c)	Industry to which the entity being acquired belongs;	Non Banking Financial Institution.
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);	BDMC was already holding 95.68% of equity share capital of Archway. By acquisition of further 4.32% of equity share, Archway has become wholly owned subsidiary of BDMC.
e)	Brief details of any governmental or regulatory approvals required for the acquisition;	N.A.
f)	Indicative time period for completion of the acquisition;	3 rd September, 2016



BOMBAY DYEING

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;	Rs. 12,56,07,900/- (Rs. 559.75/- per share)								
i)	Percentage of shareholding / control acquired and / or number of shares acquired;	By acquisition of 4.32% of equity share capital (2,24,400 equity shares) of Archway by BDMC, Archway has become wholly owned subsidiary of BDMC.								
j)	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);	<p>Archway was incorporated on 2nd November, 1976 in India.</p> <p>The main object of the Company is: To carry on the business of an Investment Company.</p> <p><u>History of last 3 years turnover:</u></p> <table border="1"><thead><tr><th>FY</th><th>Turnover (In Rs.)</th></tr></thead><tbody><tr><td>2013-14</td><td>9,77,91,360</td></tr><tr><td>2014-15</td><td>10,03,68,613</td></tr><tr><td>2015-16</td><td>9,60,41,263</td></tr></tbody></table>	FY	Turnover (In Rs.)	2013-14	9,77,91,360	2014-15	10,03,68,613	2015-16	9,60,41,263
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