

THE BOMBAY DYEING & MFG. CO. LIMITED
Neville House, J. N. Heredia Marg, Ballard Estate, MUMBAI 400 001

7th August, 2012

Dear Shareholder(s),

SUB : SUB-DIVISION OF SHARES

The Company is in the process of sub-dividing each equity share of face value of ₹ 10/- into five equity shares of face value of ₹ 2/- each, subject to shareholders' approval. Consequent upon this, the holders of the equity shares of the Company shall receive five equity shares of face value of ₹ 2/- each for every equity share of ₹ 10/- each. By way of this letter, we would like to explain the process involved in the sub-division of shares (for shares held in demat and physical form) and how the Company is going to deal with the same.

A. Procedure for shareholders holding shares in dematerialised Form.

The depository account of the shareholders holding shares in dematerialised form shall be automatically credited by the concerned Depository Participant soon after the record date, to be fixed by the Company after the shareholders' approval, by effecting necessary credit of new split shares under a new ISIN No.

The process is automatic, as such, no action is required to be taken by the shareholders.

B. Procedure for shareholders holding shares in physical form.

For the shareholders holding shares in physical form, two options are available, which are as under :-

Option (1) – Shareholders seeking a direct credit of the sub-divided new shares of ₹ 2/- each to their depository account.

Shareholders holding original share certificate(s) and who wish to have a direct credit of the sub-divided new shares to their depository account will have to do the following:

- (i) Open a depository account in their names in the same order as their name appears on the original share certificate(s) in case you do not have a depository account. Separate depository account will have to be opened for different combination of names. For example, a depository account opened with X as the first holder and Y as the second holder cannot be used for crediting the shares held in the name of Y as the first holder and X as the second holder or in case the shares are held only in the name of X or Y singly. For further clarification you may contact the depository participant with whom you have either opened or propose to open the depository account.
- (ii) Fill up Form A (attached below) and have the same signed by all the shareholder(s) holding such shares.
- (iii) Get the Form A certified by your depository participant for ensuring correctness of the particulars mentioned therein or send us a self attested latest Demat Transaction Statement (not more than 3 months old) of your demat account for confirmation.
- (iv) Send the original share certificate(s) in respect of the shares to be sub-divided and dematerialised along with Form A and a copy of the demat transaction statement of your demat account by Registered Post to our Registrar & Share Transfer Agents, Sharepro Services (India) Pvt. Ltd., Unit: Bombay Dyeing, 13AB, Samhita Warehousing Complex, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai – 400072 (Sharepro). **Please do not use the attached self-addressed postage prepaid envelope for sending Form A and the share certificates as it has to be used only for the purpose of postal ballot.**

Please turnover

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FORM A

[FOR USE BY SHAREHOLDERS OPTING FOR CREDIT OF SUB-DIVIDED SHARES IN THEIR DEPOSITORY ACCOUNT IN EXCHANGE OF ORIGINAL SHARE CERTIFICATE(S)]

Sharepro Services (India) Pvt. Ltd.

Unit: Bombay Dyeing,
13AB, Samhita Warehousing Complex, Sakinaka Telephone Exchange Lane,
Off Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai – 400072

Dear Sirs,

Re:- Credit of sub-divided shares to my/our depository account

Folio No.

No. of shares held.....

Please refer to your letter dated 7th August, 2012 regarding sub-division of existing equity shares of ₹ 10/- each into equity shares of ₹ 2/- each.

I/We hereby submit my/our original share certificate(s) in respect of equity shares of ₹ 10/- each and request you to credit the sub- divided shares to my/our following depository account, subject to necessary verification by you.

Name of the Depository Participant	
Depository Participant's identification No.	
Depository Account No.	
Distinctive Nos. of the certificates surrendered	
Certificate Nos.	

Please turn over for your Signature(s)

The aforesaid facility of directly crediting the sub-divided shares in the designated depository account of the shareholder will be available only up to the Record Date, and the original share certificate(s) and Form A as aforesaid have to be sent to Sharepro on or before the Record Date. On receipt of the original share certificate(s) with Form A duly filled in and signed, Sharepro would verify the documents submitted and directly credit the depository account of the concerned shareholders with the relevant number of subdivided shares soon after the Record Date.

Option (2) – Shareholders desiring to continue holding shares in the physical form.

The shareholders holding physical shares may note that the original share certificates of ₹ 10/- each will stand cancelled on and from the Record Date for sub-division of shares which will be fixed after the shareholders approval by postal ballot.

Shareholders holding original share certificate(s) and who wish to continue to hold the sub-divided new shares in the physical form would be issued new share certificate(s) in lieu of the original share certificate(s).

The new share certificate(s) in respect of the sub-divided shares will be directly despatched to the concerned shareholder(s) by Sharepro within 15 days of the record date.

Shareholders may also note that the shares of the Company are compulsorily traded only in dematerialised form on Stock Exchanges. Shareholders, who have not yet dematerialised, are requested to have their shares dematerialised to avail the benefits of electronic form of trading.

All communications in connection with sub-division of shares should be addressed to Sharepro. In case you need any other information in this regard, you can also write to the undersigned at the below mentioned Corporate office of the Company or e-mail at grievance_redressal_cell@bombaydyeing.com.

The Bombay Dyeing & Mfg. Co. Ltd.
 Secretarial Dept.,
 C-1, Wadia International Center,
 Pandurang Budhkar Marg, Worli, Mumbai – 400025.

C. Validity of existing share certificate(s)

The existing physical share certificates shall be valid only upto the record date to be fixed and announced after the approval of shareholders by postal ballot, and shall cease to be valid for any purpose whatsoever after the Record Date.

The Company will be sending the physical Share certificate(s), wherever applicable, soon after the record date.

By Order of the Board

J. C. BHAM
 Company Secretary

Mumbai, 7th August, 2012

Regd. Office:

Neville House, J. N. Heredia Marg,
 Ballard Estate, Mumbai 400 001.

P.S.: Please ignore this letter, in case you have already sold your shares.

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Signature			
Name			
	First/Sole holder	Second holder	Third holder

CERTIFICATION OF DEPOSITORY ACCOUNT DETAILS BY THE DEPOSITORY PARTICIPANT

We hereby confirm that a depository account in respect of the aforesaid shareholder(s) has been opened with us and depository account number and the DP Id. No. specified above are correct.

Signature and seal of the depository participant.

Or

A copy of the self-attested latest Demat Transaction Statement (not more than 3 months old) is attached herewith for confirmation.