

BENGAL & ASSAM COMPANY LIMITED

Secretarial Deptt. : 'Gulab Bhawan', 3rd Floor, 6A, Bahadur Shah Zafar Marg, New Delhi - 110 002
Telephone: 011 - 30179888, 30179899, Fax: 011-23739475

BACL:SE:2019
28th May 2019

Through E Mail

BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001.	National Stock Exchange of India Ltd. Exchange Plaza, C-1, Block -G Bandra -Kurla Complex, Bandra(E), Mumbai -400 051
Scrip Code No. of JK Lakshmi:500380	Symbol: JKLAKSHMI

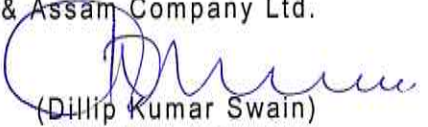
Dear Sir,

Re: Disclosure under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1. Kindly refer to our letter dated 24th May, 2019 informing that the Scheme of Arrangement between Florence Investech Limited (Florence), BMF Investments Ltd. (BMF), J.K. Fenner (India) Ltd. (FIL) and Bengal & Assam Company Ltd. (BACL) and their respective Shareholders sanctioned by the Hon'ble Benches of the National Company Law Tribunal (NCLT) at Kolkata and Chennai by their respective orders dated 5th November, 2018 and 3rd May, 2019, became effective on 24/05/2019 and operative from the Appointed date, i.e., 1st April, 2017.
2. Pursuant to the above Scheme, Florence and BMF stand amalgamated with BACL and stand dissolved. Accordingly, the shareholdings in the Target Company held by Florence (1,36,45,040 – 11.60%) and BMF (1,10,11,386 – 9.36%) stand transferred to and vested with BACL, resulting into increase of the holding of BACL in the Target Company from 2,80,56,895 – 23.84% to 5,27,13,321 – 44.80%.
3. We enclose herewith disclosure under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, regarding increase of our shareholding by 2,46,56,426 (20.96%) pursuant to the aforesaid scheme.
4. This disclosure may also be treated as disclosures for and on behalf of Florence and BMF, under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, since these two Companies stand dissolved and amalgamated with BACL.
5. Kindly take the same on your record.

Thanking you,

Yours faithfully,
For Bengal & Assam Company Ltd.


(Dillip Kumar Swain)
Company Secretary

Encl: As above

CC. The Company Secretary
JK Lakshmi Cement Ltd.
Jayakaypuram, District Sirohi,
Rajasthan-307019



CIN : L67120WB1947PLC221402, Website : www.bengalassam.com, E-mail : dswain@jkmil.com
Regd. Office : 7, Council House Street, Kolkata, West Bengal - 700 001
Telephone : 033 - 22486181 / 22487084, Fax : 033 - 22481641

Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	JK Lakshmi Cement Ltd.		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Bengal & Assam Company Ltd., Promoter		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Ltd. National Stock Exchange of India Ltd.		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of :			
a) Shares carrying voting rights	2,80,56,895	23.84	23.84
b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/others)	-	-	-
c) Voting rights (VR) otherwise than by shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
e) Total (a+b+c+d)	2,80,56,895	23.84	23.84
Details of acquisition/sale			
a) Shares carrying voting rights acquired/sold	2,46,56,426	20.96	20.96
b) VRs acquired /sold otherwise than by shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	-	-	-
d) Shares encumbered / invoked/released by the acquirer.	-	-	-
e) Total (a+b+c+/-d)	2,46,56,426	20.96	20.96



After the acquisition/sale, holding of:			
a) Shares carrying voting rights	5,27,13,321	44.80	44.80
b) Shares encumbered with the acquirer		-	-
c) VRs otherwise than by shares			
d) Warrants/convertible securities /any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	-	-	-
e) Total (a+b+c+d)	5,27,13,321	44.80	44.80
Mode of acquisition/sale (e.g. open market / off-market / public issue / rights issue /preferential allotment / inter-se transfer etc.)	# Pursuant to the Scheme of Arrangement as mentioned herein below.		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	# Pursuant to the Scheme of Arrangement as mentioned herein below.		
Equity share capital / total voting capital of the TC before the said acquisition/sale	Rs. 58,83,50,330 comprising of 11,76,70,066 Equity Shares of Rs. 5/- each (fully paid up)		
Equity share capital/ total voting capital of the TC after the said acquisition/sale	Rs. 58,83,50,330 comprising of 11,76,70,066 Equity Shares of Rs. 5/- each (fully paid up)		
Total diluted share/voting capital of the TC after the said acquisition/sale	Rs. 58,83,50,330 comprising of 11,76,70,066 Equity Shares of Rs. 5/- each (fully paid up)		

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) 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.

Pursuant to the Scheme of Arrangement between Florence Investech Limited (Florence), BMF Investments Ltd. (BMF), J.K. Fenner (India) Ltd. (FIL) and Bengal & Assam Company Ltd. (BACL) and their respective Shareholders sanctioned by the Hon'ble Benches of the National Company Law Tribunal (NCLT) at Kolkata and Chennai by their respective orders dated 5th November, 2018 and 3rd May, 2019, became effective on 24/05/2019 and operative from the Appointed date, i.e., 1st April, 2017.

Pursuant to the above Scheme, Florence and BMF stand amalgamated with BACL and stand dissolved. Accordingly, the shareholdings in the Target Company held by Florence (1,36,45,040 – 11.60%) and BMF (1,10,11,386 – 9.36%) stand transferred to and vested with BACL, resulting into increase of the holding of BACL in the Target Company from 2,80,56,895 – 23.84% to 5,27,13,321 – 44.80%. The aforesaid shares have not yet been credited to the Demat Account of BACL. BACL is taking necessary steps for credit of the said shares in its Demat Account.

NOTE: This disclosure may also be treated as disclosures for and on behalf of Florence and BMF, under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, since these two Companies stand dissolved and amalgamated with BACL.

For Bengal & Assam Company Ltd.



(Dillip Kumar Swain)
Company Secretary

Place: New Delhi
Date: 28/05/2019