

BENGAL & ASSAM COMPANY LIMITED

Secretarial Deptt. : 'Gulab Bhawan', 3rd Floor, 6A, Bahadur Shah Zafar Marg, New Delhi - 110 002
Telephone: 33001112, 30179888, 30179899, Fax: 011-23739475

Corporate Identity Number: L67120DL1947PLC116830
Website: www.bengalassam.com E Mail ID: dswain@jkm.com

BACL/SE/CL 35/2014
11th July 2014

Ms. Chitra Sekhar (DCS-CRD)
BSE Limited
25th Floor, P.J. Towers
Dalal Street
Mumbai – 400 001
Scrip Code – 533095
Fax No. 022-22722037/39/41/61
22723121 & 3719


Dear Sir/ Madam,

Re: **Clause 35 – Shareholding Pattern as on 30.06.2014**

Pursuant to the Clause 35 of the Listing Agreement, we send herewith Shareholding Pattern of the Equity Shares of the Company in the prescribed format for the quarter ended 30th June 2014.

Thanking you,

Yours faithfully,
For Bengal & Assam Company Limited


(Dillip Swain)
Company Secretary

Encl: As above

CC:

1. National Securities Depository Limited
4th Floor, 'A' Wing, Trade World
Kamala Mills Compound
Senapati Bapat Marg, Lower Parel
Mumbai – 400 013
2. Central Depository Services (India) Limited
Phiroze Jeejeebhoy Towers, 17th Floor
Dalal Street, Fort,
Mumbai–400 001



Introductory sub-table (I)(a)

Name of the Company: Bengal & Assam Company Limited

Script Code, Name of the scrip, class of security: 533095, Equity Shares

Quarter ended: 30th June 2014

| Partly paid-up shares:- | | No. of partly paid-up shares | As a % of total no. of partly paid-up shares | As a % of total no. of shares of the company |
|---|--|---|--|--|
| Held by promoter/promoter group | | | | |
| Held by public | | | | |
| NOT APPLICABLE | | | | |
| Outstanding convertible securities:- | | | | |
| No. of outstanding securities | | As a % of total no. of outstanding convertible securities | | As a % of total no. of shares of the company, assuming full conversion of the convertible securities |
| Held by promoter/promoter group | | | | |
| Held by public | | | | |
| NOT APPLICABLE | | | | |
| Warrants:- | | | | |
| No. of warrants | | As a % of total no. of warrants | | As a % of total no. of shares of the company, assuming full conversion of warrants |
| Held by promoter/promoter group | | | | |
| Held by public | | | | |
| NOT APPLICABLE | | | | |
| Total paid-up capital of the company, assuming full conversion of warrants and convertible securities | | | | |
| | | No. of Equity Shares: 86,83,553 (in Rupees): 8,68,35,530 | | 100 |



| Category code | Category of Shareholder | Number of Shareholders | Table 1(a) | | | | Total shareholding as a percentage of total number of shares | Shares Pledged or otherwise encumbered |
|---------------|---|------------------------|------------------------|--|--|--|--|--|
| | | | Total number of shares | Number of shares held in dematerialized form | Total shareholding as a percentage of total number of shares | Total shareholding as a percentage of total number of shares | | |
| (B) | Public shareholding | | | | | | | |
| 1 | Institutions | | | | | | NA | |
| (a) | Mutual Funds/ UTT | 13 | 1,111 | 1,000 | 0.01 | 0.01 | NA | |
| (b) | Financial Institutions /Banks | 19 | 795 | 108 | 0.01 | 0.01 | NA | |
| (c) | Central Government/ State Government(s) | 2 | 37,285 | 37,285 | 0.43 | 0.43 | NA | |
| (d) | Venture Capital Funds | - | - | - | - | - | NA | |
| (e) | Insurance Companies | 6 | 3,57,728 | 3,57,554 | 4.12 | 4.12 | NA | |
| (f) | Foreign Institutional Investors | 1 | 58 | 58 | 0.00 | 0.00 | NA | |
| (g) | Foreign Venture Capital Investors | - | - | - | - | - | NA | |
| (h) | Qualified Foreign Investor | - | - | - | - | - | NA | |
| (i) | Any Other (specify) | - | - | - | - | - | NA | |
| | Sub-Total (B)(1) | 41 | 3,96,977 | 3,96,005 | 4.57 | 4.57 | NA | |
| B 2 | Non-institutions | | | | | | | |
| (a) | Bodies Corporate | 474 | 6,17,201 | 5,73,782 | 7.11 | 7.11 | NA | |
| (b) | Individuals | - | - | - | - | - | NA | |
| I | Individuals -i: Individual shareholders holding nominal share capital up to Rs 1 lakh | 32,639 | 3,13,773 | 2,15,234 | 3.61 | 3.61 | NA | |
| II | ii: Individual shareholders holding nominal share capital in excess of Rs. 1 lakh. | 10 | 6,86,995 | 6,86,995 | 7.91 | 7.91 | NA | |
| (c) | Qualified Foreign Investor | - | - | - | - | - | NA | |
| (d) | Director | 1 | 236 | 236 | 0.00 | 0.00 | NA | |
| (d-i) | NRTS/OCBs | 389 | 2,28,064 | 2,12,431 | 2.63 | 2.63 | NA | |
| (d-ii) | Custodian/Custodian of Enemy Property | 17 | 1,297 | 34 | 0.02 | 0.02 | NA | |
| (d-iii) | Trust | 7 | 2,09,617 | 2,09,609 | 2.41 | 2.41 | NA | |
| | Sub-Total (B)(2) | 33,537 | 20,57,183 | 18,98,321 | 23.69 | 23.69 | NA | |
| (B) | Total Public Shareholding (B)= (B)(1)+(B)(2) | 33,578 | 24,54,160 | 22,94,326 | 28.26 | 28.26 | NA | |
| | TOTAL (A)+(B) | 33,605 | 86,83,553 | 85,23,719 | 100.00 | 100.00 | NA | |
| (C) | Shares held by Custodians and against which Depository Receipts have been issued | | | | | | | |
| 1 | Promoter and Promoter Group | - | - | - | - | - | NA | |
| 2 | Public | - | - | - | - | - | NA | |
| | Sub-Total (C) | - | - | - | - | - | NA | |
| | GRAND TOTAL (A)+(B)+(C) | 33,605 | 86,83,553 | 85,23,719 | 100.00 | 100.00 | NA | |

(T)(b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"

| Sr. No. | Name of the Shareholder | Details of Shares held | | | Encumbered shares (*) | | Details of warrants | | Details of convertible securities | | Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital |
|---------|--|------------------------|-----------------------------------|-----|-----------------------------------|--|-------------------------|---|---------------------------------------|---|--|
| | | Number of shares held | As a % of grand total (A)+(B)+(C) | No. | As a percentage (N)=(V)/(III)*100 | As a % of grand total (A)+(B)+(C) of sub-clause (I)(a) | Number of warrants held | As a % total number of warrants of the same class | Number of convertible securities held | As a % total number of convertible securities of the same class | |
| A | Promoter | | | | | | | | | | |
| 1 | Hari Shankar Singhania (Since deceased)* | 26,95,500* | 31.04 | - | - | - | - | - | - | - | 31.04 |
| B | Promoter Group | | | | | | | | | | |
| 2 | Florence Investech Ltd. | 6,46,811 | 7.45 | - | - | - | - | - | - | - | 7.45 |
| 3 | Jugglal Kamalapa Udyog Ltd. | 66,362 | 0.76 | - | - | - | - | - | - | - | 0.76 |
| 4 | Accurate Finman Services Ltd. | 59,931 | 0.69 | - | - | - | - | - | - | - | 0.69 |
| 5 | Nav Bharat Vanija Ltd. | 58,487 | 0.67 | - | - | - | - | - | - | - | 0.67 |
| 6 | Pranav Investment (M.P.) Company Ltd. | 16,008 | 0.18 | - | - | - | - | - | - | - | 0.18 |
| 7 | JK Credit & Finance Ltd. | 14,705 | 0.17 | - | - | - | - | - | - | - | 0.17 |
| 8 | JK Tyre & Industries Ltd. | 11,641 | 0.13 | - | - | - | - | - | - | - | 0.13 |
| 9 | JK Paper Ltd. | 4,677 | 0.05 | - | - | - | - | - | - | - | 0.05 |
| 10 | Param Shubhan Vanija Ltd. | 1,422 | 0.02 | - | - | - | - | - | - | - | 0.02 |
| 11 | Sago Trading Ltd. | 3 | 0.00 | - | - | - | - | - | - | - | 0.00 |
| 12 | Bharat Hari Singhania** | 1,88,050** | 2.17 | - | - | - | - | - | - | - | 2.17 |
| 13 | Dr. Raghupati Singhania | 8,68,217 | 10.00 | - | - | - | - | - | - | - | 10.00 |
| 14 | Vinita Singhania | 67,168 | 0.77 | - | - | - | - | - | - | - | 0.77 |
| 15 | Anshuman Singhania | 11,848 | 0.14 | - | - | - | - | - | - | - | 0.14 |
| 16 | Harsh Pati Singhania | 12,528 | 0.14 | - | - | - | - | - | - | - | 0.14 |

*Includes 18,57,619 (21.39%) shares on A/c of M/s Yashodhan Enterprises (Formerly Habras International). Pursuant to the Probate granted by Honble High Court of Bombay, these shares standing registered in the Name of Shri Hari Shankar Singhania (since deceased) stood temporarily vested with the executors to the estate of Late Shri Hari Shankar Singhania, namely, Shri Bharat Hari Singhania, Dr. Raghupati Singhania and Shri Harsh Pati Singhania, pending allocation thereof to the respective beneficiaries/individuals, in terms of the Will of Late Shri Hari Shankar Singhania/Probate granted by the High Court of Bombay, as aforesaid.

** Includes 997 (0.01%) shares on A/c of M/s Yashodhan Enterprises (Formerly Habras International)



| Sr. No. | Name of the Shareholder | Details of Shares held | | | Encumbered shares (*) | | | Details of warrants | | | Details of convertible securities | | | Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital |
|---------|---|------------------------|-----------------------------------|-----|---------------------------------|--|-------------------------|---|---------------------------------------|---|-----------------------------------|--------|--|--|
| | | Number of shares held | As a % of grand total (A)+(B)+(C) | No. | As a percentage (N)=(V)/(U)*100 | As a % of grand total (A)+(B)+(C) of sub-clause (D)(a) | Number of warrants held | As a % total number of warrants of the same class | Number of convertible securities held | As a % total number of convertible securities of the same class | | | | |
| (i) | (ii) | (iii) | (iv) | (v) | (vi)=(v)/(ii)*100 | (vii) | (viii) | (ix) | (x) | (xi) | (xii) | (xiii) | | |
| 17 | Mamta Singhania | 428 | 0.00 | - | - | - | - | - | - | - | - | 0.00 | | |
| 18 | Sharda Singhania | 1031 | 0.01 | - | - | - | - | - | - | - | - | 0.01 | | |
| 19 | Shrivats Singhania | 11,251 | 0.14 | - | - | - | - | - | - | - | - | 0.14 | | |
| 20 | Sunanda Singhania | 8415 | 0.10 | - | - | - | - | - | - | - | - | 0.10 | | |
| 21 | Swati Singhania | 428 | 0.00 | - | - | - | - | - | - | - | - | 0.00 | | |
| 22 | Vikrampati Singhania | 15,135 | 0.17 | - | - | - | - | - | - | - | - | 0.17 | | |
| 23 | Anshuman Singhania Kara of Shripati Singhania (HUF) | 7,86,704 | 9.07 | - | - | - | - | - | - | - | - | 9.07 | | |
| 24 | Bharat Hart Singhania (HUF) | 1,53,791 | 1.77 | - | - | - | - | - | - | - | - | 1.77 | | |
| 25 | Harsh Pati Singhania (HUF) | 2,61,519 | 3.02 | - | - | - | - | - | - | - | - | 3.02 | | |
| 26 | Raghupati Singhania (HUF) | 5,846 | 0.07 | - | - | - | - | - | - | - | - | 0.07 | | |
| 27 | Vikrampati Singhania (HUF) | 2,61,487 | 3.01 | - | - | - | - | - | - | - | - | 3.01 | | |
| 28 | J.K. Fenner (India) Ltd. [formerly Fenner (India) Ltd.] | - | - | - | - | - | - | - | - | - | - | - | | |
| 29 | BMF Investments Ltd. | - | - | - | - | - | - | - | - | - | - | - | | |
| 30 | JK Agri Genetics Ltd. | - | - | - | - | - | - | - | - | - | - | - | | |
| 31 | JK Lakshmi Cement Ltd. | - | - | - | - | - | - | - | - | - | - | - | | |
| 32 | Southern Spinners and Processors Ltd. | - | - | - | - | - | - | - | - | - | - | - | | |
| 33 | Modern Cotton Yarn Spinners Ltd. | - | - | - | - | - | - | - | - | - | - | - | | |
| 34 | Hansdeep Industries and Trading Company Ltd. | - | - | - | - | - | - | - | - | - | - | - | | |
| 35 | Bhopal Udyog Limited | - | - | - | - | - | - | - | - | - | - | - | | |
| 36 | Dwarkesh Energy Ltd. | - | - | - | - | - | - | - | - | - | - | - | | |
| 37 | LVP Foods Pvt. Ltd. | - | - | - | - | - | - | - | - | - | - | - | | |



| Sr. No. | Name of the Shareholder | Details of Shares held | | | Encumbered shares (*) | | | Details of warrants | | | Details of convertible securities | | | Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital |
|---------|---|------------------------|-----------------------------------|----------|-----------------------------------|--|-------------------------|---|---------------------------------------|---|-----------------------------------|----------|----------|--|
| | | Number of shares held | As a % of grand total (A)+(B)+(C) | No. | As a percentage (V)=(V)/(III)*100 | As a % of grand total (A)+(B)+(C) of sub-clause (I)(a) | Number of warrants held | As a % total number of warrants of the same class | Number of convertible securities held | As a % total number of convertible securities of the same class | | | | |
| 38 | Umang Dairies Ltd. | (III) | (IV) | (V) | (VI)=(V)/(III)*100 | (VII) | (VIII) | (IX) | (X) | (XI) | | | | (XII) |
| 39 | M/s Yashodhan Enterprises (Formerly Habras International) | - | - | - | - | - | - | - | - | - | - | - | - | - |
| 40 | M/s Jugglal Kamlapat Lakshimpal | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | TOTAL | 62,29,393 | 71.74 | - | - | - | - | - | - | - | - | - | - | 71.74 |

(*) The term "encumbrance" has the same meaning as assigned to it in regulation 28(3) of the SAST Regulations, 2011

Note: Sl. No. 28 to 40 are part of the Promoter Group and their names were disclosed as such pursuant to Regulation 3(1)(e)(i) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 1997 in the Annual Reports of the Company, last being for the Financial Year ended 31st March 2011, before the modification of the SEBI Takeover Code in October 2011. Their names have been shown above with a view to maintain consistency in the disclosures pursuant to Clause 35 of the Listing Agreement and Regulation 30(2) of SEBI Takeover Code 2011.



(1)(c)(i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares

| Sr. No. | Name of the shareholder | Number of shares held | Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (1)(a) above} | Details of warrants | | Details of convertible | | Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share |
|---------|---|-----------------------|--|-------------------------|--|---------------------------------------|--|--|
| | | | | Number of warrants held | As a % total number of warrants of held the same class | Number of convertible securities held | % w.r.t total number of convertible securities of the same class | |
| 1 | Life Insurance Corporation of India | 2,74,561 | 3.16 | - | - | - | - | 3.16 |
| 2 | Ashok Kumar Kirra [Trustee for J.K. Fenner (India) Ltd. formerly Fenner (India) Ltd.] | 2,09,589 | 2.41 | - | - | - | - | 2.41 |
| 3 | Bhupendra G Sanghavi | 1,78,619 | 2.06 | - | - | - | - | 2.06 |
| 4 | Usha B Sanghavi | 1,48,547 | 1.71 | - | - | - | - | 1.71 |
| 5 | Finquest Securities Pvt. Ltd. | 1,11,632 | 1.29 | - | - | - | - | 1.29 |
| 6 | Edgefield Securities Limited | 2,03,039 | 2.34 | - | - | - | - | 2.34 |
| | TOTAL | 11,25,987 | 12.97 | - | - | - | - | 12.97 |

(1)(c)(ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the company

| Sr. No. | Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them | Number of shares | Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (1)(a) above} | Details of warrants | | Details of convertible | | Total shares (including underlying shares assuming full conversion of warrants and convertible securities) |
|---------|---|------------------|--|---------------------|---|---------------------------------------|--|--|
| | | | | Number of warrants | As a % total number of warrants of the same class | Number of convertible securities held | % w.r.t total number of convertible securities of the same class | |
| | | | | | | | | NOT APPLICABLE |



(1)(d) Statement showing details of locked-in shares *

| Sr. No. | Name of the shareholder | Number of locked-in shares | Locked-in shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (1)(a) above} | Promoter/ Promoter Group/ Public |
|--|-------------------------|----------------------------|--|----------------------------------|
| NOT APPLICABLE | | | | |
| 51,54,265 Equity Shares were Locked-in upto 31.08.2012 | | | | |

(1)(a) Statement showing details of Depository Receipts (DRs)

| Sr. No. | Type of outstanding DR (ADRs, GDRs, SDRs, etc.) | Number of outstanding DRs | Number of shares underlying outstanding DRs | Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (1)(a) above} |
|----------------|---|---------------------------|---|---|
| NOT APPLICABLE | | | | |



(II)(b) Statement showing holding of Depository Receipts (DRs), where underlying shares held by "promoter/promoter group" are in excess of 1% of the total number of shares

| Sr. No. | Name of the DR Holder | Type of outstanding DR (ADRs, GDRs, SDRs, etc.) | Number of shares underlying outstanding DRs | Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above) |
|----------------|-----------------------|---|---|---|
| NOT APPLICABLE | | | | |

(III)(a)

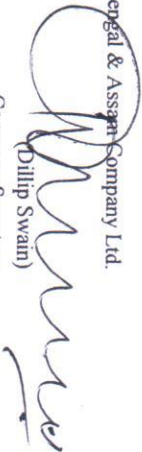
Statement showing the voting pattern of shareholders, if more than one class of shares/securities is issued by the Issuer

(Give description of voting rights for each class of security)

Class X:
Class Y:
Class Z:)

The Company has only one class of Shares i.e. Equity Shares. Hence this part is not applicable to the Company.

For Bengal & Assam Company Ltd


(Dilip Swain)
Company Secretary

