

## BHILWARA HOLDINGS LIMITED

Regd. Office : 2 Red Cross Place, Kolkata - 700 001

E-mail: [ngoenka@somanyceramics.com](mailto:ngoenka@somanyceramics.com)

CIN: U65993WB1980PLC033007

18<sup>th</sup> October, 2019

**BSE Limited**  
(Scrip Code- 531548)  
P. J. Towers, Dalal Street  
Fort, Mumbai - 400 001  
Email: [corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)

**National Stock Exchange of India Limited**  
(Symbol: SOMANYCERA)  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex, Bandra (E)  
Mumbai – 400 051  
Email: [takeover@nse.co.in](mailto:takeover@nse.co.in)

**Somany Ceramics Limited**  
2, Red Cross Place,  
Kolkata- 700001

### Sub.: Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir/Ma'am,

This is to inform you that pursuant to the Scheme of Amalgamation of Bhilwara Holdings Limited ("BHL/Transferor Company 1"), Sarvottam Vanijya Limited ("SVL/Transferor Company 2") and Scope Vinimoy Private Limited ("SVPL/Transferor Company 3") (collectively referred as "Transferor Companies") with Somany Ceramics Limited ("SCL/Transferee Company") and their respective shareholders ("Scheme") as approved by the Hon'ble National Company Law Tribunal, Kolkata Bench vide its order dated September 04, 2019 (which became effective on 25<sup>th</sup> September, 2019), 9,202,200 Equity Shares of Rs. 2/- each of SCL held by BHL cancelled pursuant to said Scheme.


Please find attached herewith, disclosure in terms of Regulation 29(2) of SEBI (SAST) Regulations, 2011, in the prescribed format.

You are requested to take the same on your record and oblige.

Thanking you

Yours faithfully  
For Bhilwara Holdings Limited

BHILWARA HOLDINGS LTD.

  
(N. Goenka) Director

Director

Address:- Prasad Exotica  
71/3, Canal Circular Road,  
Block – 6, Flat – 2F,  
Kolkata – 700 054

DIN:- 00060864

Encl.: as above

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

Name of the Target Company (TC)	Somany Ceramics Limited ("SCL")		
Name(s) of the Acquirer and Persons Acting in Concert (PAC) with the acquirer	Bhilwara Holdings Limited		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	1. National Stock Exchange of India Limited, and 2. BSE Limited		
<b>Details of the disposal as follows</b>	<b>Number</b>	<b>% w.r.t. total share/voting capital wherever applicable</b>	<b>% w.r.t. total diluted share/voting capital of the TC</b>
<b>Before the acquisition under consideration, holding of:</b>			
a) Shares carrying voting rights	92,02,200	21.71%	21.71%
b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/ others)	N.A	N.A	N.A
c) Voting rights (VR) otherwise than by shares	N.A	N.A	N.A
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)	N.A	N.A	N.A
e) <b>Total (a+b+c+d)</b>	<b>92,02,200</b>	<b>21.71%</b>	<b>21.71%</b>
<b>Details of Sale</b>			
a) Shares carrying voting rights sold	92,02,200	21.71%	21.71%
b) VRs sold otherwise than by shares	N.A	N.A	N.A
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	N.A	N.A	N.A
d) Shares encumbered/ invoked/released by the acquirer	N.A	N.A	N.A
e) <b>Total (a+b+c+/-d)</b>	<b>92,02,200</b>	<b>21.71%</b>	<b>21.71%</b>
<b>After the sale, holding of:</b>			
a) Shares carrying voting rights	Nil	Nil	Nil
b) Shares encumbered with the acquirer	N.A	N.A	N.A
f) VRs otherwise than by shares	N.A	N.A	N.A
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) after acquisition	N.A	N.A	N.A
d) <b>Total (a+b+c+d)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
Mode of Sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	Cancellation of shares pursuant to the Scheme of Amalgamation of Bhilwara Holdings Limited ("BHL/Transferor Company 1"), Sarvottam Vanijya Limited ("SVL/Transferor Company 2") and Scope Vinimoy Private Limited ("SVPL/Transferor Company 3") (collectively referred as "Transferor Companies") with Somany Ceramics Limited ("SCL/Transferee Company") ("Scheme") as approved by the Hon'ble National Company Law Tribunal, Kolkata Bench vide its order dated September 04, 2019 (which became effective on 25 <sup>th</sup> September, 2019)		



Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	October 17, 2019
Equity share capital / total voting capital of the TC before the said sale	Rs. 8,47,58,852/- (4,23,79,426 Equity Shares of Rs. 2/- each)
Equity share capital/ total voting capital of the TC after the said sale	Rs. 8,47,58,852/- (4,23,79,426 Equity Shares of Rs. 2/- each)
Total diluted share/voting capital of the TC after the said sale	Rs. 8,47,58,852/- (4,23,79,426 Equity Shares of Rs. 2/- each)

**Note:** Pursuant to the Scheme as approved by the Hon'ble National Company Law Tribunal, Kolkata Bench vide its order dated September 04, 2019 (which became effective on 25<sup>th</sup> September, 2019), 1,90,87,200 fully paid up equity shares of Rs. 2/- each of SCL has been allotted to the eligible shareholders of BHL, SVL and SVPL as on the Record date i.e. Tuesday, 15<sup>th</sup> October, 2019, in proportion of their respective shareholding in BHL, SVL and SVPL i.e. 1 (One) fully paid up equity share of Rs. 2/- each of the SCL for every 1 (one) fully paid up equity share of Rs. 2/- each held by BHL, SVL and SVPL in the SCL.

**Note:** Pursuant to the Scheme as approved by the Hon'ble National Company Law Tribunal, Kolkata Bench vide its order dated September 04, 2019 (which became effective on 25<sup>th</sup> September, 2019), 1,90,87,200 fully paid up equity shares of Rs. 2/- each held by BHL, SVL and SVPL in SCL stands cancelled.

For Bhilwara Holdings Limited  
BHILWARA HOLDINGS LTD.

*Yeer*

Director

(Niranjan Kumar Goenka)

Director

DIN: 00060864

Place: Kolkata

Date: 18.10.2019