

## COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : Bengal & Assam Company Limited  
As on : 31<sup>st</sup> March 2012

| Particulars   | Clause of Listing Agreement | Compliance Status<br>Yes/No/<br>N.A. | Remarks    |
|---|-----------------------------|--------------------------------------|------------|
| <b>I. Board of Directors</b>  | <b>49 I</b>                 |                                      |            |
| (A) Composition of Board  | 49 (IA)                     | Yes                                  | ---        |
| (B) Non- executive Directors' compensation & disclosures                  | 49 (IB)                     | Yes                                  | ---        |
| (C) Other provisions as to Board and Committees                           | 49 (IC)                     | Yes                                  | ---        |
| (D) Code of Conduct   | 49 (ID)                     | Yes                                  | ---        |
| <b>II. Audit Committee</b>  | <b>49 (II)</b>              |                                      |            |
| (A) Qualified & Independent Audit Committee                               | 49 (IIA)                    | Yes                                  | ---        |
| (B) Meeting of Audit Committee  | 49 (IIB)                    | Yes                                  | ---        |
| (C) Powers of Audit Committee   | 49 (IIC)                    | Yes                                  | ---        |
| (D) Role of Audit Committee   | 49 (IID)                    | Yes                                  | ---        |
| (E) Review of Information by Audit Committee                              | 49 (IIE)                    | Yes                                  | ---        |
| <b>III. Subsidiary Companies</b>  | <b>49 (III)</b>             | <b>Yes</b>                           | <b>---</b> |
| <b>IV. Disclosures</b>  | <b>49 (IV)</b>              |                                      |            |
| (A) Basis of Related Party Transactions                                   | 49 (IV A)                   | Yes                                  | ---        |
| (B) Disclosure of Accounting Treatment                                    | 49 (IV B)                   | Yes                                  | ---        |
| (C) Board Disclosures   | 49 (IV C)                   | Yes                                  | ---        |
| (D) Proceeds from public issues, rights issues, preferential issues, etc. | 49 (IV D)                   | N.A.                                 | ---        |
| (E) Remuneration of Directors   | 49 (IV E)                   | Yes                                  | ---        |
| (F) Management  | 49 (IV F)                   | Yes                                  | ---        |
| (G) Shareholders  | 49 (IV G)                   | Yes                                  | ---        |
| <b>V. CEO/ CFO Certification</b>  | <b>49 (V)</b>               | <b>Yes</b>                           | <b>---</b> |
| <b>VI. Report on Corporate Governance</b>                                 | <b>49 (VI)</b>              | <b>Yes</b>                           | <b>---</b> |
| <b>VII. Compliance</b>  | <b>49 (VII)</b>             | <b>Yes</b>                           | <b>---</b> |

Dated : 10<sup>th</sup> April 2012

Yours Faithfully  
For Bengal & Assam Company Limited

  
(Dilip Swain)

Company Secretary

