

# BENGAL & ASSAM COMPANY LIMITED

CIN: L67120DL1947PLC116830 Website: www.bengalassam.com  
Regd. Office: Patriot House, 3, Bahadur Shah Zafar Marg, New Delhi-110 002  
Tel.: 91-11-33001112, 33001162 Fax: 91-11-23716607 E Mail: [dswain@jkm.com](mailto:dswain@jkm.com)

## NOTICE

NOTICE is hereby given that the **69<sup>th</sup> Annual General Meeting** of the Members of **BENGAL & ASSAM COMPANY LIMITED** will be held at **Lakshmipat Singhania Auditorium, PHD Chamber of Commerce and Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016** on **Tuesday, the 20<sup>th</sup> September 2016** at **2.30 P.M.** to transact the following business:

1. To receive, consider and adopt the audited financial statements of the Company (including audited consolidated financial statements) for the financial year ended 31<sup>st</sup> March, 2016 and the Reports of the Board of Directors and Auditors thereon.
2. To confirm the Interim Dividend of ₹ 10/- per share as Final Dividend for the financial year ended 31<sup>st</sup> March, 2016.
3. To appoint a Director in place of Dr. Raghupati Singhania (DIN: 00036129), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify appointment of the Auditors and to fix their remuneration and in connection therewith to consider and if thought fit to pass, with or without modification(s), the following as **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, the Rules made thereunder, as amended from time to time and pursuant to the resolution passed by the Members at the 67<sup>th</sup> Annual General Meeting (AGM), the appointment of M/s. Lodha & Co., Chartered Accountants, New Delhi, (Registration No. 301051E) as Auditors of the Company, to hold office from the conclusion of this AGM till the conclusion of the 70<sup>th</sup> AGM, be and is hereby ratified on a remuneration of ₹ 2,00,000/- (Rupees Two Lacs only) per annum, excluding Service Tax as applicable and reimbursement of travelling and other out-of-pocket expenses actually incurred by the said Auditors in connection with the audit.”

### As Special Business

5. To consider and if thought fit to pass, with or without modification(s), the following resolution as **Ordinary Resolution**:

“RESOLVED that Shri Sanjay Kumar Khaitan (DIN: 00156816) whose appointment on the Board as Additional Director determines on the date of the present Annual General Meeting, be and is hereby appointed as a Director of the Company liable to retire by rotation.

RESOLVED FURTHER that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force read with Schedule IV to the said Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Sanjay Kumar Khaitan (DIN: 00156816) be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from 25<sup>th</sup> January, 2016.”

6. To consider and if thought fit to pass, with or without modification(s), the following resolution as **Special Resolution:**

“RESOLVED that pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment(s) thereof, approval of the Company be and is hereby accorded to the payment of remuneration to the Non-executive Directors other than the Managing Director(s) and Whole-time Director(s) of the Company, not exceeding, in aggregate, one percent of the annual net profits of the Company for each financial year, computed in the manner referred to in Section 198 and other applicable provisions of the said Act, in addition to the sitting fee for attending the meetings of the Board of Directors or Committees thereof, in the manner as the Board of Directors may, from time to time, determine.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board**

Regd. Office:  
Patriot House, 3, Bahadur Shah Zafar Marg  
New Delhi-110002  
Date: 30<sup>th</sup> May, 2016

**Dillip Swain**  
Company Secretary

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning item Nos. 5 and 6 of the Notice, is annexed hereto.
3. Relevant documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Companies Act, 2013 shall be available for inspection at the Registered Office of the Company during normal business hours (between 11.00 A.M. to 1.00 P.M.) on all working days upto and including the date of the Annual General Meeting and also at the venue of the meeting.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from 14<sup>th</sup> September, 2016 to 20<sup>th</sup> September, 2016 (both days inclusive).
5. The Board has recommended the Interim Dividend of ₹ 10/- per Equity Share of ₹ 10/- each (100%), paid during the year ended 31<sup>st</sup> March, 2016, as Final Dividend for the Financial Year 2015-16.

6. In furtherance of the Go Green Initiative of the Government, electronic copy of the Annual Report for the financial year 2015-16, the Notice of the 69<sup>th</sup> AGM of the Company along with Admission Slip and Proxy Form are being sent to all the members whose e-mail addresses are registered with the Company/Depository Participants. Physical copy of the aforesaid documents may be sent on request by any such Member.
7. Physical copy of the Annual Report for the financial year 2015-16, the Notice of the 69<sup>th</sup> AGM of the Company along with Admission Slip and Proxy Form are being sent to those members who have not registered their e-mail addresses with the Company/Depository Participants. The Annual Report for the financial year 2015-16 and the Notice of the 69<sup>th</sup> AGM will also be available on the Company's website [www.bengalassam.com](http://www.bengalassam.com).
8. **Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
9. **Re-appointment of Director**

Brief Resume of the Director proposed to be re-appointed (Item no.3 of the Notice) is given hereunder:

- Dr. Raghupati Singhania, aged 69 years, holds a Bachelor Degree in Science. He is an Industrialist with about 50 years of experience in managing various industries including Automotive Tyres and Tubes, Power Transmission - V Belts, Conveyor Belting, Automotive Belts, Oil Seals, Industrial Electronics and Material Handling System, Hybrid Seeds, Steel Products, etc. He has been conferred Doctorate of Science by the Mohanlal Sukhadia University, Udaipur for his outstanding contribution in Education, Training and Research in the field of Elastomer, Polymers and Tyres. Dr. Singhania was first appointed on the Board of the Company on 2<sup>nd</sup> February, 2009. He is the Chairman & Managing Director of JK Tyre & Industries Ltd., Chairman of J.K. Fenner (India) Limited, Cavendish Industries Limited, JKT&I Employees Welfare Association Ltd. and Director of JK Lakshmi Cement Limited, JK Agri Genetics Limited, DCM Limited, Radico Khaitan Limited, Tanvi Commercial Pvt. Ltd., Hari Shankar Singhania Holdings Pvt. Ltd., Radical Agro Products Pvt. Ltd., RPS Securities Pvt. Ltd., Pushpawati Singhania Research Institute for Liver, Renal & Digestive Diseases, Hari Shankar Singhania Elastomer and Tyre Research Institute, Automotive Tyre Manufacturers Association, Henry F. Cockill & Sons Ltd. and JK Tornel SA de CV. Dr. Singhania is the Chairman of the Stakeholders' Relationship Committee of JK Lakshmi Cement Limited and a Member of the Audit Committee of JK Lakshmi Cement Limited and Radico Khaitan Limited. [Chairmanship/Membership of Dr. Singhania in Committees of Directors of other Companies are in terms of Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]. Dr. Singhania attended four Board meetings of the Company held during the financial year ended 31st March, 2016. He holds 18,57,431 Equity Shares of the Company. His Director Identification No. is 00036129. Dr. Raghupati Singhania is related to Shri Bharat Hari Singhania.

#### 10. Remote e-voting procedure:-

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with relevant rules thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members, facility to exercise their right to vote at the 69<sup>th</sup> AGM by electronic means and the business may be transacted through remote e-voting services provided by Central Depository (Services) India Limited (CDSL). Remote e-voting is optional. The facility for voting by ballot polling paper shall also be made available at the AGM and the Members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM.

**The instructions for Members for remote e-voting are as under:**

- (i) The voting period begins on 17<sup>th</sup> September, 2016 (10.00 AM) and ends on 19<sup>th</sup> September, 2016 (5.00 PM). During this period, Members of the Company, holding Equity Shares either in physical form or in dematerialized form, as on the cut-off date 13<sup>th</sup> September, 2016, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Members who have already voted by remote e-voting prior to the AGM date may attend the AGM but would not be entitled to vote at the AGM.
- (iii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period and click on “Shareholders” tab.
- (iv) Members maintaining their holding in Demat form should enter their User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID). Members holding shares in Physical form should enter Folio Number registered with the Company.
- (v) Enter the characters displayed on the image verification and Click on Login.
- (vi) Members holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted earlier for any company, then your existing password is to be used.
- (vii) For the first time user, follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department.</p> <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name in capital letters followed by 8 digits of the sequence number in the PAN field. <b>The sequence no. is printed on the Address Slip on the Envelope.</b></li><li>• In case the sequence number is less than eight digits, enter the applicable number of “0” after the first two letters of the name in CAPITAL letters. For example: If your name is RAMESH KUMAR and number of Equity Shares held as on cut-off date are 250, then enter RA00000250 in the PAN field.</li></ul>
Dividend Bank Details OR Date of Birth	<ul style="list-style-type: none"><li>• Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</li><li>• If both the details are not recorded with the depository or Company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iv).</li></ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN relevant for Bengal & Assam Company Limited.

- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If a Demat account holder has forgotten the password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Members can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non-Individual members and Custodians
- Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 13<sup>th</sup> September, 2016 may follow the same instructions as mentioned above for remote e-Voting.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section. The Contact details of official responsible to address grievances connected with remote e-voting are Shri Mehboob Lakhani (Assistant Manager), Central Depository Services (India) Ltd., 16<sup>th</sup> Floor, P.J. Towers, Dalal Street, Fort, Mumbai-400 001, Phone No. 18002005533 or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- (xxii) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 13<sup>th</sup> September, 2016 and a person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- (xxiii) The Company has appointed Shri Namo Narain Agarwal, Company Secretary in Practice, as Scrutinizer to scrutinize the voting (at AGM venue) and remote e-voting process in a fair and transparent manner.

- (xxiv) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorised by him in writing who shall countersign the same. The Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.
11. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., 13<sup>th</sup> September, 2016 and who has not cast vote by remote e-voting, and being present at the AGM either personally or through proxy, only shall be entitled to vote at the AGM. Ballot papers will be available at the venue of the AGM.
12. The results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website [www.bengalassam.com](http://www.bengalassam.com) and on the website of CDSL and shall simultaneously be forwarded to the Stock Exchange.
13. This Notice also contains a route map of the venue of the AGM.

## **STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 5**

Shri Sanjay Kumar Khaitan was appointed as an Additional Director of the Company w.e.f. 25<sup>th</sup> January, 2016, in the category of Independent Director from the said date for a term of five consecutive years, subject to approval of the Members at the ensuing Annual General Meeting (AGM). Pursuant to Section 161 of the Companies Act, 2013, ("the Act"), Shri Sanjay Kumar Khaitan holds office up to the date of this AGM. The Company has received a Notice under Section 160 of the Act along with requisite deposit from a Member of the Company proposing candidature of Shri Sanjay Kumar Khaitan for appointment as a Director of the Company.

Shri Sanjay Kumar Khaitan has given requisite declaration that he meets the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Shri Sanjay Kumar Khaitan is also not disqualified from being appointed as a Director in terms of Section 164 of the Act.

In the opinion of the Board, Shri Sanjay Kumar Khaitan fulfils the conditions specified in the Act and rules made thereunder and the Listing Regulations, in respect of his appointment as an Independent Director of the Company and he is independent of the Management. Copy of the draft letter of appointment of Shri Khaitan as an Independent Director setting out the terms and conditions would be available for inspection by the Members at the Registered Office of the Company. Brief Resume of Shri Sanjay Kumar Khaitan is as under:

Shri Sanjay Kumar Khaitan, aged 50 years, holds Bachelor's Degree in Commerce and is a Law Graduate. He is an Advocate with rich experience in Commercial, Legal and Board Matters. His Director Identification Number is 00156816. Shri Khaitan is a Director of JK Agri Genetics Ltd., Debikay Investment Pvt. Ltd., Sanman Gems Pvt. Ltd., SRK Home and Style Pvt. Ltd., Sadhana Estates and Agriculture Private Ltd. and UT Pumps & Systems Private Ltd. He is a Member of the Audit Committee, Stakeholders' Relationship Committee and Nomination & Remuneration Committee of JK Agri Genetics Limited. [Chairmanship/Membership of Shri Khaitan in Committees of Directors of other Companies are in terms of Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]. Shri Sanjay Kumar Khaitan does not hold any Equity Share of the Company. He has attended one meeting of the Board of Directors of the Company held during the financial year ended 31<sup>st</sup> March, 2016. Shri Khaitan is not related to any other Director and Key Managerial Personnel of the Company.

Keeping in view his vast experience and knowledge, it will be in the interest of the Company that Shri Sanjay Kumar Khaitan is appointed as an Independent Director of the Company. The Board recommends the aforesaid Resolution for approval by the Members.

Except Shri Sanjay Kumar Khaitan and his relatives to the extent of their shareholding, if any, in the Company, none of the Directors or Key Managerial Personnel of the Company, and/or their relatives to the extent of their shareholding, if any, in the Company, concerned or interested, financially or otherwise, in the aforesaid resolution.

#### **Item No. 6**

Section 197 of the Companies Act, 2013 (the Act), authorises payment of remuneration to Directors, other than Managing Directors or Whole-time Directors of the Company, upto 1% of the net profits of the Company, calculated in the manner referred to in Section 198 of the Act, without the approval of the Company in General Meeting.

Further, Regulation 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 stipulates that all fees or compensation (excluding sitting fees), paid to the Non-executive Directors, including independent directors, shall be fixed by the Board of Directors and shall require approval of Members in general meeting.

Accordingly, it is considered necessary to obtain approval of the Members by means of Special Resolution, authorizing Board of Directors of the Company for payment of remuneration including fees or compensation to the Non-executive Directors, including Independent Directors, not exceeding, in aggregate, one percent of the annual net profits of the Company for each Financial Year commencing 1<sup>st</sup> April, 2016, in terms of Section 197 of the Act and Regulation 17 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

The Board recommends the aforesaid resolution for approval of the Members by means of Special Resolution.

All the Directors of the Company and their relatives to the extent of their shareholding, if any, in the Company, may be deemed to be concerned or interested in the resolution to the extent of the share of remuneration that they may receive. None of the Key Managerial Personnel of the Company, and/or their relatives is concerned or interested, financially or otherwise, in the aforesaid resolution.

**By Order of the Board**

Regd. Office:  
Patriot House, 3, Bahadur Shah Zafar Marg  
New Delhi-110002  
Date: 30<sup>th</sup> May, 2016

**Dillip Swain**  
Company Secretary

#### **FOR ATTENTION OF THE MEMBERS**

1. Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the Meeting.
2. Please check the Pin Code in the address slip pasted on the envelope and advise correction, if any, therein. Also please do indicate the Pin Code Number of your delivery post office while notifying change in your address to the Company where the shares are held in physical form.

3. Requests for transfer of Equity Shares and related correspondence should be addressed to the **Company's Registrar and Share Transfer Agent: Alankit Assignments Limited**, Alankit Heights, 1E/13, Jhandewalan Extension, New Delhi-110 055 (RTA). Members may approach their Depository Participant for getting their shares dematerialised and in respect of shares already held in dematerialised mode, for registration of change in their addresses, bank mandates, nominations etc. For any further clarifications and for other matters, kindly write to the **Company Secretary** at Gulab Bhawan (Rear Block), 3<sup>rd</sup> Floor, 6A, Bahadur Shah Zafar Marg, New Delhi-110 002 or E-mail: [dswain@jkmail.com](mailto:dswain@jkmail.com).
4. Shareholder(s) seeking transfer of shares in physical form should furnish copy of their PAN card to the Company/RTA for registration of transfer of shares.
5. Members having multiple folios are requested to write to the Company/RTA for consolidation of the Folios to save the administrative or servicing cost.
6. Dividend Warrants:

As per SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, it is mandatory for the Company to print the bank account details of the investors in dividend payment instrument. Accordingly, Members are requested to register/update their correct Bank Particulars with the Company/RTA/Depository Participant, as the case may be.

7. Unclaimed Dividends: Transfer to Investor Education and Protection Fund: The unclaimed dividends will be transferred to the Investor Education and Protection Fund after expiry of 7 years from the date of dividend become due for payment as under:

<b>Dividend</b>	<b>Due date for transfer to the said Fund</b>
➤ Financial Year ended 31.03.2009 • 15% Dividend	2 <sup>nd</sup> November, 2016
➤ Financial Year ended 31.03.2010 • 25% Dividend	4 <sup>th</sup> November, 2017
➤ Financial Year ended 31.03.2011 • 40% Dividend	11 <sup>th</sup> September, 2018
➤ Financial Year ended 31.03.2012 • 40% Dividend	6 <sup>th</sup> October, 2019
➤ Financial Year ended 31.03.2013 • 40% Dividend	8 <sup>th</sup> October, 2020
➤ Financial Year ended 31.03.2014 • 50% Dividend	11 <sup>th</sup> September, 2021
➤ Financial Year ended 31.03.2015 • 70% Dividend	5 <sup>th</sup> October, 2022

8. It may be noted that after expiry of the said due date for transfer of unclaimed dividend to the said fund, no claim shall lie in respect of unclaimed dividend.
9. Members who have not encashed their dividend warrants for the said financial years are requested to send the same for issue of fresh Demand Drafts to the Company Secretary at Gulab Bhawan (Rear Block), 3<sup>rd</sup> Floor, 6A, Bahadur Shah Zafar Marg, New Delhi-110 002.
10. The unpaid dividends in respect of the prior periods have already been transferred to the General Revenue Account of the Central Government or the Investor Education and Protection Fund, as the case may be, as per the provisions of the Companies Act, read with the relevant Rules framed thereunder.



11. **Nomination:** Pursuant to Section 72 of the Companies Act, 2013 individual Members holding shares in the Company singly or jointly may nominate an individual to whom all the rights in the shares in the Company shall vest in the event of death of the sole/all joint Members. Members holding shares in physical form, may send their nomination in the prescribed Form SH-13, duly filled in, to the Secretarial Department at the address mentioned above. Members holding shares in dematerialized form are requested to contact their Depository Participant for recording their nomination.
12. **Dematerialisation of Shares and Liquidity:** Members may in their own interest consider dematerialisation of their shareholding in the Company held in physical form. Dematerialisation facility is available on both the Depositories, NSDL and CDSL. Company's ISIN No. is *INE083K01017*.
13. Members are requested to quote their Folio No./DP ID-Client ID and details of shares held in physical/demat mode, e-mail IDs and Telephone/Fax Nos. for prompt reply to their communications.

**Green Initiative in Corporate Governance: Register E-mail Address**

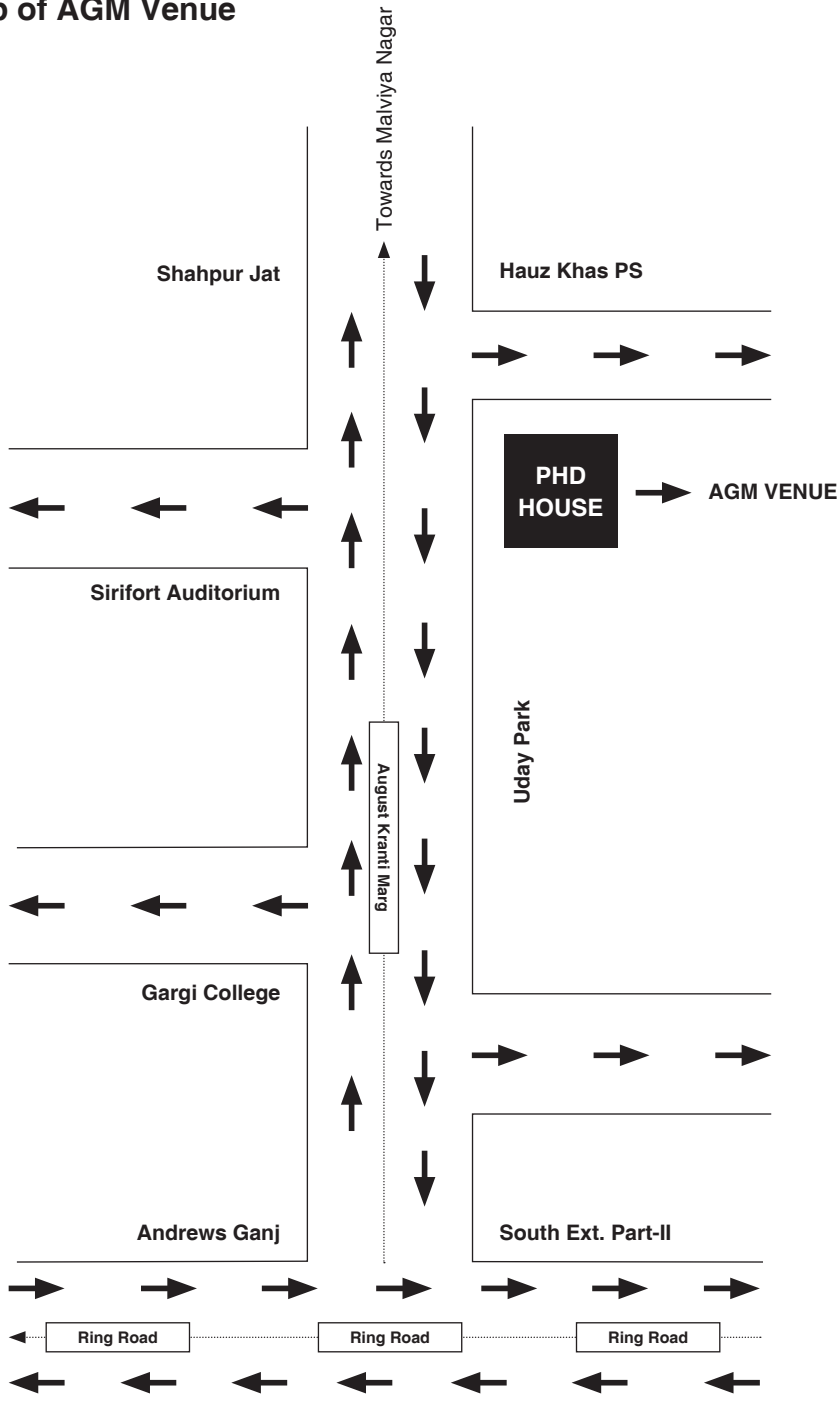
Pursuant to Section 101 of the Companies Act, 2013 and the Rules made thereunder the Company is permitted to send various notices/documents under the Companies Act, 2013, to its Members, through electronic mode. We request the Members to support this initiative and register their E-mail addresses in respect of shares held in: (1) dematerialised mode, with their Depository Participants; and (2) physical mode with Alankit Assignments Ltd., Registrar and Share Transfer Agent. Please quote the following particulars in the E-mail Registration Request: Folio No./DP ID-Client ID, PAN, Name(s) of Registered Holder(s), Address, Telephone and E-mail Address (to be registered for sending future communications through E-mail) and send the same under your signature(s).

# BENGAL & ASSAM COMPANY LIMITED

## Route map to the venue of the AGM

Lakshmiapat Singhania Auditorium, PHD Chamber of Commerce and Industry, PHD House, 4/2,  
Siri Institutional Area, August Kranti Marg, New Delhi-110016

### Map of AGM Venue



# BENGAL & ASSAM COMPANY LIMITED

CIN: L67120DL1947PLC116830 Website: [www.bengalassam.com](http://www.bengalassam.com)

Regd. Office: Patriot House, 3, Bahadur Shah Zafar Marg, New Delhi-110 002

Tel.: 91-11-33001112, 33001162 Fax: 91-11-23716607 E Mail: [dswain@jkmil.com](mailto:dswain@jkmil.com)

## ADMISSION SLIP

Folio No. / DP id / Client id #	
No. of Shares held	

I hereby record my presence at the 69<sup>th</sup> Annual General Meeting of the Company being held at Lakshmiapat Singhania Auditorium, PHD Chamber of Commerce and Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016 on **Tuesday, the 20<sup>th</sup> September, 2016 at 2.30 P.M.**

Name of the Member (in block letters) :

Name of Proxy /Authorised Representative attending\* (in block letters) :

Signature of the attending Member/Proxy/Authorised Representative\*

\* Strike out whichever is not applicable. # Applicable for shareholders holding shares in dematerialised form.

- Note:**
1. A member/proxy/authorised representative wishing to attend the meeting must complete this Admission Slip before coming to Meeting and hand it over at the entrance.
  2. If you intend to appoint a Proxy, please complete, stamp, sign and deposit the Proxy Form at the Company's Registered Office at least 48 hours before the meeting.

# BENGAL & ASSAM COMPANY LIMITED

CIN: L67120DL1947PLC116830 Website: [www.bengalassam.com](http://www.bengalassam.com)

Regd. Office: Patriot House, 3, Bahadur Shah Zafar Marg, New Delhi-110 002

Tel.: 91-11-33001112, 33001162 Fax: 91-11-23716607 E Mail: [dswain@jkmil.com](mailto:dswain@jkmil.com)

## PROXY FORM

Name of the Member(s) :  
Registered Address :  
E-Mail :  
Folio No./DP id/Client id :

I /We, being the member(s) of Bengal & Assam Company Limited, holding .....shares hereby appoint :

(1) Name :  
Address :  
E Mail :  
Signature : or failing him

(2) Name :  
Address :  
E Mail :  
Signature : or failing him

(3) Name :  
Address :  
E Mail :  
Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 69<sup>th</sup> Annual General Meeting of the Company to be held on Tuesday, the 20<sup>th</sup> September, 2016 at 2.30 P.M. at Lakshmiapat Singhania Auditorium, PHD Chamber of Commerce and Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016 and at any adjournment thereof in respect of the resolutions as are indicated below:



Resolutions	For	Against
1. Consideration and adoption of audited Financial Statements of the Company (including audited consolidated financial statements) for the financial year ended 31 <sup>st</sup> March, 2016 and Reports of the Board of Directors and Auditors thereon.		
2. Confirmation of Interim Dividend paid during the year ended 31 <sup>st</sup> March, 2016 as Final Dividend for the financial year 2015-16.		
3. Re-appointment of Dr. Raghupati Singhania, who retires by rotation.		
4. Ratification of appointment of Statutory Auditors and their remuneration.		
5. Appointment of Shri Sanjay Kumar Khaitan as a Director, liable to retire by rotation and also as an Independent Director of the Company for a term of five consecutive years w.e.f. 25 <sup>th</sup> January, 2016.		
6. Authority for payment of remuneration to Non-executive Directors other than the Managing Director(s) and Whole-time Director(s) of the Company.		

Signed this.....Day of.....2016.

Affix  
Revenue  
Stamp

Signature of Member

Signature of Proxy holder(s)

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at Patriot House, 3, Bahadur Shah Zafar Marg, New Delhi- 110002, not less than 48 hours before the commencement of the Meeting.