

# BENGAL & ASSAM COMPANY LIMITED

ANNEXURE-1

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

Certified copy of the Resolution passed at the Meeting of the Board of Directors of Bengal & Assam Company Limited held on 12.06.2017 at New Delhi.

RESOLVED THAT the Scheme of Arrangement between Florence Investech Limited, BMF Investments Limited, J.K. Fenner (India) Limited and Bengal & Assam Company Limited and their respective shareholders, as per draft placed before the meeting and initialed by the Chairman for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the report of the Board under Section 232 (2)(c) of the Companies Act, 2013 on the effect of the Scheme on Shareholders and other persons stated therein, as per draft placed before the meeting and initialed by the Chairman for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the appointments of M/s. Lodha Capital Markets Ltd., as Financial Advisors, Messrs. Khaitan & Co., Advocates and Mr. Kalpataru Tripathi, Advocate, as legal adviser for the Scheme, Messrs. Doogar & Associates and Lunawat & Co., Chartered Accountants as valuers for recommending the consideration for the arrangement, and Hem Securities Limited, Merchant Bankers for giving their fairness opinions on such consideration be and are hereby ratified.

RESOLVED FURTHER THAT the BSE Limited be and is hereby designated for the purpose of co-ordinating with Securities and Exchange Board of India for approval to the Scheme.

RESOLVED FURTHER THAT Shri Bharat Hari Singhania, Dr. Raghupati Singhania, Smt. Vinita Singhania and Shri Ashok Kumar Kinra, Directors and Shri Upendra Kumar Gupta, Manager & Chief Financial Officer, Shri Dillip Kumar Swain, Company Secretary of the Company and Shri Harish Kumar Wadhawan, Authorized Signatory be and are hereby severally authorised to take all necessary steps in the matter that may be required for obtaining the requisite consent and confirmation to the said Scheme by the Shareholders, National Company Law Tribunal, Stock Exchange and other authorities, to finalise the text of the Scheme, to make and agree to all alterations in the said Scheme as may be suggested by the Shareholders or the Tribunal or the Government or any other person, to appoint such other agencies and Advisors as may be required in relation to the Scheme, to approve and sign all applications, petitions, affidavits and other documents as may be required to be filed before the National Company Law Tribunal, Stock Exchange and other authorities, to draw and finalize and issue

CERTIFIED TO BE TRUE  
For Bengal & Assam Company Ltd.

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For Bengal & Assam Company Ltd.

CIN : L67120WB1947PLC221402, Website : www.bengalassam.com, E-mail : dswain@jkm.com

Regd. Office : 7, Council House Street, Kolkata, West Bengal - 700 001

Telephone : 033 - 22486181 / 22487084, Fax : 033 - 22481641



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all notices to Shareholders and other persons, as may be directed or required, to receive documents from Scrutinizers, and to do all acts, deeds and things touching or concerning the same to give full effect to and implement the said Scheme.

Certified to be true  
For Bengal & Assam Company Limited



(Dillip Swain)

Company Secretary

Mem. No. F4113

Address: Gulab Bhawan, 3<sup>rd</sup> Floor, Rear Wing,  
6A Bahadur Shah Zafar Marg, New Delhi- 110 002

CERTIFIED TO BE TRUE  
For Bengal & Assam Company Ltd.

Secretary



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