

BENGAL & ASSAM COMPANY LIMITED

CIN: L67120WB1947PLC221402 Website: www.bengalassam.com
Regd. Office: 7, Council House Street, Kolkata, West Bengal – 700 001
Tel.: 033-22486181 Fax: 033-22481641 E Mail: dswain@jkmil.com

NOTICE

NOTICE is hereby given that the **73rd Annual General Meeting** of the Members of **BENGAL & ASSAM COMPANY LIMITED** will be held on Saturday, the **19th September, 2020 at 2:30 P.M.** Indian Standard Time through Video Conferencing (VC)/Other Audio Visual Means (OAVM), to transact the following business:

As Ordinary Business:

1. To receive, consider and adopt the audited financial statements of the Company (including audited consolidated financial statements) for the financial year ended 31st March, 2020 and the Reports of the Board of Directors and Auditors thereon.
2. To confirm the Interim Dividend of ₹ 15/- per share as Final Dividend for the financial year ended 31st March, 2020.
3. To appoint a Director in place of Dr. Raghupati Singhania (DIN: 00036129), who retires by rotation and being eligible, has offered himself for re-appointment.

As Special Business:

4. 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 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 (Listing Regulations), as amended from time to time, Shri Bakul Jain (DIN: 00380256) who was appointed as an Independent Director of the Company for a term of five consecutive years w.e.f. 16th May, 2015 and who is eligible for re-appointment as an Independent Director and who meets the criteria for independence as provided in the Act and the Listing Regulations be and is hereby appointed as an Independent Director of the Company to hold the Office for the second term comprising of five consecutive years with effect from 16th May, 2020.”

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

“RESOLVED that, pursuant to the provisions of Sections 149,150,152 and 161, Schedule IV of the Companies Act, 2013 (the “Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) for the time being in force, and Regulation 16 and 17(1) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) as amended from time to time, Mrs. Deepa Gopalan Wadhwa (DIN: 07862942), who was appointed as Additional Director by the Board of Directors of the Company, be and is hereby appointed as Director of the Company and also as Mrs. Deepa Gopalan Wadhwa meets the criteria of independence as provided in the Act and the Listing Regulations, be and is hereby appointed as an Independent Woman Director of the Company for a term of three consecutive years with effect from 28th March, 2020, not liable to retire by rotation.”

By Order of the Board

Date: 21st August, 2020
Place: New Delhi

Dillip Kumar Swain
Company Secretary

NOTES:

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs vide its General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively (“MCA Circulars”) and Securities and Exchange Board of India vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 (“SEBI Circular”) and in compliance with the provisions of the Companies Act, 2013 (“Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), have permitted convening the Annual General Meeting (“AGM”/“Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.
2. The Statement pursuant to Section 102 (1) of the Act and Regulation 36(5) of the SEBI Listing Regulations setting out the material facts concerning Item Nos. 4 and 5 of the Notice is annexed hereto.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held through VC/OAVM pursuant to the MCA and SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM. Hence, Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
4. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorising such representatives to attend and vote at the AGM.
5. The Members can join the AGM held through VC/ OAVM fifteen (15) minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. The Register of Directors’ and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.
7. Relevant documents referred to in the Notice setting out the material facts concerning Item nos. 3 to 5 hereto and the statement pursuant to Section 102 (1) of the Act shall also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of the AGM. Members seeking to inspect such documents can send an e-mail to dswain@jkmail.com or ajay.tiwari@jkmail.com.
8. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 11th September, 2020 through email at dswain@jkmail.com or ajay.tiwari@jkmail.com. The same will be replied by the Company suitably.
9. The Register of Members and Share Transfer Books of the Company shall remain closed from 15th September, 2020 to 19th September, 2020 (both days inclusive).
10. The Board has recommended the Interim Dividend of ₹ 15/- per Equity Share of ₹ 10/- each (150%), paid during the year ended 31st March, 2020, as Final Dividend for the Financial Year 2019-20.
11. Dispatch of Annual Report through electronic mode: In compliance with the MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depository Participants/Company’s Registrar and Share Transfer Agent (‘RTA’) - Alankit Assignments Ltd., Alankit House, 4E/2, Jhandewalan Extension, New Delhi-110 055 (India). Members may note that the Notice and Annual Report 2019-20 will also be available on the Company’s website <https://www.bengalassam.com>, website of the Stock Exchange, i.e. BSE Limited at www.bseindia.com, and on the website of Depository i.e. Central Depository Services (India) Limited (CDSL) at www.evotingindia.com.

For receiving all communication (including Annual Report) from the Company electronically:

- (a) Members holding shares in physical mode and who have not registered/updated their email address with the Company are requested to register/update the same by writing to the Company/ Company's RTA with details of folio number and attaching a self-attested copy of PAN card at dswain@jkm.com or ajay.tiwari@jkm.com or rta@alankit.com/ramap@alankit.com; and
- (b) Members holding shares in dematerialised mode, who have not registered/updated their email address, are requested to register/update the same with the relevant depository participant with details of their DP ID/Client ID.

In furtherance of Go-Green initiative of the Government and in the interest of the Members, the Company has published Notices in Financial Express (All Editions in English Language) and in Aajkal (Kolkata Edition in Bengali Language), on 18th May, 2020 and 21st August, 2020, requesting the Members to register their Email addresses and Bank Account particulars to enable the Members to receive the Notice of General Meetings, Annual Report and other communications instantly in electronic form alongwith direct credit of dividends, as may be declared, by the Company from time to time into their respective Bank Accounts.

12. REMOTE E-VOTING PROCEDURE:

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations), the Company is pleased to provide Members, facility to exercise their right to vote at the 73rd 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.
- II. The facility for E-voting 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 (during the voting period) shall be able to exercise their right to cast vote at the AGM through e-voting facility of CDSL. (Refer: Para No. 16 for 'E-voting Procedure at AGM')

The instructions for Members for Remote e-voting are as under:

- (i) The remote e-voting period begins on 16th September, 2020 (10.00 a.m.) and ends on 18th September 2020 (5.00 p.m.). During this period Members of the Company, holding Equity Shares either in physical form or in dematerialized form, as on the cut-off date i.e., 14th September, 2020, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Members who have already voted prior to the AGM date may attend the AGM but would not be entitled to vote at the AGM.
- (iii) The Members should log on to the e-voting website www.evotingindia.com and click on 'Shareholders/ Members' tab/module.
- (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.

OR

Alternatively, Members registered for CDSL's EASI/EASIEST e-services, can log-in at <https://www.cdslindia.com> from Login-Myeasi using their login credentials. Once the member has been able to successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast vote electronically.

- (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 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:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/Registrar & Transfer Agent (RTA) - Alankit Assignments Ltd. or contact Company/RTA.
Dividend Bank Details OR Date of Birth	<ul style="list-style-type: none"> 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. 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).

(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 also to be 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 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 a print of the votes cast 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”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

13. PROCEDURE FOR MEMBERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE COMPANY OR DEPOSITORIES, AS THE CASE MAY BE, FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING ON THE RESOLUTIONS PROPOSED IN THIS NOTICE:

(i) **Shares held in Physical Mode** - Please provide necessary details like Folio No., Name of Member, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company at dswain@jkm.com or ajay.tiwari@jkm.com or to Registrar and Share Transfer Agent at rta@alankit.com/ramap@alankit.com.

- (ii) **Shares held in Demat Mode** - Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name of Member, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id as mentioned above.

14. **INFORMATION AND INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OVAM ARE AS UNDER:**

- (A) Members as on the cut-off date of 14th September, 2020 will be provided with the facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under Shareholders/Members login by using the remote e-voting credentials. The link for VC/OAVM will be available in Shareholder/Members login where the EVSN of Company will be displayed.
- (B) Members are encouraged to join the Meeting through Laptops / IPads for better experience.
- (C) Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (D) Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (E) Members/Viewers/Attendee are required to download the software/app of **Cisco Webex** in advance on their desktop/laptop/mobile from the respective app store & ready to connect fast for attending meeting through video conferencing.
- (F) Members who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request on or before 11th September, 2020 mentioning their name, demat account number/folio number, email id and mobile number at dswain@jkmil.com or ajay.tiwari@jkmil.com. The Members who do not wish to speak during the AGM but have queries may send their queries on or before 11th September, 2020 mentioning their name, demat account number/folio number, email id and mobile number at dswain@jkmil.com or ajay.tiwari@jkmil.com. These queries will be replied to by the Company suitably by email.
- (G) Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
- (H) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.

15. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.

16. **INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-**

- (i) Members as on the cut-off date of 14th September, 2020 shall be eligible to participate in the e-voting system of CDSL. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- (ii) Only those Members, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- (iii) If any Votes are cast by the Members through the e-voting available during the AGM and if the same Members have not participated in the meeting through VC/OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the meeting is available only to the Members attending the meeting.
- (iv) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

17. OTHER COMMON INSTRUCTIONS:

(i) 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 and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 linked in the login should be mailed to 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.
- Alternatively, Non Individual Members are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz. dswain@jkm.com or ajay.tiwari@jkm.com, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

- (ii) If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mills Compound, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

- (iii) 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 and a person who is not a Member as on the cut-off date should treat the Notice for information purpose only.
- (iv) 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 may follow the same instructions as mentioned above for e-voting.
- (v) The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the Members holding shares as on the cut-off date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.
- (vi) The Company has appointed Shri Namo Narain Agarwal, Company Secretary in Practice, as Scrutinizer to scrutinize the process of remote e-voting and e-voting on the date of AGM in a fair and transparent manner.
- (vii) 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 and submit, 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 authorized by him in writing, who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the result of the voting forthwith.
- (viii) The results declared along with the consolidated Scrutinizer’s Report shall be placed on the Company’s website www.bengalassam.com and on the website of CDSL www.evotingindia.com and shall

simultaneously be forwarded to the Stock Exchange. The results of the voting will also be displayed on the Notice Board of the Registered Office and Administrative Office of the Company.

- (ix) 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., 14th September, 2020 and who has not cast vote by remote e-voting, can cast their vote through e-voting at AGM through VC/OVAM.

18. APPOINTMENT OF DIRECTOR

The relevant details as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India in respect of the Director seeking re-appointment under Item No. 3 of the Notice is given hereunder:

Dr. Raghupati Singhania, aged 73 years, holds a Bachelor Degree in Science. He is an Industrialist with about 55 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 appointed on the Board of the Company on 2nd 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, Radico Khaitan Limited, Tanvi Commercial Pvt. Ltd., Hari Shankar Singhania Holdings Pvt. Ltd., Radical Agro Products Pvt. Ltd., RPS Securities Pvt. Ltd., Dhanlakshmi Building Development Pvt. Ltd., Henry F. Cockill & Sons Ltd. and JK Tornel SA de CV. He is President, Managing Committee of Hari Shankar Singhania Elastomer and Tyre Research Institute and Member, Managing Committee of Pushpawati Singhania Hospital & Research Institute. Dr. Singhania is the Chairman of the Stakeholders' Relationship Committee of JK Lakshmi Cement Limited and Member of the Audit Committee of JK Lakshmi Cement Limited and Radico Khaitan Limited. [Chairmanship/Membership of Dr. Singhania in Committees of Directors and other Committees 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, 2020. He holds 18,79,810 Equity Shares of the Company. His Director Identification No. is 00036129. Dr. Raghupati Singhania is related to Shri Bharat Hari Singhania, Chairman of the Company.

STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 4

The Board of Directors of the Company had appointed Shri Bakul Jain, as an Independent Director of the Company for his first term of 5 (five) consecutive years w.e.f. 16th May, 2015 subject to requisite approval of the Shareholders of the Company at the Annual General Meeting (AGM) held on 24th September, 2015. Accordingly, the first term of Shri Bakul Jain, as an Independent Director of the Company determined on 15th May, 2020.

As per provisions of the Companies Act, 2013, ("the Act") the Independent Directors shall hold office for a term up to five consecutive years, but shall be eligible for re-appointment, subject to compliance of certain conditions and on passing of a Special Resolution by the Members of the Company. Further, such Independent Directors will also not be subject to retirement of Directors by rotation and accordingly while ascertaining total number of Directors for the purposes of determining Directors liable to retire by rotation, Independent Directors shall not be included.

The Board, based on the performance evaluation and as per the recommendations of the Nomination and Remuneration Committee of Directors, considers that given the knowledge, background, experience and contribution made by Shri Bakul Jain, Independent Director during his respective tenure, it would be in the interest of the Company to have continued association of Shri Bakul Jain as an Independent Director of the Company.

Accordingly, the Board has recommended re-appointment of Shri Bakul Jain as an Independent Director of the Company, for second term with effect from 16th May, 2020, comprising of five consecutive years.

The Company has received declaration from Shri Bakul Jain that he meets the criteria of Independence and he is not aware of any circumstances or situation which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence as prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations,

2015 ("Listing Regulations"). Shri Bakul Jain is also not disqualified from being appointed as a Director in terms of Section 164 of the said Act.

In the opinion of the Board, Shri Bakul Jain fulfills 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 Bakul Jain as an Independent Director setting out the terms and conditions would be available electronically for inspection by the Members during the AGM.

Brief Resume of Shri Bakul Jain is as under:

Shri Bakul Jain, aged 65 years, holds a Bachelor's degree in Commerce from Sydenham College, Mumbai University and holds a Master's degree in Business Administration from IMD Management Institute, Switzerland. He is an Industrialist with over 45 years of experience. He is presently the Managing Director of DCW Limited and looks after the overall general management including strategic planning, financial functions and also oversees all new projects. He is also Vice President of IMD Alumni Association of India. Shri Jain is also Director on the Boards of JK Tyre & Industries Limited, J.K. Fenner (India) Limited, DCW Pigments Limited and several other private limited companies. He is also Chairman of Stakeholders' Relationship Committee and Audit Committee of JK Tyre & Industries Limited and Audit Committee of J.K. Fenner (India) Limited and Member of the Nomination and Remuneration Committee of J.K. Fenner (India) Limited and Stakeholders' Relationship Committee of DCW Limited. His Director Identification No. is 00380256.

Shri Bakul Jain is not related to any other Director or Key Managerial Personnel of the Company. Shri Jain holds 8 equity shares of the Company. He has attended four Board meetings of the Company held during the financial year ended 31st March, 2020. The details of Remuneration drawn by Shri Bakul Jain during the financial year 2019-20 are given in Form MGT-9 printed in the Annual Report of the Company. As Independent Director of the Company, he is entitled to fee for participation in the meetings of the Board or Committee thereof, reimbursement of expenses for participation in the said meetings and profit related commission within the limits stipulated under the Companies Act, 2013.

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

Except Shri Bakul Jain and his relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company, and/or their relatives are concerned or interested, financially or otherwise, in the aforesaid resolution.

Item No. 5

Mrs. Deepa Gopalan Wadhwa was appointed as an Additional Director in the category of Independent Woman Director of the Company for a term of three consecutive years, w.e.f. 28th March 2020, subject to approval of the Members at the forthcoming Annual General Meeting (AGM) of the Company. Pursuant to Section 161 of the Companies Act, 2013, ("the Act"), Mrs. Deepa Gopalan Wadhwa holds office up to the date of this AGM. The Company has received a Notice under Section 160 of the said Act from a Member of the Company proposing candidature of Mrs. Deepa Gopalan Wadhwa for appointment as a Director of the Company.

Mrs. Deepa Gopalan Wadhwa has given requisite declaration that she 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"). Mrs. Deepa Gopalan Wadhwa is also not disqualified from being appointed as a Director in terms of Section 164 of the said Act.

In the opinion of the Board, Mrs. Deepa Gopalan Wadhwa fulfills the conditions specified in the Act and rules made thereunder and the Listing Regulations, in respect of her appointment as an Independent Director of the Company and she is independent of the management. Copy of the draft letter of appointment of Mrs. Deepa Gopalan Wadhwa as an Independent Woman Director setting out the terms and conditions would be available electronically for inspection by the Members during the AGM.

Brief Resume of Mrs. Deepa Gopalan Wadhwa is as under:

Mrs. Deepa Gopalan Wadhwa (DIN: 07862942) has been a distinguished career diplomat who joined the Indian Foreign Service (IFS) in 1979 and retired in December, 2015. Mrs. Deepa Gopalan Wadhwa, aged 64 years is a graduate from Madras University. She has an undergraduate degree in Chemistry and a post graduate degree in English Literature.

She has served as Ambassador of India to Japan (2012-2015), Qatar (2009-2012) and Sweden (2005-2009). She was concurrently accredited as Ambassador to Latvia (from Stockholm), and Republic of the Marshall Islands (from Tokyo). During her career, she has also held other significant assignments in Geneva, Hongkong, China. The Netherlands, the International Labour Organization (ILO) and the Ministry of External Affairs.

In the course of her career spanning over 36 years, she has handled a wide swathe of issues and subjects related to India's relations with key countries such as Pakistan, China and Japan; participated in international conferences and negotiations related to climate change, sustainable development, disarmament and human rights and was instrumental in the active promotion of India's economic interests in area of trade, technology, investments and energy security during postings in Europe, the GCC and Japan.

Mrs. Wadhwa is currently the Chairperson of the India-Japan Friendship Forum, Member, Governing Council of the Institute of Chinese Studies and is on the Governing Council of Asian Confluence based in Shillong. She currently serves as Independent Director on the Boards of J.K. Cement Ltd., JK Paper Ltd., Mukund Sumi Special Steel Ltd., Mindtree Ltd., Corporate Catalyst India Pvt. Ltd. and Artemis Medicare Services Ltd..

Mrs. Wadhwa is not related to any other Director or Key Managerial Personnel of the Company. She does not hold any equity shares of the Company. As Independent Director of the Company, she is entitled to fee for participation in the meetings of the Board or Committee thereof, reimbursement of expenses for participation in the said meetings and profit related commission within the limits stipulated under the Companies Act, 2013.

The Board recommends the aforesaid Ordinary Resolution for approval by the Members.

Except Mrs. Wadhwa and her 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 are concerned or interested, financially or otherwise, in the aforesaid resolution.

By Order of the Board

Date: 21st August, 2020
Place: New Delhi

Dillip Kumar Swain
Company Secretary

FOR ATTENTION OF THE MEMBERS

1. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or the Company's Registrar and Transfer Agent ("RTA") - Alankit Assignments Limited ("Alankit"), the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
2. Please do indicate the Pincode Number of your delivery post office while notifying change in your address to the Company where the shares are held in physical form.
3. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, Bank Mandates, Nominations, Power of Attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's RTA - Alankit to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Alankit.
4. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
5. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.bengalassam.com (under 'Investors Relations' section). Members holding shares in physical form may submit the same to Alankit. Members holding shares in electronic form may submit the same to their respective depository participant.
6. **Dividend Warrants:**
 - (i) As per the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, ("SEBI Listing Regulations") it is mandatory for the Company to print the Bank Account details of the investors on dividend payment instrument. Accordingly, the Members are requested to register/ update their correct bank account details with the Company/RTA/Depository Participant, as the case may be alongwith MICR/NECS details.
 - (ii) Pursuant to the amendments introduced by the Finance Act, 2020, dividend income will be taxable in the hands of the Members w.e.f. 1st April, 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 (the "IT Act"). No tax will be deducted on payment of dividend to the resident individual Members if the total dividend paid does not exceed ₹ 5,000/-. In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN and Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email at dswain@jkm.com or ajay.tiwari@jkm.com or RTA at rta@alankit.com/ramap@alankit.com.
7. **Unclaimed Dividends: Transfer to Investor Education and Protection Fund:** Pursuant to Section 124 of the Companies Act, 2013, read with relevant Rules, the unclaimed dividend 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:

Dividend	Due date for transfer to the said Fund
➤ Financial Year ended 31.03.2013 • 40% Dividend	8 th September, 2020
➤ Financial Year ended 31.03.2014 * • 15% Dividend	6 th October, 2021
➤ Financial Year ended 31.03.2014 • 50% Dividend	11 th September, 2021
➤ Financial Year ended 31.03.2015 • 70% Dividend	5 th October, 2022
➤ Financial Year ended 31.03.2015 * • 15% Dividend	5 th October, 2022

Dividend	Due date for transfer to the said Fund
➤ Financial Year ended 31.03.2016 • 100% Dividend	27 th March, 2023
➤ Financial Year ended 31.03.2016 * • 15% Dividend	27 th September, 2023
➤ Financial Year ended 31.03.2017 • 100% Dividend	7 th September, 2024
➤ Financial Year ended 31.03.2017 * • 100% Dividend	7 th September, 2024
➤ Financial Year ended 31.03.2018 * • 300% Dividend	25 th February, 2024
➤ Financial Year ended 31.03.2018 • 100% Dividend	14 th September, 2025
➤ Financial Year ended 31.03.2018 * • 250% Dividend	4 th October, 2025
➤ Financial Year ended 31.03.2019 • 100% Dividend	5 th September, 2026

* *These dividends pertain to erstwhile Florence Investech Ltd. which was amalgamated into and with the Company pursuant to the Scheme of Arrangement which became effective on 24th May, 2019.*

8. Members who have not encashed their dividend warrants for the said financial years are requested to intimate to the Company alongwith the details of their bank accounts, name of the bank & branch details, IFSC Code etc. & a copy of the cancelled cheque, for transfer of unpaid dividend amount directly to their bank accounts.
9. Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2019-20, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more from financial year 2011-12 onwards as on the due date of transfer, i.e. 5th October, 2019. Details of shares transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: <http://www.bengalassam.com/iepf.html>. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.

Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the weblink: <http://iepf.gov.in/IEPFA/refund.html> or contact Alankit Assignments Limited (Registrar & Transfer Agent) for lodging claim for refund of shares and / or dividend from the IEPF Authority.

With respect to dividend and shares, due for transfer in the Financial Year 2020-21, the Company has sent specific notice to all the members whose dividend are lying unclaimed for seven consecutive years or more, to claim the same at the earliest.

10. 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.
11. In terms of SEBI Notification dated 3rd December, 2018, transfer of shares in physical form has been stopped from 1st April, 2019. The shareholders are, therefore, requested to dematerialize their securities at the earliest. Company's ISIN No. is INE083K01017. Dematerialization facility is available both on NSDL and CDSL. For the purpose of dematerialization, Shareholders are requested to contact their Depository Participant (DP) with whom they have opened their Demat Account. Shareholders not holding any Demat Account are requested to open a Demat Account with any one of the DP of their local area and dematerialize the shares held by them in physical form.