

BENGAL & ASSAM COMPANY LIMITED

CIN: L67120DL1947PLC116830 Website: www.bengalassam.com

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

Tel.: 91-11-33001112, 33001162 Fax: 91-11-23716607 E Mail ID: dswain@jkmil.com

NOTICE

NOTICE is hereby given that the 68th 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 **Thursday, the 24th September, 2015** at **11:30 A.M.** to transact the following business:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2015 and the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend.
3. To appoint a Director in place of Shri Bharat Hari Singhania (DIN: 00041156) who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of auditor 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 an **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof and pursuant to the resolution passed by the members at the Annual General Meeting (AGM) held on 2nd September, 2014, the appointment of M/s. Lodha & Co., Chartered Accountants, New Delhi, (Registration No. 301051E) as the Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the 69th AGM to be held in the year 2016, be and is hereby ratified on a remuneration of ₹ 1,00,000/- p.a. (₹ One Lac only) 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 an **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder read with Schedule IV to the said Act and Clause 49 of the Listing Agreement including any statutory modification(s) or re-enactment(s) thereof, Shri Bakul Jain (DIN: 00380256) whose appointment on the Board as Additional Director determines on the date of the present Annual General Meeting, 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 16th May, 2015.”

By Order of the Board

Regd. Office:
Link House, 3, Bahadur Shah Zafar Marg
New Delhi-110002
5th August, 2015

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 (1) of the Companies Act, 2013 is annexed.
3. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days business hours up to the date of the meeting.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from **15th September, 2015 to 24th September, 2015** (both days inclusive).
5. The dividend of ₹ 7/- per Equity Share of ₹ 10 each (70%), as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid to the Members whose names appear on the Register of Members of the Company on 24th September, 2015 or to their mandatees. In respect of shares held in dematerialized form, the dividend will be paid on the basis of details of beneficial ownership to be received from the Depositories for this purpose.
6. In furtherance of the Go Green Initiative of the Government, electronic copy of the Annual Report for the year 2014-15, the Notice of the 68th 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 year 2014-15, the Notice of the 68th 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 2014-15 and the Notice of the 68th AGM will also be available on the Company's website 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

- Shri Bharat Hari Singhania, aged 77 years, is a graduate in Commerce. He joined the Board of Directors of the Company on 2nd February, 2009 and was appointed as Chairman of the Company on 29th May, 2015. He is an Industrialist with over 58 years of experience in managing various industries including cement, automotive tyres, paper, jute, synthetics, high yielding hybrid seeds. He is the Chairman of JK Paper Limited, JK Agri Genetics Limited, Chairman & Managing Director of JK Lakshmi Cement Limited, Managing Director of JK Tyre & Industries Limited and Director of several Private and other Companies. In terms of Clause 49 of the Listing Agreement, he is a member of the Stakeholders' Relationship Committee of JK Lakshmi Cement Limited. Shri Singhania attended all the Four meetings of the Board of Directors held during the financial year ended 31st March, 2015. His Director Identification No. is 00041156. He holds 3,43,400 Equity Shares of the Company. Shri Bharat Hari Singhania is the brother of Dr. Raghupati Singhania, Director of the Company.
10. Relationship between the Directors inter-se: Shri Bharat Hari Singhania is the brother of Dr. Raghupati Singhania, Director of the Company.

11. Information and other instructions relating to voting are as under:-

- 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 Clause 35B of the Listing Agreement with the Stock Exchange, the company is pleased to provide members, facility to exercise their right to vote at the 68th Annual General Meeting by electronic voting system from a place other than the venue of the meeting (remote e-voting) and the business may be transacted through e-voting services provided by Central Depository (Services) India Limited (CDSL). E-voting is optional.
- II. The facility for voting through ballot or polling paper shall be made available at the meeting and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- III. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the meeting. However, in case members cast their vote both via physical ballot and e-voting then e-voting shall prevail and voting done through physical ballot shall be treated as invalid.

IV. Process and manner for remote e-voting:

- (i) The voting period begins on 21st September, 2015 (10.00 AM) and ends on 23rd September, 2015 (5.00 PM). During this period shareholders of the Company, holding Equity Shares either in physical form or in dematerialized form, as on the **cut-off date 17th September, 2015**, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com during the voting period and click on “Shareholders” tab.
- (iii) Shareholders 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.
- (iv) Enter the characters displayed on the image verification and Click on Login.
- (v) 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.
- (vi) 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. 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 number of Equity Share(s) of the Company held by them as on the cut-off date in the PAN field. In case the number of Equity Share(s) held are less than eight digits, enter the applicable number of “0” after the first two letters of name and before the number of Equity Shares held as on the cut-off date. 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.
Dividend Bank Details OR Date of Birth (DOB)	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 (iii).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN relevant for Bengal & Assam Company Limited.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non-Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to 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.
 - 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 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.
- (xviii) 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. 17th September, 2015 may follow the same instructions as mentioned above for remote e-Voting.
- (xix) 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, under help section. The Contact details of official responsible to address grievances connected with remote e-voting are Shri Wenceslaus Furtado, Deputy Manager, Central Depository Services (India) Ltd., 16th Floor, P.J. Towers, Dalal Street, Fort, Mumbai-400 001, Phone No. 18002005533 or write an email to helpdesk.evoting@cdslindia.com
- (xx) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 17th September, 2015 and a person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- (xxi) The Company has appointed Shri Namu Narain Agarwal, Practicing Company Secretary, as Scrutinizer to scrutinize the voting (at AGM venue) and remote e-voting process in a fair and transparent manner.
- (xxii) 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 3 days of

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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.

- (xxiii) 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 and shall simultaneously be forwarded to the Stock Exchange.

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

Item No. 5

Shri Bakul Jain was appointed as an Additional Independent Director of the Company with effect from 16th May, 2015 as recommended by Nomination and Remuneration Committee of Directors. The Board of Directors of the Company has recommended appointment of Shri Bakul Jain as an Independent Director for a term of 5 consecutive years w.e.f. 16th May, 2015 in terms of Section 149 of the Companies Act, 2013 (the Act), as mentioned in the Resolution subject to approval of the members at the ensuing Annual General Meeting. In terms of Section 161 of the Act, Shri Bakul Jain shall hold office of Director up to the date of the ensuing AGM of the Company. The Company has received a Notice pursuant to Section 160 of the said Act from a member alongwith requisite deposit proposing the name of Shri Bakul Jain for appointment of Director of the Company at the AGM of the Company.

Shri Bakul Jain 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 Clause 49 of the Listing Agreement and has given his consent to act as Independent Director of the Company. Shri Bakul Jain is also not disqualified from being appointed as Director in terms of Section 164 of the Act.

In the opinion of the Board, Shri Bakul Jain fulfils the conditions specified in the Act in respect of his appointment as an Independent Director of the Company and is independent of the management.

Shri Bakul Jain, aged 60 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 39 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 of JK Tyre & Industries Limited and Member of Audit Committee of JK Tyre & Industries Limited and J.K. Fenner (India) Limited and member of Stakeholders' Relationship Committee of DCW Limited. Shri Bakul Jain has not attended any Board Meeting during the year ended 31st March, 2015. Shri Bakul Jain holds 15 Equity Shares of the Company.

Keeping in view his vast experience and knowledge, it will be in the interest of the Company that Shri Bakul Jain is appointed as an Independent Director of the Company.

Copy of the draft letter of appointment of Shri Bakul Jain 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 during normal business hours on any working day between 28th August, 2015 and 24th September, 2015.

The Board recommends the aforesaid Resolution for approval by the members.

Except Shri Bakul Jain, being the appointee, none of the Directors, Key Managerial Personnel of the Company, and/or their relatives may be deemed to be concerned or interested in the proposed resolution. This Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

By Order of the Board

Regd. Office:
Link House, 3, Bahadur Shah Zafar Marg
New Delhi-110002
5th August, 2015

Dillip Swain
Company Secretary

FOR ATTENTION OF THE SHAREHOLDERS

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. Transferee(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.
4. Shareholders having multiple folios are requested to write to the Company for consolidation of the Folios to save the administrative or servicing cost.
5. Requests for transfer of Equity Shares and related correspondence should be addressed to the Company's Registrar and Share Transfer Agents: Alankit Assignments Limited, Alankit Heights, 1E/13, Jhandewalan Extension, New Delhi-110 055. The Shareholder 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), 3rd Floor, 6A, Bahadur Shah Zafar Marg, New Delhi-110 002 or E-mail: dswain@jksmail.com.
6. The Members are requested to furnish to the Company their Bank particulars to enable the Company to directly credit the dividend amount in their Bank Account through **Electronic Clearing Services**. Members are also requested to advise details of their Bank account i.e. name and address of their Bank, Account No. and name of Account Holder(s) for printing on the Dividend Warrants to avoid fraudulent encashment thereof.
7. **Unclaimed Dividends: Transfer to Investor Education and Protection Fund:** Pursuant to Section 125 of the Companies Act, 2013, the unclaimed dividend for the financial year 2008-09 will become due for transfer to the Investor Education and Protection Fund on 7th September 2015. 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. Shareholders who have not encashed their dividend warrants for the financial years 2008-09 to 2013-14 are requested to send the same for issue of fresh Demand Drafts to the Company Secretary at the address given at Point No.5 above.
8. **Nomination:** Pursuant to Section 72 of the Companies Act, 2013 individual Shareholders 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 Shareholders.
9. **Dematerialisation of Shares and Liquidity:** Members may in their own interest consider dematerialisation of their shareholding in the Company held in physical form through their respective Depository Participants with one of the Depositories, namely, NSDL and CDSL. Company's ISIN No. is *INE083K01017*.
10. 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 shareholders, through electronic mode. We request to Members to support this initiative and register their E-mail addresses in respect of shares held in: (1) dematerialized mode, with their Depository Participants; and (2) physical mode with Alankit Assignments Limited (RTA). Please quote the following particulars in the E-Mail Registration Request: Folio No./DPID-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).

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ADMISSION SLIP

Folio No. / DP ID / Client ID #	
No. of Equity Shares held	

I hereby record my presence at the 68th Annual General Meeting of the Company being held at Lakshmi Pat Singhania Auditorium, PHD Chamber of Commerce and Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016 on **Thursday, the 24th September, 2015 at 11.30 A.M.**

Name of the Shareholder (in block letters)
Name of Proxy /Authorised Representative attending* (in block letters)

* Strike out whichever is not applicable

Applicable for shareholders holding shares in dematerialised form.

Signature of the attending Shareholder/Proxy/Authorised Representative*

- 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.

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PROXY FORM

Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014.

Name of the member(s):	
Registered Address:	
E-Mail ID:	
Folio No./DPID/Client ID:	

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

- (1) Name: _____ Address: _____
E Mail ID: _____ Signature: _____ or falling him;
- (2) Name: _____ Address: _____
E Mail ID: _____ Signature: _____ or falling him;
- (3) Name: _____ Address: _____
E Mail ID: _____ Signature: _____ or falling him;

as my/ our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the 68th Annual General Meeting of the Company to be held on Thursday, the 24th September, 2015 at 11.30 A.M. at Lakshmi Pat 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:

Resolution Number	Resolution
ORDINARY BUSINESS	
1	Adoption of audited Financial Statements for the year ended 31 st March, 2015.
2	Declaration of Dividend for the year ended 31 st March, 2015.
3	Appointment of a Director in place of Shri Bharat Hari Singhania, Director who retires by rotation and being eligible offers himself for re-appointment.
4	Ratification of appointment of M/s Lodha & Co., Chartered Accountants, Statutory Auditors of the Company.
SPECIAL BUSINESS	
5	Appointment of Shri Bakul Jain as an Independent Director for a term of five consecutive years with effect from 16 th May, 2015.

Signed this _____ Day of _____ 2015

Affix
revenue
stamp

Signature of Shareholder

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 Link House, 3, Bahadur Shah Zafar marg, New Delhi-110002, not less than 48 hours before the commencement of the Meeting.

BENGAL & ASSAM COMPANY LIMITED

Route Map to the Venue of the 68th Annual General Meeting

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



