

BENGAL & ASSAM COMPANY LIMITED

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

Through Speed Post

BACL/SECTL/SE/15
25th September 2015

Ms. Chitra Sekhar (DCS-CRD)
BSE Limited
25th Floor, P.J. Towers
Dalal Street
Mumbai-400001
Scrip Code- 530095

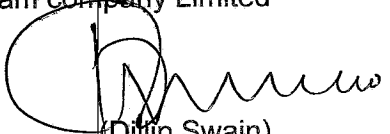
Dear Sir,

Re: Voting Results of 68th Annual General Meeting held on 24th September 2015.

1. We send herewith Consolidated Voting Results (Remote E- Voting & Poll Voting at the AGM venue) on the Resolutions forming part of the Notice of the said AGM of the Company held on 24th September 2015 at Lakshmi Pat Singhania Auditorium, PHD Chamber of Commerce and Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016, pursuant to Clause 35A of the Listing Agreement.
2. We have to further inform that Shri Namo Narain Agarwal, Practicing Company Secretary, Scrutinizer has submitted his Consolidated Report dated 25th September 2015 on Remote e-voting and the Voting at the aforesaid AGM. A copy of the said Report is also enclosed herewith.

Thanking you and assuring you of our best attention at all times.

Yours faithfully,
For Bengal & Assam Company Limited


(Dillip Swain)
Company Secretary

Encl.: a.a.

Copy for information to:

1. National Securities Depository Limited
4th Floor, 'A' Wing, Trade World
Kamala Mills Compound
Senapati Bapat Marg, Lower Parel
Mumbai - 400 013
2. Central Depository Services (India) Limited
Phiroze Jeejeebhoy Towers, 17th Floor
Dalal Street, Fort,
Mumbai- 400 001



CIN : L67120DL1947PLC116830, Website : www.bengalassam.com, E-mail : dswain@jkmil.com
Regd. & Admn. Office : 'Link House', 4th Floor, 3, Bahadur Shah Zafar Marg, New Delhi - 110 002
Telephone: 33001112, Fax: 011-23716607

BENGAL & ASSAM COMPANY LIMITED

68TH ANNUAL GENERAL MEETING HELD ON 24TH SEPTEMBER, 2015

RESULTS OF E-VOTING/ BALLOT/AGM VOTING

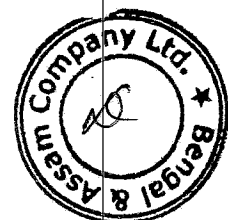
Details of Voting Results

Pursuant to Section 108 and 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and other applicable provisions of the said Act, the Members were provided with the facility to cast their votes through remote e-voting and voting at the Annual General Meeting through ballot paper, on the Resolutions forming part of the Notice of the 68th Annual General Meeting of the Company held on 24th September, 2015 at 11:30 A.M. (AGM).

Shri Namu Narain Agarwal, Practicing Company Secretary, Membership No. FCS-234, New Delhi, was appointed as the Scrutinizer for conducting both the remote e-voting process (E-voting period commenced on Monday, 21st September, 2015 at 10:00 A.M. and ended on Wednesday, 23rd September, 2015 at 5:00 P.M.) and also voting at the venue of the AGM through Ballot Paper.

Based on the consolidated report submitted by the said Scrutinizer on the remote e-voting and the voting at the AGM through Ballot Paper as aforesaid, all the resolutions were duly passed with requisite majority. The results are as under:-

Date of the AGM:	24 th September, 2015	
Total number of shareholders on record date (i.e. 17th September, 2015 – cut-off date for e-voting purpose):	33162	
No. of shareholders present in the meeting either in person or through proxy:		
Promoters and Promoter Group:	02	
Public:	486	
No. of Shareholders attended the meeting through Video Conferencing		
Promoters and Promoter Group:	Not arranged	
Public:		



Agenda-wise

In case of Poll/E-voting:

The mode of voting for all resolutions was remote e-Voting and Poll conducted at the Meeting:

Resolution No. 1: Ordinary Resolution for adoption of audited Financial Statements (including the audited Consolidated Financial Statements) for the financial year ended 31st March, 2015 and the Reports of the Board of Directors and Auditors thereon.

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	6422493	3726993	58.03	3726993	NIL	100	NIL
Public – Institutional holders	324607	42702	13.15	42702	NIL	100	NIL
Public-Others	1936453	664138	34.30	664118	20	100	0.00
Total	8683553	4433833	51.06	4433813	20	100	0.00

No. of Invalid Votes: 16

Resolution No. 2: Ordinary Resolution for declaration of Dividend for the financial year ended 31st March, 2015.

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	6422493	3726993	58.03	3726993	NIL	NIL	NIL
Public – Institutional holders	324607	42702	13.15	42702	NIL	NIL	NIL
Public-Others	1936453	664138	34.30	664133	5	100	0.00
Total	8683553	4433833	51.06	4433828	5	100	0.00

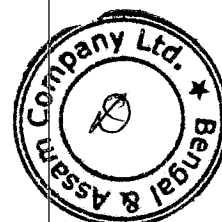
No. of Invalid Votes: 16

Resolution No. 3: Ordinary Resolution for appointment of a Director in place of Shri Bharat Hari Singhania, Director, (DIN: 00041156) who retires by rotation and being eligible offers himself for re-appointment.

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	6422493	3726993	58.03	3726993	NIL	100	NIL
Public – Institutional holders	324607	42702	13.15	42702	NIL	100	NIL
Public-Others	1936453	664138	34.30	664118	20	100	0.00
Total	8683553	4433833	51.06	4433813	20	100	0.00

No. of Invalid Votes: 16

[Handwritten Signature]



Resolution No. 4: Ordinary Resolution for ratification of appointment of M/s. Lodha & Co., Chartered Accountants, Statutory Auditors of the Company till the conclusion of the AGM to be held in the year 2016 an a remuneration of Rs. 1 Lac.

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	6422493	3726993	58.03	3726993	NIL	100	NIL
Public – Institutional holders	324607	42702	13.15	42702	NIL	100	NIL
Public-Others	1936453	664138	34.30	664118	20	100	0.00
Total	8683553	4433833	51.06	4433813	20	100	0.00

No. of Invalid Votes: 16

Resolution No. 5: Ordinary Resolution for appointment of Shri Bakul Jain as an Independent Director for a term of five consecutive years with effect from 16th May, 2015.

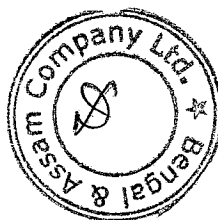
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	6422493	3726993	58.03	3726993	NIL	100	NIL
Public – Institutional holders	324607	42702	13.15	42702	NIL	100	NIL
Public-Others	1936453	664137	34.30	664117	20	100	0.00
Total	8683553	4433832	51.06	4433812	20	100	0.00

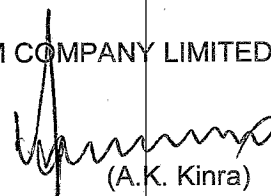
No. of Invalid Votes: 16

Accordingly, I report that all the resolutions have been passed by the Shareholders with requisite majority.

For BENGAL & ASSAM COMPANY LIMITED

Place: New Delhi
Date: 25.09.2015




(A.K. Kinra)
Director

NAMO NARAIN AGARWAL

M. Com., L L B, FCS, Company Secretary

372, Narmada Apartments,
Alaknanda,
New Delhi – 110 019.
Service Tax Reg. No. ABVPN0836BST002 – Company Secretary

Phone : 011-42143477
Mobile : 09899026864
Email : nagarwal1939@gmail.com
PAN : ABVPN0836B

25th September, 2015

To,
The Chairman of the 68th Annual General Meeting of
Bengal & Assam Company Limited,
Link House, 3, Bahadur Shah Zafar Marg,
New Delhi-110002

**Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of Companies
(Management and Administration) Rules, 2014**

SCRUTINIZER'S CONSOLIDATED REPORT

ON

VOTES CAST BY REMOTE E-VOTING AND BALLOT PAPERS AT COMPANY'S 68TH
ANNUAL GENERAL MEETING HELD ON 24 SEPTEMBER, 2015 AT LAKSHMIPAT
SINGHANIA AUDITORIUM, PHD CHAMBER OF COMMERCE AND INDUSTRY,
PHD HOUSE, 4/2, SIRI INSITUTIONAL AREA, AUGUST KRANTI MARG,
NEW DELHI-110016

Pursuant to Notice dated 5th August, 2015, the 68th Annual General Meeting of the company
was held on 24th September, 2015 for conducting five items of Ordinary and Special Business
of the Agenda.

I am appointed as a Scrutinizer for the purpose of voting with respect to the said items
through remote e-voting and by ballot papers taken at the said Meeting.

I submit my report as under:

On voting by ballot papers

1. At the end of discussion on the resolutions, after these were duly proposed and seconded, voting by ballot papers was done. After the time fixed for closing of voting by ballot by the Chairman, ballot box kept for votes by ballot papers was locked in the presence of my Authorized Representative, Shri Rajesh Jha, Practicing Company Secretary, with due identification mark.
2. The locked ballot box was subsequently opened and ballot papers were diligently scrutinized in the presence of my representative, Shri Rajesh Jha, Practicing Company Secretary, The ballot papers were reconciled with the records maintained by the Company / Registrar and Transfer Agent of the Company and the authorizations / proxies lodged with the Company.
3. The votes cast at the meeting by the said ballot papers were then counted for "assent" and "dissent".



On voting by remote e-voting

4. Thereafter, the votes cast through remote e-voting were unblocked by my representative, Shri Rajesh Jha, Practicing Company Secretary, in the presence of Mr. Parikshit Pant and Ms. Perneeka Virmani, not being in the employment of the company, and counted for "assent" and "dissent".

On Consolidation

5. On the basis of count of votes cast through remote e-voting and by ballot papers, consolidated result of voting for "assent" and "dissent" of the five resolutions is as follows:-

Resolution – 1 Adoption of audited Financial Statements (including the audited Consolidated Financial Statements) for the financial year ended 31st March, 2015 and Report of the Board of Directors and Auditors thereon

Mode of voting	Votes cast Assent (Nos.)	Votes cast Dissent (Nos.)	Votes cast Total (Nos.)	No. of Members, who cast votes
Remote e-voting	2989121	20	2989141	41
Ballot Paper	1444692	NIL	1444692	47
Total	4433813	20	4433833	88
%age of total votes	100	0.00	100	

There was no invalid vote cast by electronic mode. Two invalid votes have been ignored for 16 equity shares.

The resolution is passed by requisite majority.

Resolution – 2 Declaration of Dividend for the financial year ended 31st March, 2015.

Mode of voting	Votes cast Assent (Nos.)	Votes cast Dissent (Nos.)	Votes cast Total (Nos.)	No. of Members, who cast votes
Remote e-voting	2989136	5	2989141	41
Ballot Paper	1444692	NIL	1444692	47
Total	4433828	5	4433833	88
%age of total votes	100	0.00	100	

There was no invalid vote cast by electronic mode. Two invalid votes have been ignored for 16 equity shares.

The resolution is passed by requisite majority.



Resolution – 3 Appointment of a Director in place of Shri Bharat Hari Singhania, Director, (DIN: 00041156) who retires by rotation and being eligible offers himself for re-appointment.

Mode of voting	Votes cast Assent (Nos.)	Votes cast Dissent (Nos.)	Votes cast Total (Nos.)	No. of Members, who cast votes
Remote e-voting	2989121	20	2989141	41
Ballot Paper	1444692	NIL	1444692	47
Total	4433813	20	4433833	88
%age of total votes	100	0.00	100	

There was no invalid vote cast by electronic mode. Two invalid votes have been ignored for 16 equity shares.

The resolution is passed by requisite majority.

Resolution – 4 Ratification of appointment of M/s. Lodha & Co., Chartered Accountants, Statutory Auditors of the Company till the conclusion of the AGM to be held in the year 2016 an a remuneration of Rs. 1 Lac.

Mode of voting	Votes cast Assent (Nos.)	Votes cast Dissent (Nos.)	Votes cast Total (Nos.)	No. of Members, who cast votes
Remote e-voting	2989121	20	2989141	41
Ballot Paper	1444692	NIL	1444692	47
Total	4433813	20	4433833	88
%age of total votes	100	0.00	100	

There was no invalid vote cast by electronic mode. Two invalid votes have been ignored for 16 equity shares.

The resolution is passed by requisite majority.

Resolution – 5 Appointment of Shri Bakul Jain as an Independent Director for a term of five consecutive years with effect from 16th May 2015.

Mode of voting	Votes cast Assent (Nos.)	Votes cast Dissent (Nos.)	Votes cast Total (Nos.)	No. of Members, who cast votes
Remote e-voting	2989120	20	2989140	41
Ballot Paper	1444692	NIL	1444692	47
Total	4433812	20	4433832	88
%age of total votes	100	0.00	100	

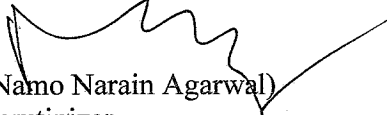


There was no invalid vote cast by electronic mode. Two invalid votes have been ignored for 16 equity shares.

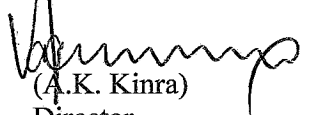
The resolution is passed by requisite majority.

Ballot Paper Register alongwith ballot papers and other records have been given to the Company Secretary of the company.

Yours faithfully,


(Namo Narain Agarwal)
Scrutinizer

Countersigned



(A.K. Kinra)
Director

Namo Narain Agarwal
FCS 234, CP 3331
372, Narmada Apartments,
Alaknanda, New Delhi-19
nnagarwal1939@gmail.com
Mobile: 09899026864

WITNESS 1

Perneera
PERNEERA VIRMANI
Add:- S-2/217, 2nd Floor
Old Mahanir Nagan
Tilak Nagar, New Delhi-110018

Witness 2


Resident
Add: A-005, The Nest, Assotech
Crossing Republic, Ghaziabad
Uttar Pradesh-201010