

# BENGAL & ASSAM COMPANY LIMITED

Secretarial Deptt. : 'Gulab Bhawan', 3<sup>rd</sup> Floor, 6A, Bahadur Shah Zafar Marg, New Delhi - 110 002  
Telephone: 33001112, 30179888, Fax: 011-23739475

BACL / SE / 2011  
11<sup>th</sup> January, 2012

✓ Ms. Chitra Sekhar (DCS-CRD)  
Bombay Stock Exchange Limited  
25<sup>th</sup> Floor, P.J. Towers  
Dalal Street  
Mumbai - 400 001  
Scrip Code - 533095  
Fax No. 022-22722037/39/41/61  
22723121 & 3719

Dear Sir/Madam,

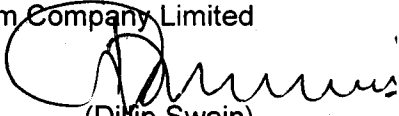
**Re : Quarterly Compliance Report on Corporate Governance.  
For the Quarter ended 31<sup>st</sup> December 2011.**

Pursuant to the provisions of Clause 49 of the Listing Agreement, we submit herewith Quarterly Compliance Report on Corporate Governance for the *Quarter ended 31<sup>st</sup> December 2011*.

Please acknowledge receipt.

Thanking you,

Yours faithfully,  
For Bengal & Assam Company Limited

  
(Dilip Swain)  
Company Secretary

Encl : As above

CC:

1. National Securities Depository Limited  
4<sup>th</sup> 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, 17<sup>th</sup> Floor  
Dalal Street, Fort,  
Mumbai - 400 001



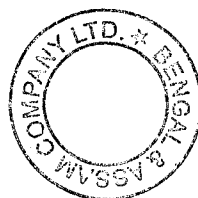
## COMPLIANCE REPORT ON CORPORATE GOVERNANCE

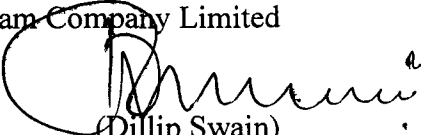
Name of the Company : Bengal & Assam Company Limited  
As on : 31<sup>st</sup> December 2011

| Particulars   | Clause of Listing Agreement | Compliance Status<br>Yes/No/<br>N.A. | Remarks |
|---|-----------------------------|--------------------------------------|---------|
| I. Board of Directors   | 49 I                        |                                      |         |
| (A) Composition of Board  | 49 (IA)                     | Yes                                  | ---     |
| (B) Non- executive Directors' compensation & disclosures                  | 49 (IB)                     | Yes                                  | ---     |
| (C) Other provisions as to Board and Committees                           | 49 (IC)                     | Yes                                  | ---     |
| (D) Code of Conduct   | 49 (ID)                     | Yes                                  | ---     |
| II. Audit Committee   | 49 (II)                     |                                      |         |
| (A) Qualified & Independent Audit Committee                               | 49 (IIA)                    | Yes                                  | ---     |
| (B) Meeting of Audit Committee  | 49 (IIB)                    | Yes                                  | ---     |
| (C) Powers of Audit Committee   | 49 (IIC)                    | Yes                                  | ---     |
| (D) Role of Audit Committee   | 49 (IID)                    | Yes                                  | ---     |
| (E) Review of Information by Audit Committee                              | 49 (IIE)                    | Yes                                  | ---     |
| III. Subsidiary Companies   | 49 (III)                    | Yes                                  | ---     |
| IV. Disclosures   | 49 (IV)                     |                                      |         |
| (A) Basis of Related Party Transactions                                   | 49 (IV A)                   | Yes                                  | ---     |
| (B) Disclosure of Accounting Treatment                                    | 49 (IV B)                   | Yes                                  | ---     |
| (C) Board Disclosures   | 49 (IV C)                   | Yes                                  | ---     |
| (D) Proceeds from public issues, rights issues, preferential issues, etc. | 49 (IV D)                   | N.A.                                 | ---     |
| (E) Remuneration of Directors   | 49 (IV E)                   | Yes                                  | ---     |
| (F) Management  | 49 (IV F)                   | Yes                                  | ---     |
| (G) Shareholders  | 49 (IV G)                   | Yes                                  | ---     |
| V. CEO/ CFO Certification   | 49 (V)                      | Yes                                  | ---     |
| VI. Report on Corporate Governance  | 49 (VI)                     | Yes                                  | ---     |
| VII. Compliance   | 49 (VII)                    | Yes                                  | ---     |

Dated : 11<sup>th</sup> January, 2012

Yours Faithfully  
For Bengal & Assam Company Limited



  
 (Dillip Swain)  
 Company Secretary