

65th Annual Report

2011-2012

BENGAL & ASSAM COMPANY LIMITED

BENGAL & ASSAM COMPANY LIMITED

BOARD OF DIRECTORS	: HARI SHANKAR SINGHANIA <i>Chairman</i> BHARAT HARI SINGHANIA J.R.C. BHANDARI L.R. PURI O.P. KHAITAN DR. RAGHUPATI SINGHANIA SHAILENDRA SWARUP VINITA SINGHANIA
BANKERS	: CENTRAL BANK OF INDIA STANDARD CHARTERED BANK INDIAN OVERSEAS BANK
AUDITORS	: LODHA & CO. <i>Chartered Accountants</i>
COMPANY SECRETARY	: DILLIP SWAIN
REGISTERED & ADMINISTRATIVE OFFICE	: LINK HOUSE, 3, BHADUR SHAH ZAFAR MARG, NEW DELHI - 110 002
REGISTRAR & SHARE TRANSFER AGENT	: ALANKIT ASSIGNMENTS LTD. ALANKIT HOUSE, 2E/21, JHANDEWALAN EXTENSION, NEW DELHI-110055 (INDIA) PH.: 91-11-23541234, 42541234 FAX: 91-11-23552001 EMAIL: rta@alankit.com WEBSITE: www.alankit.com
COMPANY WEBSITE	: www.bengalassam.com

Directors' Report and Management Discussion and Analysis

TO THE MEMBERS

The Directors have pleasure in presenting the 65th Annual Report together with the Audited Accounts of the Company for the year ended 31st March 2012.

CORE INVESTMENT COMPANY

The Company has been granted Certificate of Registration as a Core Investment Company-Non Deposit Taking-Systemically Important (CIC-ND-SI) from Reserve Bank of India (RBI) on 17th November 2011. The Company is complying with all the conditions prescribed by RBI.

OPERATIONS & OUTLOOK

Total revenue for the year under review was ₹ 28.20 crore and the profit after tax ₹ 14.65 crore derived from a mix of the investments and other income. The Company, being Core Investment Company, holds significant investments in Group Companies with diversified businesses. The year under review witnessed improvements in the performance of most of the investee companies and the Company is looking forward to a sustainable growth and growing opportunities in its investee companies in the coming years.

DIVIDEND

Your Directors are pleased to recommend a dividend of ₹ 4 per Share (40%) for the year ended 31st March 2012. The dividend outgo would amount to ₹ 347.34 lacs.

DIRECTORS

Shri Hari Shankar Singhanian, Shri L.R. Puri and Shri J.R.C. Bhandari retire by rotation at the forthcoming Annual General Meeting of the Company and being eligible, offer themselves for re-appointment.

SUBSIDIARY COMPANIES

The annual accounts of the subsidiary companies, namely, Fenner (India) Ltd., Southern Spinners & Processors Ltd., Modern Cotton Yarn Spinners Ltd., Acorn Engineering Ltd., BMF Investments Ltd., Panchmahal Properties Ltd., LVP Foods Pvt. Ltd. and Divyashree Company Pvt. Ltd. have been consolidated and the Statement pursuant to Section 212 of the Companies Act, 1956 read with General Circular No. 51/12/2007-CL-III dated 8th February 2011 of the Ministry of Corporate Affairs, containing details of the subsidiary companies is attached. During the year under review, Dwarkesh Energy Ltd. ceased to be a subsidiary of the Company. The particulars required under the provisions of the Companies Act, 1956 in respect of subsidiary companies are appended.

In terms of the said Circular dated 8th February, 2011, and the Company having satisfied the conditions stipulated therein, copies of the Balance Sheets, Profit & Loss Accounts, Reports of the Board of Directors and the Auditors, etc. of all the aforesaid subsidiary companies have not been attached to the Balance Sheet of the Company. However, the annual accounts of the subsidiary companies and the related detailed information will be made available to the members of the Company and of the subsidiary companies, seeking such information at any point of time. The Annual Accounts of the subsidiary companies are also available for inspection by any member at the Registered/Head office of the Company and that of the subsidiary Companies concerned.

AUDITORS

M/s Lodha & Co., Chartered Accountants, Auditors of the Company, retire and are eligible for re-appointment. The observations of the Auditors in their Report on Accounts read with the relevant notes are self explanatory.

DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 217(2AA) of the Companies Act, 1956, your Directors state that-

- in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- the accounting policies have been selected and applied consistently and judgements and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the financial year ended 31st March 2012;
- proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the said Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- the annual accounts have been prepared on a going concern basis.

CORPORATE GOVERNANCE

Your Company reaffirms its commitment to good corporate governance practices. Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, Management Discussion and Analysis, Corporate Governance Report and Auditors' Certificate regarding compliance of conditions of Corporate Governance are made a part of this Annual Report.

RISK AND CONCERNS

The Company is mainly exposed to capital market risks in the form of change in value of its investments. The Company is also exposed to the fluctuations of economy and industry cycles.

ADEQUACY OF INTERNAL CONTROL SYSTEM

The Company's internal control system and procedures are commensurate with the size of operation and are adequate to ensure safeguarding its assets and resources against loss, unauthorized use or disposition, compliance with the statutes and regulatory policies and framework and all transactions are authorized, recorded and reported correctly.

The group Internal Audit department evaluates the functioning and quality of internal control and provides assurance of periodic reporting. The Audit Committee reviews the Internal Audit Reports and the adequacy on regular basis which also acts as a tool for minimizing any possible risks in the operations of the Company.

CAUTIONARY STATEMENT

The statement in this Management Discussion and Analysis Report, describing the Company's outlook, projections, estimates, expectations may be "Forward-looking Statements" within the meaning of applicable securities laws or regulations. Actual results could differ materially from those expressed or implied.

PARTICULARS OF EMPLOYEES

During the period under review, the Company had no employee in the category specified under Section 217(2A) of the Companies Act, 1956.

INFORMATION PURSUANT TO SECTION 217(1)(e) OF THE COMPANIES ACT, 1956.

The requirement of furnishing particulars of energy conservation, technology absorption, etc. is not applicable to the Company.

Particulars of Foreign Exchange Earning and Outgo:

- i) Foreign Exchange earned : Nil
- ii) Foreign Exchange Outgo : ₹ 8.12 Lacs

ACKNOWLEDGEMENTS

Your Directors wish to place on record and acknowledge their appreciation for the continued support and co-operation received from the Government Authorities, Lending Institutions and the esteemed Shareholders of the Company. The Directors also record their appreciation for the total dedication of the Employees.

On behalf of the Board

New Delhi
19th May, 2012

HARI SHANKAR SINGHANIA
Chairman

With a view to avoid duplication between the Directors' Report and Management Discussion and Analysis, a combined Report has been presented.

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Corporate Governance is an integral part of values, ethics and the best business practices followed by the Company. The core values of the Company are:

- commitment to excellence and customer satisfaction
- maximising long term shareholders' value
- socially valued enterprise, and
- caring for people and environment.

In a nutshell, the philosophy can be described as observing of business practices with the ultimate aim of enhancing long term shareholders' value and commitment to high standards of business ethics. The Company has in place a Code of Corporate Ethics and Conduct reiterating its commitment to maintain the highest standards in its interface with stakeholders and clearly laying down the core values and corporate ethics to be practised by its entire management cadre.

2. BOARD OF DIRECTORS:

The Board of Directors presently consists of eight Non-executive Directors (NED) of which four are Independent (IND). The Chairman is Non-executive and Promoter Director. Four Board Meetings were held during the Financial Year 2011-12 ended 31st March 2012 on 26th May 2011, 28th July 2011, 29th October 2011 and 07th February 2012. Attendance and other details of the Directors are given below:

Name of the Director	Category	No. of Board Meetings attended	Whether last AGM Attended (04.08.11)	Outside Directorships and Committee positions		
				Directorships\$	Committee Membership@	Committee Chairmanship@
Shri Hari Shankar Singhania, Chairman	NED	4	No	3	-	-
Shri Bharat Hari Singhania	NED	4	No	4	1	-
Shri J.R.C. Bhandari	IND	4	Yes	3	1	2
Shri L.R. Puri	IND	4	Yes	8	-	1
Shri O.P. Khaitan	IND	3	No	8	5	3
Dr. Raghupati Singhania	NED	3	No	7	2	1
Shri Shailendra Swarup	IND	2	No	3	1	-
Smt. Vinita Singhania	NED	4	No	3	-	-

\$ As per Section 275 read with Section 278 of the Companies Act, 1956 and explanation to Clause 49(1)(c)(ii) of the Listing Agreement with the Stock Exchanges.

@ Only covers Memberships/Chairmanships of Audit Committee and Shareholders/Investors' Grievance Committee.

The Board periodically reviews compliance reports of all laws applicable to the Company and the steps taken by the Company to rectify instances of non-compliances, if any.

The Company has a Code of Conduct for Management Cadre Staff which is strictly adhered to. In terms of Clause 49 of the Listing Agreement and contemporary practices of good corporate governance, a Code of Conduct was laid down by the Board for all the Board Members and Senior Management of the Company. The said code is available on the Company's website (www.bengalassam.com). All the Board Members and Senior Management Personnel have affirmed compliance with the said Code. This Report contains a declaration to this effect signed by the Manager.

3. AUDIT COMMITTEE:

The Company has an Audit Committee of Directors. The "Terms of Reference" of the Committee are in conformity with the provisions of Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement with the Stock Exchanges.

The Audit Committee consists of three Independent Directors. Four meetings of the Audit Committee were held during the year ended 31st March 2012.

Dates of the meetings and the number of Members attended:

Dates of meetings	Number of members attended
26th May 2011	3
28th July 2011	3
29th October 2011	2
07th February 2012	3

The names of the Members of the Committee and their attendance at the Meetings:

Name	Status	No. of Meetings attended
Shri J.R.C. Bhandari	Chairman	4
Shri L.R. Puri	Member	4
Shri O.P. Khaitan	Member	3

Shri Bharat Hari Singhania and Dr. Raghupati Singhania are Invitees to the Audit Committee. Shri U.K. Gupta, Manager regularly attends the Committee meetings and the Company Secretary acts as the Secretary of the Committee. All the Committee meetings were attended by the Statutory Auditors.

4. SHAREHOLDERS/INVESTORS' GRIEVANCE COMMITTEE:

The Company has Shareholders/Investors' Grievance Committee at the Board level. It consists of three Independent Directors. Four meetings of the said committee were held during the year ended 31st March 2012. The Composition of the Committee is in conformity with Clause 49 of the Listing Agreement.

Dates of the meetings and the number of Members attended:

Dates of meetings	Number of members attended
26th May 2011	3
28th July 2011	3
29th October 2011	2
07th February 2012	3

The names of the Members of the Committee and their attendance at the Meetings:

Name	Status	No. of Meetings attended
Shri O.P. Khaitan	Chairman	3
Shri L.R. Puri	Member	4
Shri J.R.C. Bhandari	Member	4

Shri Dillip Swain, Company Secretary, is the *Compliance Officer* who oversees the investors' grievances including related to Transfer of shares, Non-receipt of balance sheet and dividends etc. During the year 2011-12, only 4 complaints were received which stand resolved and no complaint is pending as on 31st March 2012.

The Company also has a Share Transfer Committee which approve registration of transfer and transmission of shares in Physical Mode on fortnightly basis. During the year ended 31st March 2012, 21 Meetings of Share

Transfer Committee were held. All valid requests for transfer of shares were processed in time and there were no pending transfer of shares.

5. REMUNERATION COMMITTEE (non-mandatory):

Remuneration Committee was not required to be constituted.

SITTING FEE:

The Non-Executive Directors have not drawn any remuneration from the Company except sitting fees of the Board/Committee of Directors/Share Transfer Committee attended by them. During the financial year 2011-12, the Company paid sitting fees aggregating to ₹ 5,09,000/-. The Non-Executive Directors did not have any other material pecuniary relationship or transactions vis-a-vis the Company during the year.

The number of Equity Shares held by Non-Executive Directors in the Company: Shri Hari Shankar Singhania - 26,80,770 (includes 18,57,619 shares on A/c of M/s Habras International), Shri Bharat Hari Singhania - 1,54,557 (includes 997 shares on A/c of M/s Habras International), Dr. Raghupati Singhania - 8,15,917, Smt. Vinita Singhania - 33,955, Shri O.P. Khaitan - 236. Shri Shailendra Swarup, Shri J.R.C. Bhandari and Shri L.R. Puri do not hold any shares. The Company does not have any outstanding convertible instruments.

6. GENERAL BODY MEETINGS:

Location and time for the last three Annual General Meetings (AGMs) of the Company were:

Year	Location	Date	Time
2008-09	Sri Sathya Sai International Centre, Pragati Vihar, Lodi Road Institutional Area, Lodi Road, New Delhi-110 003	22nd September 2009	11.30 A.M.
2009-10	Same as above	23rd September 2010	11.00 A.M.
2010-11	Same as above	04th August 2011	11.30 A.M.

Special Resolution regarding insertion of Article 25A prescribing minimum number of shares for split of certificates for Equity Shares, in the Articles of Association of the Company was passed in the AGM held in 2009. No special resolutions were passed in the AGM held in 2010 and 2011.

No special resolutions were required to be put through postal ballot last year.

7. DISCLOSURES:

- Disclosures on materially significant related party transactions i.e., transactions of the Company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large: *None. Suitable disclosures as required by Accounting Standard (AS-18) on Related Party Transactions has been made in the Annual Report.*
- Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any Statutory Authority, on any matter related to capital market, during the last three years: *There were no cases of non-compliance of any matter related to capital markets during the last three years.*
- The Company has strengthened its risk management system and procedures to inform the Board about its risk assessment and minimization procedures. The Company has a Risk Management Committee comprising an Independent Director, Manager and the Secretary, which meets on quarterly basis and evaluate the efficacy of the framework relating to risk identification and its mitigation laid down by the Committee.

8. MEANS OF COMMUNICATION:

Quarterly, half-yearly and annual results are normally published in the leading English newspaper, namely, Financial Express and one regional daily namely, Jansatta, having wide circulation and promptly furnished to the

Stock Exchanges for display on their respective websites. The financial results are also displayed on the Company's website - www.bengalassam.com.

"Management Discussion and Analysis" forms part of the Annual Report.

9. GENERAL SHAREHOLDERS' INFORMATION:

(i) **Registered Office:** Link House, 3, Bahadur Shah Zafar Marg, New Delhi-110002

(ii) **Annual General Meeting (AGM)**

(a) Date & Time : 24th August 2012 at 11.00 A.M.

Venue : Sri Sathya Sai International Centre, Pragati Vihar, Lodi Road Institutional Area, Lodi Road, New Delhi- 110 003

(b) As required under Clause 49 (IV)(G)(i), brief resume and other particulars of the appointment of the Directors retiring by rotation at the aforesaid AGM and seeking re-appointment are given in the Notes to the Notice convening the said AGM.

(iii) **Financial Calendar (Tentative)**

Financial Reporting

- | | | |
|--|---|--|
| <ul style="list-style-type: none"> • for the quarter ending 30.06.2012 • for the half-year ending 30.09.2012 • for the quarter ending 31.12.2012 • for the year ending 31.03.2013
(If unaudited) <li style="padding-left: 20px;">(If audited) | } | Within 45 days of the end of the quarter |
| <ul style="list-style-type: none"> • Annual General Meeting for the Financial Year ending 2012-13 | | Within 60 days of the end of the quarter |
| | | Between July and September 2013 |

(iv) **Date of Book Closure:** 21st August 2012 to 24th August 2012

(v) **Dividend Payment Date:** Before 23rd September 2012

(vi) **Listing on Stock Exchange:** The Equity Shares of the Company are listed on Bombay Stock Exchange Limited (BSE). Annual listing fee for the financial year 2012-13 has been paid to BSE.

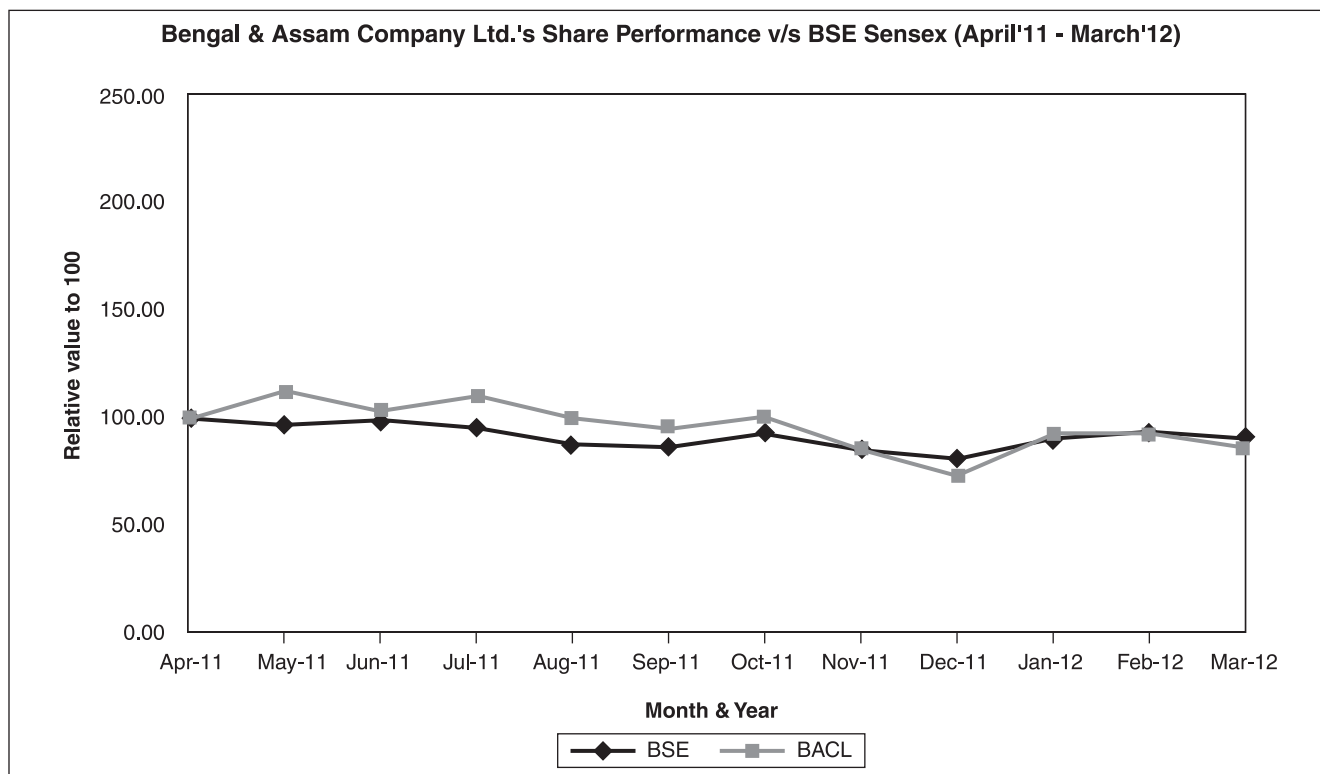
(vii) **Security Code for Company's Equity Shares on Bombay Stock Exchange Ltd. and ISIN No.:**

BSE - 533095, ISIN No. INE083K01017.

(viii) **Stock Market Price Data**

Month (2011-12)	Bombay Stock Exchange Limited (BSE)	
	HIGH	LOW (in ₹)
April 2011	279.00	229.00
May 2011	278.40	218.30
June 2011	264.00	226.05
July 2011	304.80	243.90
August 2011	264.30	216.25
September 2011	255.55	218.55
October 2011	241.00	218.00
November 2011	253.85	190.00
December 2011	209.30	170.00
January 2012	227.50	170.00
February 2012	240.00	200.00
March 2012	219.80	191.20

(ix) Bengal & Assam Company Limited's Share Performance v/s BSE Sensex (April'11 - March'12)



(x) Distribution of Shareholding as on 31st March 2012

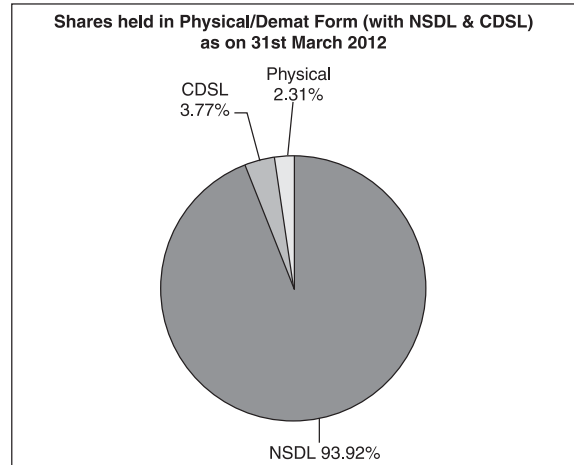
Category (No. of Shares)	No. of Equity Shares	%	No. of Shareholders	%
1-500	4,67,327	5.38	41172	99.22
501-1000	91,845	1.06	124	0.30
1001-5000	2,94,810	3.40	132	0.32
5001-10000	1,74,259	2.00	23	0.06
10001 and above	76,55,312	88.16	43	0.10
TOTAL	86,83,553	100.00	41494	100.00

(xi) Share Transfer System

All valid requests for transfer/transmission of Equity shares held in physical form are processed within a period of 15-20 days from the date of receipt thereof and the Share Certificates duly transferred are immediately returned to the transferee/ lodger. Transaction in the demated Shares are processed by National Securities Depository Limited (NSDL)/Central Depository Services Limited (CDSL) through the Depository Participants with whom the Shareholders have opened their de-mat accounts.

(xii) De-materialisation of Shares and Liquidity

Trading in the Equity Shares of the Company is permitted only in dematerialised form. Shareholders may therefore, in their own interest, dematerialise their holdings in physical form, with any one of the Depositories namely, NSDL and CDSL. The ISIN No. for Equity Shares of the Company for both the depositories is INE083K01017. As on 31st March 2012, 97.69% of the Equity Shares stand dematerialised. It may be noted that in respect of shares held in demat form, all the requests for nomination, change of address, ECS, Bank Mandate and rematerialisation etc. are to be made only to the Depository Participant (DP) of the Shareholders.



(xiii) Outstanding GDRs/ADRs/Warrants/Options or any convertible instruments, conversion date and likely impact on Equity

The Company had not issued any GDRs.

(xiv) Plant Location

The Company being an investment company, does not have any plant.

(xv) Address for correspondence for share transfers and related matters

1. Bengal & Assam Company Ltd.

Secretarial Department,

Gulab Bhawan, 3rd Floor (Rear Block)

6A, Bahadur Shah Zafar Marg,

New Delhi-110 002

Ph.: 91-11-33001112, 33001162, 30179888

Fax No. 91-11-23739475

Contact Person: Shri Dillip Swain

(E-mail: dswain@jkm.com)

Website: www.bengalassam.com

2. Registrar and Share Transfer Agent (RTA):

Alankit Assignments Ltd.

Alankit House

2E/21, Jhandewalan Extension

New Delhi-110 055

Ph.: 91-11-23541234, 42541234

Fax: 91-11-23552001

E-mail: rta@alankit.com

Website: www.alankit.com

Contact Person: Shri Ashish Pandey

Email: ashishkp@alankit.com

10. UNCLAIMED SHARES:

In terms of Clause 5A of the Listing Agreement, the Company has through its RTA sent requisite Reminders to Shareholders whose share certificates were returned to the Company as undelivered mail or lying unclaimed, requesting them to provide complete postal address and other relevant details, along with self attested photocopies of PAN Card and proof of address to enable the RTA to dispatch such unclaimed share certificates to them. Necessary steps are being taken to transfer the aforesaid unclaimed - 19,106 Equity Shares held by 4,264 Shareholders, to "Unclaimed Suspense Account".

The "Unclaimed Suspense Account" shall be held by the Company purely on behalf of the allottees and the Shares held in such Suspense Account shall not be transferred except to the allottees as and when they approach the Company.

11. DECLARATION:

This is to confirm that for the financial year ended 31st March 2012 all the Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct for Directors and Senior Management adopted by the Board.

U.K. Gupta
Manager

AUDITORS' COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of BENGAL & ASSAM COMPANY LIMITED

We have examined the compliance of conditions of Corporate Governance by Bengal & Assam Company Limited for the year ended 31st March 2012, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanation given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Lodha & Co.
Chartered Accountants
Firm's Registration No. 301051E

N.K. Lodha
Partner
Membership No.85155

Place: New Delhi
Date: 19th May, 2012

AUDITORS' REPORT**To the Members of BENGAL & ASSAM COMPANY LIMITED**

We have audited the attached Balance Sheet of BENGAL & ASSAM COMPANY LIMITED, as at 31st March, 2012, the Statement of Profit and Loss and also the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

1. As required by the Companies (Auditor's Report) Order, 2003 (as amended) (The Order) issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956 (the Act), and on the basis of such checks of the books and records of the company as we considered appropriate and according to the information and explanations given to us during the course of audit, we enclose in the Annexure a statement on the matters specified in the paragraphs 4 and 5 of the said Order.
2. Further to our comments in the Annexure referred to in Paragraph 1 above, we report that:
 - (a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit & Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (d) In our opinion, the Balance Sheet, Statement of Profit & Loss and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in Section 211 (3C) of the Companies Act, 1956;
 - (e) As per the information and explanations given to us, none of the directors of the Company is disqualified as on 31st March 2012 from being appointed as a director in terms of clause (g) of sub section (1) of section 274 of the companies act, 1956.

In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with Significant Accounting Policies and Notes thereon, give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- i) In the case of Balance Sheet, of the state of affairs of the Company as at 31st March 2012;
- ii) In the case of Statement of Profit & Loss, the Profit for the year ended on that date; and
- iii) In the case of Cash Flow Statement, of the Cash Flow for the year ended on that date.

For LODHA & CO.,
Chartered Accountants
Firm Registration No. - 301051E

N. K. LODHA
Partner
Membership No.: - 85155

Place: New Delhi
Date: 19th May, 2012

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph (1) of our Report of even date of BENGAL & ASSAM COMPANY LIMITED for the year ended 31st March 2012.)

1. (a) The Company has maintained proper records in respect of its fixed assets showing full particulars including quantitative details and situation of fixed assets.

(b) The fixed assets have been physically verified by the Management at reasonable interval, which in our opinion is reasonable having regard to the size of the Company and the nature of its Fixed Assets. As explained, the discrepancies noticed on such physical verification were not material.

(c) As per the records and information and explanations given to us, no substantial fixed assets have been disposed off during the year.
2. According to the information and explanations given to us, the Company has neither granted nor taken any loan, secured or unsecured to and from companies, firms or other parties as covered in the register maintained under Section 301 of the Companies Act, 1956. Accordingly, the provisions of clause 4 (iii) (b) to (d), (f) & (g) of the Order are not applicable, read with Note No. 8 of the Financial Statements.
3. In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of fixed assets and sale of shares / securities. Based on the audit procedure performed and on the basis of information and explanations provided by the management, during the course of our audit we did not observe any continuing failure to correct major weaknesses in internal control system.
4. According to the information and explanations provided by the Management and based upon audit procedures performed, we are of the opinion that the particular of contracts or arrangements referred to in Section 301 of the Act have been entered in the register required to be maintained under that section; and the transactions made in pursuance of such contracts or arrangements (exceeding the value of Rs. 5 lacs in respect of each party during the financial year) have been made at prices which are generally reasonable having regard to the prevailing market prices at the relevant time.
5. In our opinion, the Company has an internal audit system commensurate with the size of the Company and nature of its business.
6. (a) According to the records of the company, the company is generally regular in depositing undisputed statutory dues including Provident fund, Investor Education and Protection Fund, Employees' State Insurance, Income Tax, Sales-Tax, Wealth-Tax, Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues with the appropriate authorities to the extent applicable and there are no undisputed statutory dues payable for a period of more than six months from the date they became payable as at 31st March, 2012.

(b) According to the records and information and explanations given to us, there are no dues in respect of, Sales Tax, Service Tax, Custom Duty, Excise Duty, Cess and Wealth Tax that have not been deposited with the appropriate authorities to the extent applicable on account of dispute and the dues in respect of Income Tax that have not been deposited with the appropriate authorities on account of dispute and the forum where the dispute is pending are given below:-

BENGAL & ASSAM COMPANY LIMITED

Name of the statute	Nature of the dues	Period	Amount (In ₹)	Forum where dispute is pending
Income tax Act	Income tax	2003-04	26,946/-	Assessing Officer
		2007-08	54,266/-	Assessing Officer
		1995-96, 1997-98, 1998-99, 1999-2000, 2001-02, 2002-03	4,40,518/-	CIT (A)
		2005-06	1,51,017/-	CIT (A)

7. The Company has no accumulated losses as at the end of the financial year and has not incurred cash losses in the current financial year and in the immediately preceding financial year.
8. In our opinion, on the basis of audit procedures and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institutions and banks.
9. According to the information and explanations given to us, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
10. The Company is not a chit fund or a nidhi/mutual benefit fund/society, therefore, the provisions of clause 4(xiii) of the order are not applicable to the Company.
11. According to the information and explanations given to us, proper records have been maintained in respect of transactions and contracts of shares, securities, debentures, and other investments and timely entries have been made therein; also the investments of the company have been held in the name of the company except referred to in footnote no. 14 of Note No. 11 of the financial statements.
12. According to the information and explanations given to us, the company has given guarantee for loans taken by other body corporate from banks as stated in Note No. 25(ii)&(iii). In our opinion, the terms and condition on which the company has given guarantee for loans taken by other body corporate from banks are not prima facie prejudicial to the interest of the company. However, the Company has not given any guarantee for loans taken by others from Financial Institutions.
13. According to information and explanations given to us and on an overall examination of the financial statements of the company, funds raised on short-term basis have, prima-facie, not been used for long-term investment.
14. The Company has not made any preferential allotment of shares to the parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
15. The company has not raised any money through a public issue during the year.
16. Based on the audit procedure performed and on the basis of information and explanations provided to us, no fraud on or by the Company has been noticed or reported during the course of our audit.
17. No other matters specified in the said Order are applicable to the Company.

For LODHA & CO.,
Chartered Accountants
Firm Registration No. - 301051E

N. K. LODHA
Partner
Membership No.: - 85155

Place: New Delhi
Date: 19th May, 2012

BALANCE SHEET

AS AT 31ST MARCH, 2012

₹ in Lacs

PARTICULARS	NOTE NO.	31.03.2012	31.03.2011
I. EQUITY & LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	2	868.36	868.36
(b) Reserves & Surplus	3	26,183.65	25,066.29
		27,052.01	25,934.65
(2) Non-current Liabilities			
(a) Long term borrowings	4	14,560.00	5,318.33
(b) Deferred Tax Liabilities (Net)	5	11.43	10.45
(c) Other Long term Liabilities	6	152.60	240.29
(d) Long term provisions	7	14.87	13.26
		14,738.90	5,582.33
(3) Current Liabilities			
(a) Short-term borrowings	8	1,200.00	1,200.00
(b) Other current liabilities	9	1,473.95	1,698.14
(c) Short-term provisions	7	348.63	348.33
		3,022.58	3,246.47
TOTAL		44,813.49	34,763.45
II. ASSETS			
(1) Non-current Assets			
(a) Fixed Assets			
(i) Tangible assets	10	1,862.57	1,920.79
(b) Non-current investments	11	40,545.30	30,678.00
(c) Long-term loans and advances	12	1,094.64	1,396.58
		43,502.51	33,995.37
(2) Current Assets			
(a) Current Investments	11	—	40.89
(b) Cash and cash equivalents	13	294.58	56.88
(c) Short-term loans and advances	14	1,016.40	670.31
		1,310.98	768.08
TOTAL		44,813.49	34,763.45
Significant accounting policies	1		

The accompanying notes are an integral part of the financial statements

As per our report of even date.
For LODHA & CO.
Chartered Accountants

N.K. LODHA
Partner
Membership No.85155

Place: New Delhi
Dated: 19th May, 2012

U.K. GUPTA
Manager

DILLIP SWAIN
Secretary

HARI SHANKAR SINGHANIA
BHARAT HARI SINGHANIA
J.R.C. BHANDARI
L.R. PURI
O.P. KHAITAN
RAGHUPATI SINGHANIA
VINITA SINGHANIA

Directors

**PROFIT AND LOSS STATEMENT
FOR THE YEAR ENDED 31ST MARCH, 2012**

₹ in Lacs

PARTICULARS	NOTE NO.	2011-12	2010-11
I. Revenue from Operations	15	2,262.31	2,957.56
II. Other Income	16	557.59	470.42
III. Total Revenue (I + II)		2,819.90	3,427.98
IV. Expenses			
Employees Benefit expenses	17	33.20	34.32
Finance Costs	18	1,040.83	181.01
Depreciation & amortization expenses	10	30.61	31.27
Other expenses	19	124.78	142.43
Total Expenses		1,229.42	389.03
V. Profit before exceptional and extraordinary Items and Tax (III - IV)		1,590.48	3,038.95
VI. Exceptional Items		–	–
VII. Profit before extraordinary Items and Tax (V - VI)		1,590.48	3,038.95
VIII. Extraordinary Items		–	–
IX. Profit before tax (VII - VIII)		1,590.48	3,038.95
X. Tax Expenses			
-- Current Tax		125.19	120.50
-- Income Tax Adjustments earlier years (Net)		(0.39)	4.65
-- Deferred Tax		0.98	(7.55)
XI. Profit for the year from continuing operations (IX - X)		1,464.70	2,921.35
XII. Profit from discontinuing operations		–	–
XIII. Tax expense of discontinuing operations		–	–
XIV. Profit from discontinuing operations (after tax) (XII-XIII)		–	–
XV. Profit for the period (XI + XIV)		1,464.70	2,921.35
XVI. Basic and Diluted Earning per share (in ₹)	24	16.87	33.64

The accompanying notes are an integral part of the financial statements

As per our report of even date.
For LODHA & CO.
Chartered Accountants

N.K. LODHA
Partner
Membership No.85155

Place: New Delhi
Dated:19th May, 2012

U.K. GUPTA
Manager

DILLIP SWAIN
Secretary

HARI SHANKAR SINGHANIA
BHARAT HARI SINGHANIA
J.R.C. BHANDARI
L.R. PURI
O.P. KHAITAN
RAGHUPATI SINGHANIA
VINITA SINGHANIA

Directors

NOTES TO FINANCIAL STATEMENTS

1. SIGNIFICANT ACCOUNTING POLICIES - Year Ended 31st March 2012

1.1 BASIS OF ACCOUNTING:

The Company follows the Mercantile System of Accounting and recognizes Income and Expenditure on Accrual basis except where recovery/realization is doubtful.

The Accounts are prepared on historical cost basis and as a going concern. Accounting Policies not referred to otherwise are consistent with generally accepted accounting principles.

1.2 FIXED ASSETS AND DEPRECIATION:

- a. Fixed Assets are stated at their original cost less accumulated depreciation.
- b. Leasehold Land is being amortized over the lease period.
- c. Depreciation on Building is provided as per straight line method and on other assets is provided on written down value method at the rates and in the manner specified in Schedule XIV of the Companies Act, 1956.
- d. The carrying amount of Assets is reviewed at each Balance Sheet date to assess impairment, if any, based on internal / external factors. An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value being higher of value in use and net selling price. An impairment loss is recognised as an expense in the Profit & Loss Account in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been an improvement in recoverable amount.

1.3 REVENUE RECOGNITION:

- a. Dividend Income is accounted for in the year in which it is declared.
- b. Overdue interest on Lease Rentals, Loans & Advances is accounted for on actual receipt basis.

1.4 INVESTMENTS:

Investments made by the company in various shares/stocks/securities are primarily meant to be held over long term period and are stated at cost less diminution, if the same is other than temporary in nature. The current investments are stated at lower of cost or quoted/fair value.

1.5 EMPLOYEE BENEFITS:

a. Defined-contribution plans:

Contributions to the Employees' provident fund, Superannuation fund and Employees' pension scheme are recognized as defined contribution plan and charged as expenses during the period in which the employees perform the services.

b. Defined-benefit plans:

Retirement benefit in form of gratuity and leave encashment are considered as defined benefit plans and determined on actuarial valuation using the Projected Unit Credit Method at the balance sheet date. Actuarial gains and losses are recognized immediately in the Profit & Loss Account.

c. Short term employees benefits:

Short term benefits are charged off at the undiscounted amount in the year in which the related service is rendered.

1.6 TAXES ON INCOME:

Current Tax is the amount of tax payable on the estimated taxable income for the current year as per the provisions (proposed/enacted) of Income Tax Act, 1961. Deferred Tax Assets and Liabilities are recognised in respect of current year and prospective years. Deferred Tax Asset is recognised on the basis of reasonable / virtual certainty that sufficient future taxable income will be available against which the same can be realized.

1.7 CONTINGENT LIABILITIES:

Contingent Liabilities are not provided for and are disclosed by way of Notes to the Accounts.

₹ in Lacs

	31.03.2012	31.03.2011
NOTE 2 : SHARE CAPITAL		
Authorised		
356,730,000 (P.Y. 356,730,000) Equity Shares of ₹10/- each	35,673.00	35,673.00
1,252,000 (P.Y. 12,52,000) Cumulative Redeemable Preference Shares of ₹ 100 each	1,252.00	1,252.00
	36,925.00	36,925.00
Issued, Subscribed & Paid up		
Equity Shares (with equal rights) fully paid up		
86,83,553 (P.Y. 86,83,553) Equity Shares of ₹10/- each	868.36	868.36
	868.36	868.36
Reconciliation of the numbers of shares outstanding at the beginning and at the end of the reporting period		
	31.03.2012	31.03.2011
	No. of Shares	No. of Shares
At the beginning of period	8,683,553	8,683,553
Add:- Issued during the year	-	-
Less:- Bought Back during the year	-	-
Outstanding at the end of period	8,683,553	8,683,553
Details of each shareholder holding more than 5% shares :-		
Name of Shareholder	31.03.2012	31.03.2011
	No. of Shares held	No. of Shares held
Shri Hari Shankar Singhania	823,151	823,151
Dr. Raghupati Singhania	815,917	815,500
Habras International (Registered in the name of Hari Shankar Singhania as partner of the firm)	1,857,619	1,857,619
Shripati Singhania HUF (Registered in the name of Anshuman Singhania as Karta of HUF)	786,704	786,704
JK Agri Genetics Ltd.	646,811	646,811
Details of Allotment/Bought Back of Shares during the period of 5 Years immediately preceding the reporting date		
Particulars	31.03.2012	31.03.2011
	No. of Shares	No. of Shares
Allotment of Equity Shares for Consideration Other than Cash (a)	3,529,288	3,529,288

(a) Equity shares issued to the shareholders of erstwhile Ashim Investment Company Limited & Netflir Finco Limited, pursuant to the Scheme of Amalgamation without payment being received in cash.

NOTES TO FINANCIAL STATEMENTS

₹ in Lacs

	31.03.2012		31.03.2011	
NOTE 3 : RESERVES & SURPLUS				
Capital Reserve**		2.51		2.51
Capital Redemption Reserve		23.91		23.91
Reserve (as per RBI guidelines)	2,297.70		1,713.43	
Addition during the year	292.94	2,590.64	584.27	2,297.70
General Reserve	21,214.36		19,214.36	
Addition during the year	1,000.00	22,214.36	2,000.00	21,214.36
Surplus in Profit & Loss Account A/c (Refer note (a) below)		1,352.23		1,527.81
		26,183.65		25,066.29

** Proceeds of shares sold by trustee, allotted to them out of fractional entitlement, pursuant to the Scheme of Arrangement and Demerger between JK Tyre & Industries Ltd and Netflier Finco Ltd and kept as distributable surplus.

(a) Detail of Surplus/(Deficit) in Profit and Loss Statement:

Surplus/(Deficit) in Profit and Loss Statement from Previous Year		1,527.81	1,538.07
Profit / (Loss) for the year		1,464.70	2,921.35
Transfer to Reserve (as per RBI guidelines)		(292.94)	(584.27)
Transfer to General Reserve		(1,000.00)	(2,000.00)
Proposed Dividend (₹ 4, PY ₹ 4 per equity share)		(347.34)	(347.34)
Surplus/(Deficit) in Profit and Loss Statement carried to Balance sheet		1,352.23	1,527.81

	Non Current		Current Maturities	
	31.03.2012	31.03.2011	31.03.2012	31.03.2011
NOTE 4 : LONG TERM BORROWINGS				
SECURED LOANS				
Term Loan from Banks	5,260.00	390.00	130.00	130.00
Term Loan from Financial Institution	5,000.00	-	-	-
	10,260.00	390.00	130.00	130.00
UNSECURED LOANS				
From Body Corporates (interest free)	4,000.00	4,333.33	833.33	1,333.33
Deferred Payment to SASF	300.00	595.00	295.00	50.00
	4,300.00	4,928.33	1,128.33	1,383.33
	14,560.00	5,318.33	1,258.33	1,513.33
Less: Amount transfer to other current liabilities(Note No.9)	-	-	1,258.33	1,513.33
	14,560.00	5,318.33	-	-

NOTES:

SECURED LOANS

- 1a. Term Loan of ₹ 390 Lacs from Kotak Mahindra Bank is repayable in 12 Qtrly. instalments of ₹ 32.50 Lacs each with interest payable at monthly rests. The Loan is secured by way of first charge on all existing and future current assets and movable fixed assets related to Company's immovable property situated at M-20 South Extension, New Delhi and further secured by equitable mortgage on the aforesaid property.
- 1b. Term Loan of ₹ 5000 Lacs from Indian Overseas Bank is repayable in 12 half yearly instalments of ₹416.67 Lacs each w.e.f. June, 2014 with interest payable on monthly rests. The loan is secured by way of first & exclusive charge by way of equitable mortgage on Company's immovable property at Flat No. 5-A, 5th Floor, Brighton Co-operative Housing Society Ltd, No. 2, Plot No. 68D Nepean Sea Road, Rungatha Lane, Mumbai - 400006 as collateral security.
- 1c. Term Loan of ₹5000 Lacs from HDFC Ltd. is repayable in one go in Aug/2014 with interest payable at monthly rests. The loan is secured by way of pledge of 4551 Nos. Equity Shares held by the Company in M/s Divyashree Company Pvt. Ltd. along with an undertaking for Non Dilution and Non Disposal of above shareholding and by extension of the first equitable mortgage on property located at B-16, West End, New Delhi together with construction thereof.

UNSECURED LOANS

1. Loan of ₹ 500 Lacs payable to a body corporate on 15th August 2012.
2. ₹ 4333.33 Lacs payable to a body corporate in 13 Yrly. instalments of ₹ 333.33 Lacs each.
3. Deferred payment to SASF ₹595 Lacs is payable in yearly instalments of ₹295 Lacs, ₹100 Lacs, ₹100 Lacs and ₹100/- Lacs each in the year 2012-13, 2013-14, 2014-15 & 2015-16 respectively.

NOTES TO FINANCIAL STATEMENTS

₹ in Lacs

	31.03.2012	31.03.2011
NOTE- 5		
Pursuant to the Accounting Standard on 'Accounting for Taxes on Income' (AS- 22), deferred tax liability/(assets) are as under:		
A. Deferred Tax Assets:		
- Disallowance u/s 43B	0.81	0.74
- Disallowance u/s 40A(7)	2.83	2.34
- Disallowance u/s 35DD	1.30	2.95
Total : (A)	4.94	6.03
B. Deferred Tax Liabilities:		
Difference between book depreciation & tax depreciation	16.37	16.48
Total : (B)	16.37	16.48
Deferred Tax Liabilities (Net) (A - B)	11.43	10.45

In view of uncertainty in the present market value of shares and securities due to volatile market conditions, management does not consider it prudent to create deferred tax asset on carried forward unabsorbed losses.

NOTE- 6 : OTHER LONG TERM LIABILITIES

Trade Payables	-	-
Others :		
- Security Deposits	144.86	209.59
- Income Received in Advance	4.99	28.72
- Other Liability	2.75	1.98
	152.60	240.29

	Long Term		Short Term	
	31.03.2012	31.03.2011	31.03.2012	31.03.2011
NOTE - 7 : PROVISIONS				
Provision for Employee Benefits	9.94	8.51	1.29	0.99
Others				
Contingent Provisions against Standard Assets	4.93	4.75	-	-
Proposed Dividend	-	-	347.34	347.34
	14.87	13.26	348.63	348.33

NOTES TO FINANCIAL STATEMENTS

₹ in Lacs

	31.03.2012	31.03.2011
NOTE - 8: SHORT TERM BORROWINGS		
UNSECURED		
Loan & Advances from related party		
Deposit from a Body Corporate (Subsidiary Company)	1200.00	1200.00
	1200.00	1200.00

Note :-

ICD of ₹ 1200 Lacs from a body corporate payable within one year.

NOTE - 9: OTHER CURRENT LIABILITIES

Current maturities of long term borrowings (Note No. 4)	1258.33	1513.33
Interest accrued but not due	4.72	5.74
Income Received in Advance	46.30	34.85
Unclaimed dividends @	30.70	27.84
Fractional Entitlement Shares	1.33	1.33
Unclaimed Preference shares	0.24	0.24
Other Liabilities		
-- Security Deposit	120.56	103.29
-- Others	11.77	11.52
	1473.95	1698.14

@ On due, will be transferred to Investor Education & Protection Fund

NOTE 10 : TANGIBLE ASSETS

₹ in Lacs

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Gross Block as at 01.04.11	Additions	Sales/ Adjustments	Gross Block as at 31.03.12	Upto 31.03.11	For The Year	Sales/ Adjustments	Upto 31.03.12	As At 31.03.12	As At 31.03.11
Land (Freehold) @	639.70	-	-	639.70	-	-	-	-	639.70	639.70
Land (Leasehold) @	23.23	-	-	23.23	1.41	0.24	-	1.65	21.58	21.82
Buildings @	1,424.61	-	37.01	1,387.60	208.98	22.85	9.10	222.73	1,164.87	1,215.63
Furniture & Fixtures	34.94	0.04	0.03	34.95	21.98	2.35	0.01	24.32	10.63	12.96
Office equipments	48.30	-	-	48.30	25.27	3.20	-	28.47	19.83	23.03
Computer #	0.80	0.35	-	1.15	0.79	-	-	0.79	0.36	0.01
Vehicles	10.11	-	0.10	10.01	2.47	1.97	0.03	4.41	5.60	7.64
Total	2,181.69	0.39	37.14	2,144.94	260.90	30.61	9.14	282.37	1,862.57	1,920.79
Previous Year	2,176.18	6.67	1.16	2,181.69	229.98	31.27	0.35	260.90	1,920.79	

Note:- @ include certain assets yet to be registered in the name of the company .

Depreciation for the year ₹497/-

BENGAL & ASSAM COMPANY LIMITED

Name of the Bodies Corporate	31.03.2012		31.03.2011	
	Nos.	₹ in Lacs	Nos.	₹ in Lacs
NOTE 11 : INVESTMENT				
NON - CURRENT INVESTMENTS				
(Other than trade, fully paid up)				
A. Investments in Equity Shares (Long Term)				
A1. Subsidiaries (Unquoted)				
Fenner (India) Ltd.	2,182,648	5,271.22	2,182,648	5,271.22
LVP Foods Pvt. Ltd.	1,999,800	199.98	1,999,800	199.98
Panchmahal Properties Ltd.(Wholly Owned Subsidiary)	351,230	35.12	351,230	35.12
Dwarkesh Energy Limited	-	-	25,000	2.50
Divyashree Company Pvt. Ltd. (Formerly M.S. & Sons JV Projects Pvt. Ltd.) (1)	4,551	5,017.03	-	-
Total (A1)		<u>10,523.35</u>		<u>5,508.82</u>
Others				
A2. Quoted				
Face Value of ₹10/- each				
A I Champdany Inds. Ltd. (FV ₹ 5/-)	28	-	28	-
Abbott India Ltd.	5	0.01	5	0.01
Abhishek Jute & Industries Ltd.	66	0.01	66	0.01
ACC Limited	847	0.11	847	0.11
Aditya Birla Nuvo Limited	844	0.72	844	0.72
All Seasons Foods Limited	45	-	45	-
Ambalal Sarabhai Enterprises Ltd.	50	-	50	-
Ambuja Cement Ltd. (FV ₹ 2/-)	32,307	6.54	32,307	6.54
Andhra Cement Company Limited	25	0.01	25	0.01
Asahi India Glass Ltd. (FV ₹ 1/-)	74	0.03	74	0.03
Ashok Leyland Ltd (FV ₹ 1/-) (2)	4,000	0.33	2,000	0.33
Ashoka Paper Mills Ltd.	100	-	100	-
Astrazeneca Pharma India Ltd. (FV ₹ 2/-)	500	0.11	500	0.11
ATV Projects India Ltd.	2,500	-	2,500	-
Auckland International Ltd.	99	-	99	-
Aventis Pharma. Ltd.	5	0.01	5	0.01
Ballarpur Industries Limited (FV ₹ 2/-)	2,241	0.25	2,241	0.25
Bally Jute Co. Ltd.	1	-	1	-
Balrampur Chini Mills Ltd. (FV ₹ 1/-)	500	0.21	500	0.21
Bank of India	5	-	5	-
Baranagore Jute Factory Co. Ltd.	5	-	5	-
BASF India Limited	22	0.05	22	0.05
Bayer Cropscience India Ltd.	66	-	66	-
Bengal Coal Co. Ltd.	2	-	2	-
Bharat Heavy Electricals Limited (FV ₹ 2/-) (3)	1,000	0.14	200	0.14

Name of the Bodies Corporate	31.03.2012		31.03.2011	
	Nos.	₹ in Lacs	Nos.	₹ in Lacs
Bhatpara Jute & Properties Ltd.	112	-	112	-
Bhatpara Papers Ltd.	3	-	3	-
Bhiwani Denim & Apparel Ltd.	14,200	-	14,200	-
Bird Jute & Exports Ltd.	1	-	1	-
Birla Corp Limited	318	0.06	318	0.06
Bonanza Pharmaceuticals Ltd.	200	-	200	-
Budge-Budge Co. Ltd.	-	-	85	-
B & B Reality Ltd. (Formerly Sterlite Projects Ltd.)	100	-	100	-
Carol Info. Services Ltd.	200	0.07	200	0.07
Ceat Ltd.	49	0.02	49	0.02
Century Enka Limited	305	0.21	305	0.21
Chambal Fertilizers Limited	5	-	5	-
Cheviot Co. Ltd.	76	0.13	76	0.13
Clives Mills Co. Ltd.	3	-	3	-
Daewoo Motors India Limited	3,000	-	3,000	-
Delta Industries Ltd.	160	-	160	-
Dewan Tyres Ltd.	240	-	240	-
Digvijay Finlease Ltd.	100	-	100	-
Dunbar Mills Ltd.	20	-	20	-
Dunlop India Ltd.	113	0.01	113	0.01
EID Parry (India) Limited (F.V. ₹1/-)	300	0.04	300	0.04
Fort Gloster Industries Ltd.	99	-	99	-
G.K.W. Ltd.	3	-	3	-
Graphite India Limited (FV ₹ 2/-)	12	-	12	-
Garware Nylons Ltd.	112	-	112	-
Gas authority of India Ltd.	375	0.53	375	0.53
GIC Housing Finance Limited	62	0.01	62	0.01
Gilt Pack Limited	3,700	-	3,700	-
Goodyear India Ltd.	10	0.01	10	0.01
Grasim Industries Limited	240	0.11	240	0.11
Gujarat Composite Limited	66	-	66	-
Haryana Petrochemicals Limited	7,000	-	7,000	-
Hasimara Industries Ltd.	2	-	2	-
HDFC Bank Limited (FV ₹ 2/-) (4)	6,525	0.40	1,305	0.40
Hilton Rubber Limited	100	-	100	-
Hindalco Industries Limited (FV ₹ 1/-)	462	0.21	462	0.21
Hindustan Development Corpn. Ltd. (5)	-	-	160	-
Hindustan Unilever Limited (FV ₹ 1/-)	865	1.42	865	1.42
Housing Development Finance Corporation Limited (F.V.₹ 2/-)	25	0.01	25	0.01
ICICI Bank Limited	27,440	6.22	27,440	6.22

BENGAL & ASSAM COMPANY LIMITED

Name of the Bodies Corporate	31.03.2012		31.03.2011	
	Nos.	₹ in Lacs	Nos.	₹ in Lacs
I.G. Petrochemicals Ltd.	100	0.01	100	0.01
Incheck Tyres Ltd.	100	-	100	-
Indag Rubber Ltd.	50	-	50	-
India Carbon Ltd.	40	-	40	-
India Cements Limited	100	0.07	100	0.07
India Paper & Pulp Co. Ltd.	19	-	19	-
Indo Rama Synthetics (India) Limited	1,560	0.22	1,560	0.22
Indofil Organic Inds. Ltd.	375	0.07	375	0.07
Indraprastha Medical Corporation Limited	500	0.05	500	0.05
Industrial Development Bank of India	8,170	4.71	8,170	4.71
Informed Technologies India Ltd.	100	-	100	-
Infosys Technologies Ltd. (FV ₹ 5/-)	240	3.02	240	3.02
Ispat Profiles Limited	1,951	-	1,951	-
ITC Limited (FV ₹ 1/-)	1,110	0.28	1,110	0.28
JK Sugar Limited (6)	4,647,691	715.79	4,647,691	715.79
Jaykay Enterprises Ltd. (F.V.₹ 5/-)	450	0.02	450	0.02
JK Tyre & Industries Limited	8,589,250	5,051.81	8,434,250	4,939.31
JK Cement Limited	320	-	320	-
JK Lakshmi Cement Ltd. (F.V. ₹5/-)	27,221,455	5,336.08	27,221,455	5,336.08
JK Paper Limited	28,301,332	8,414.86	14,344,407	2,546.13
JK Pharmachem Ltd. (Under Liquidation)	7,651,469	-	7,651,469	-
Jaiprakash Associates Limited (FV ₹ 2/-)	18,772	2.35	18,772	2.35
Jaiprakash Power Ventures	500	0.15	500	0.15
Jaipur Udyog Ltd.	1	-	1	-
Jayant Paper Mills Ltd.	700	-	700	-
JCT Ltd. (FV ₹ 2/-)	124	-	124	-
JK Agri Genetics Limited	1,351,820	1,305.34	1,351,820	1,305.34
Kabir Das Investment Ltd.	160	-	160	-
Kamarthatty Co. Ltd.	50	-	50	-
Kanco Enterprises Ltd.	65	-	65	-
Kanco Tea & Industries Ltd.	6	-	6	-
Kesoram Textile Mills Ltd.	330	-	330	-
Khaitan Chem. & Fertilizers Ltd. (FV ₹ 2/-) (7)	1,520	0.02	152	0.02
Khardah Co. Ltd.	62	-	62	-
Khatau Junker Ltd.	100	-	100	-
Kinnison Jute Mills Co. Ltd.	1	-	1	-
Kiran Overseas Exports Ltd.	1,000	-	1,000	-
Larsen & Toubro Limited (FV ₹ 2/-)	10,010	6.77	10,010	6.77
Mahanagar Telephone Nigam Limited	1,600	1.13	1,600	1.13
Malanpur Steel Ltd. (5)	2,458	-	2,334	-
Mandya National Paper Mills Ltd.	25	-	25	-
Mangalam Cement Limited	100	0.04	100	0.04

Name of the Bodies Corporate	31.03.2012		31.03.2011	
	Nos.	₹ in Lacs	Nos.	₹ in Lacs
Martin Burn Ltd.	20	-	20	-
Mawana Sugar Ltd.	13	-	13	-
Merind India Ltd.	50	-	50	-
Mideast India Ltd.	750	-	750	-
Mideast Intigrated Steels Ltd.	200	-	200	-
Modern Terry Towels Ltd.	400	-	400	-
Modern Threads (I) Ltd.	250	-	250	-
Modi Rubber Limited	550	0.09	550	0.09
Modipon Limited	250	0.03	250	0.03
Modistone Limited	150	-	150	-
MRF Tyres	47	0.93	47	0.93
Mukerian Papers Limited	200	-	200	-
Mysore Paper Mills Ltd.	54	-	54	-
Naihati Jute Mills Co. Ltd.	5	-	5	-
National Co. Ltd.	1	-	1	-
National Thermal Power Corporation Ltd.	1,785	1.11	1,785	1.11
New Central Jute Mills Co. Ltd.	10	-	10	-
North Brooke Jute Co. Ltd.	3	-	3	-
Northern Leasing Ltd.	100	-	100	-
ORG Informatics Ltd.	19	-	19	-
Orient Paper & Industries Limited (FV ₹ 1/-)	1,110	0.12	1,110	0.12
Oriental Civil Engg.Co. Ltd.	3,400	-	3,400	-
Orissa Extrusions Ltd.	2,900	-	2,900	-
Orkay Industries Ltd.	1,200	-	1,200	-
Oswal Agro Mills Limited	5,150	-	5,150	-
Oswal Chemicals & Fertilizers Limited	4,745	0.22	4,745	0.22
Pentafour Products Ltd.	3,200	-	3,200	-
People Investment Limited	3,500	0.39	3,500	0.39
Pharmax Corporation Ltd.	250	-	250	-
Piramal Healthcare Ltd. (FV ₹ 2/-) (8)	517	0.24	505	0.24
Piramal Life Sciences Ltd. (FV ₹ 2/-) (8)	50	-	50	-
Piramal Glass Ltd.	45	-	45	-
Polar Investment Limited	12,393	1.28	12,393	1.28
Pranav Investment (M.P.) Co. Ltd.	15,000	24.72	15,000	24.72
PTL Enterprises Ltd. (FV ₹ 2/-)	250	-	250	-
Prism Cement Limited	100	0.01	100	0.01
Punjab Anand Batteries Ltd.	50	-	50	-
Rain Commodites Limited (FV ₹ 2/-) (9)	500	0.01	100	0.01
Rajasthan Brewaries Limited	1,800	-	1,800	-
Rama Fibres Ltd.	5,000	-	5,000	-
Rameshwara Jute Mills Ltd.	100	-	100	-
Rampur Fertilizers Limited	304	-	304	-

BENGAL & ASSAM COMPANY LIMITED

Name of the Bodies Corporate	31.03.2012		31.03.2011	
	Nos.	₹ in Lacs	Nos.	₹ in Lacs
Ranbaxy Laboratories Limited (FV ₹ 5/-)	3,366	1.31	3,366	1.31
Ready Foods Ltd.	3,400	-	3,400	-
Reliance Capital Limited	425	0.04	425	0.04
Reliance Communication Ventures Limited (FV ₹ 5/-)	8,100	0.91	8,100	0.91
Reliance Infra Limited	637	0.21	637	0.21
Reliance Industries Limited	12,696	15.61	12,696	15.61
Reliance Jute & Industries Ltd.	112	-	112	-
Reliance Power Ltd	2,214	0.08	2,214	0.08
Remington Rand of India Ltd.	22	-	22	-
RJM Fibre Industries Ltd.	56	-	56	-
RJM Investments Ltd.	56	-	56	-
RPG Life Sciences Ltd. (FV ₹ 8/-)	50	-	50	-
Rohtas Industries Ltd.	22	-	22	-
Sanghi Polyster Limited	4,200	0.11	4,200	0.11
Satyam Computers Limited (FV ₹ 2/-)	350	0.79	350	0.79
Seshasayee Paper & Boards Limited	100	0.09	100	0.09
Shree Synthetics Ltd.	88	-	88	-
Sirpur Paper Mills Ltd.	2	-	2	-
SPL Empl.Co-op Stores	-	-	250	-
SRF Limited	5	-	5	-
Sri Digvijay Cement Co.Limited	1,900	0.12	1,900	0.12
Star Paper Mills Limited	100	0.02	100	0.02
State Bank of India	2,336	13.41	2,336	13.41
Sterlite Industries (India) Limited (FV ₹ 1/-)	100	0.20	100	0.20
Surya Agroils Limited	1,300	-	1,300	-
Summit Securities Ltd.	3	-	3	-
Syndicate Bank	1,000	0.55	1,000	0.55
Tata Consultancy Services Ltd. (FV ₹ 1/-)	1,000	2.64	1,000	2.64
Tata Motors Ltd. (FV ₹ 2/-) (10)	25	0.01	5	0.01
Tata Steel Ltd.	10,497	20.92	10,497	20.92
The Bengal Paper Mills Ltd.	37	-	37	-
The Burrakur Coal Co. Ltd.	1	-	1	-
The Gourepore Co. Ltd.	100	-	100	-
The Scindia Steam Navigation Co. Ltd.	1	-	1	-
The West Coast Paper Mills Limited (FV ₹ 2/-)	1,000	0.21	1,000	0.21
TT LTD.	400	0.03	400	0.03
TVS Srichakra Ltd. (F.V. ₹5/-)	50	0.01	50	0.01
Udaipur Cement Works Ltd. (BIFR Co.)	31,153,242	295.96	31,153,242	295.96
Ultra Tech Cement Ltd.	2,712	6.73	2,712	6.73
Umang Dairies Limited (F.V. ₹5/-)	9,922,965	478.23	9,969,965	480.50
Union Jute Co. Ltd.	2	-	2	-

Name of the Bodies Corporate	31.03.2012		31.03.2011	
	Nos.	₹ in Lacs	Nos.	₹ in Lacs
United Wire Ropes Ltd.	5	-	5	-
Universal Tyres Ltd.	100	-	100	-
Usha (INDIA) Ltd.	710	-	710	-
Vegepro Foods & Feeds Ltd.	100	-	100	-
Walford Transport (Eastern) Ltd.	15	-	15	-
Wyeth Lederle Ltd.	55	0.18	55	0.18
Zensar Technologies Ltd.	200	-	200	-
Zuari Industries Limited	17	-	17	-
Total Quoted Equity Shares (A2)		21,728.30		15,749.34
A3. Unquoted				
Bharti Telecom Ltd.	-	-	600	0.55
E-Commodities Limited	200,000	-	200,000	-
Harshal Papers & Boards Limited	-	-	114,940	-
J K Traders Ltd.	4,313	0.13	4,313	0.13
Hilman Capital Finance Ltd.	43,060	0.85	43,060	0.85
Saptrishi Consultancy Services Ltd.	100	0.01	100	0.01
J.K. Investors (Bombay) LTD.	2,966	2.96	2,966	2.96
J.K. Satoh Agricultural Machines Ltd.	50	-	50	-
J.K. Woollen Mfg. Co. Ltd.	50	-	50	-
J.K.Cotton Spg.& Wvg. Mills Co. Ltd.	4,540	-	4,540	-
JK Enviro-Tech Ltd. (11)	2,250,000	225.00	2,250,000	225.00
JK Risk Managers & Insurance Brokers Ltd.	1,237,500	123.75	1,237,500	123.75
Dwarkesh Energy Limited	25,000	2.50	-	-
JK Tornel,S.A. de C.V.(Face Value: MXN Pesos 1000 each)	25	1.05	25	1.05
General de Inmuebles Industriales, S.A. de C.V.	1	-	1	-
Gintor Administracion, S.A. de C.V.	1	-	1	-
Hules y Process Tornel, S.A. de C.V.	1	-	1	-
Comercializadora America Universal,S.A. de C.V.	1	-	1	-
Compania Hulera Tacuba, S.A. de C.V.	1	-	1	-
Compania Hulera Tornel, S.A. de C.V.	1	-	1	-
Compania Inmobiliaria Norida, S.A. de C.V.	1	-	1	-
Ultima Finvest Ltd	-	-	406,000	40.60
Total Unquoted Equity Shares (A3)		356.25		394.90
B. Preference Shares				
Others				
JK Agri Genetics Ltd (Zero Coupon Pref. Shares) (12)	5,000,000	4,250.00	5,000,000	4,250.00
J.K. Pharmachem Ltd. (Zero Coupom Reedemable) (Under Liquidation)	500,000	-	500,000	-
Ultima Finvest Ltd (3.5% Non-Cum-Red- Participating Pref.)	-	-	42,500	425.00
JK Paper Ltd. (10% CRPS)	-	-	444	39.19

BENGAL & ASSAM COMPANY LIMITED

Name of the Bodies Corporate	31.03.2012		31.03.2011	
	Nos.	₹ in Lacs	Nos.	₹ in Lacs
Farm Enterprises Ltd. (12% OCC)	-	-	54	-
Kelvin Jute Co. Ltd.	5	-	5	-
Total Preference Shares (B)		4,250.00		4,714.19
C. Mutual Funds				
LIC MF Income Plus	4,619,485	582.46	26,813,593	3,374.99
UTI Master Share Unit Scheme-Dividend Plan-Payout	660	0.09	660	0.09
SBI-SHF-Liquid Plus-Instl. Plan-Daily Dividend	-	-	3,388,001	338.97
SBI-SHF-Liquid Plus-Instl. Plan- Growth	2,627,066	348.85	-	-
HDFC Cash Management Fund-Treasury				
Advantage Plan-Wholesale-Growth	1,118,929	215.00	1,118,929	215.00
ING - Liquid Fund - Growth	9,110,189	1,500.00	-	-
Reliance Money Manager-Growth	40,162	560.00	-	-
Reliance Liquid Fund-Cash Plan-Growth	105,994	16.81	1,912,080	303.31
Total Mutual Funds (C)		3,223.21		4,232.36
D. Current portion of Long Term Investments				
Preference Shares (Unquoted) (13)				
Ultima Finvest Ltd (3.5% Non-Cum-Red-Participating Pref.)	42,500	425.00	-	-
CRPS-JK Paper Ltd.	444	39.19	888	78.38
Farm Enterprises Ltd (12% OCC)	54	-	-	-
Total (D)		464.19		78.38
E. Total Unquoted Investment (A1+A3+B+C+D)		18,817.00		14,928.66
GRAND TOTAL (A2+D)		40,545.30		30,678.00
Total Non Current Investments		40,545.30		30,678.00
		Current Year		Previous Year
Book Value of Quoted Investments		21,728.30		15,749.34
Book Value of Unquoted Investments		18,817.00		14,928.66
Market Value of Quoted Investments		44,458.80		40,300.75
II. Current Investments				
A1. Quoted Investment (Current)				
(Other than trade, fully paid up)				
Equity Shares				
Ahmednagar Forgings Ltd.	-	-	1,324	1.70
Aurobindo Pharma Ltd.	-	-	570	1.12
BGR Energy Systems	-	-	236	1.13
Bharat Heavy Electricals Limited	-	-	77	1.56
Coromandel International Ltd. (Formerly Coromandel Fertilisers Ltd. (F.V. ₹2/-))	-	-	706	1.85
Deepak Fertilizers & Petrochemicals Ltd.	-	-	824	1.31
Dr. Reddy's Laboratories Ltd. (F.V. ₹5/-)	-	-	81	1.33
Engineers India Ltd.	-	-	212	0.65
GAIL India Ltd.	-	-	275	1.28

Name of the Bodies Corporate	31.03.2012		31.03.2011	
	Nos.	₹ in Lacs	Nos.	₹ in Lacs
Glaxo Smithkline Pharmaceuticals Ltd.	-	-	83	1.49
Hanung Toys & Textiles Ltd.	-	-	351	0.71
IndusInd Bank Ltd.	-	-	955	2.51
IVRCL Infrastructure Ltd.	-	-	1,006	0.82
IDBI Bank Limited	-	-	1,080	1.54
ITC Ltd.	-	-	1,186	1.81
Jindal Steel & Power Limited	-	-	200	1.36
JBF Industries Ltd	-	-	1,017	1.66
Jet Airways Ltd.	-	-	258	1.15
Larsen & Toubro Limited	-	-	116	1.51
LIC Housing Finance Ltd.	-	-	1,130	2.55
Maruti Suzuki India Ltd.	-	-	60	0.46
OIL India Ltd.	-	-	141	1.85
Onmobile Global Ltd.	-	-	399	0.97
Shree Renuka Sugar Limited	-	-	1,114	0.78
Sterlite Technologies Ltd.	-	-	1,372	0.80
Tata Steel Ltd.	-	-	219	1.22
Titan Industries Limited	-	-	34	1.19
TVS Motors Limited	-	-	3,046	1.82
UCO Bank Ltd.	-	-	1,540	1.65
Welspun Corpn. Ltd.	-	-	543	1.13
Total (A1)		-		40.89
A2 Unquoted Investments (Current)				
(Other than trade, fully paid up) Debentures				
Dr. Reddy's Laboratories Ltd. (F.V. ₹5/-)	-	-	486	-
TOTAL CURRENT INVESTMENTS (A1+A2)		-		40.89
			Current Year	Previous Year
Book Value of Quoted Investments		-		40.89
Book Value of Unquoted Investments		-		-
Market Value of Quoted Investments		-		42.83

Notes:

- 4551 Equity Shares Pledged with HDFC Bank Ltd. for a loan availed by the company.
- The Company received 2000 bonus equity shares of Ashok Leyland Ltd. in the ratio of 1:1.
- Sub-divided into 5 Equity Shares of ₹ 2/- each as against 1 Equity Share of ₹ 10/- each.
- Sub-divided into 5 Equity Shares of ₹ 2/- each as against 1 Equity Share of ₹ 10/- each.
- 124 shares of Malanpur Steel Ltd received against 160 shares of Hindustan Development Corpn. Ltd.
- Undertaking for Non Disposal of equity shares of JK Sugar Ltd given to Bank of India against the term loan availed by JK Sugar Ltd.
- Sub-divided into 10 Equity Shares of ₹ 1/- each as against 1 Equity Share of ₹10/- each.
- Pursuant to the Scheme of Arrangement between Piramal Life Sciences Limited and Piramal Healthcare Limited the Company received 12 Equity shares of ₹2 each of Piramal Healthcare Limited in lieu of 50 Equity Shares of ₹10/- each held in Piramal Life Sciences Limited.
- Sub-divided into 5 Equity Shares of ₹ 2/- each as against 1 Equity Share of ₹ 10/- each.
- Sub-divided into 5 Equity Shares of ₹ 2/- each as against 1 Equity Share of ₹ 10/- each.
- Includes 8,50,000 Equity Shares Pledged with Infrastructure Development Finance Company Limited (IDFC Ltd.) for a Loan availed by JK Envirotech Ltd.
- Convertible into equity shares (as per the applicable SEBI Guidelines) of JK Agri Genetics Ltd. , pending order in appeal before the Division Bench of High Court of Calcutta in connection with the scheme of Arrangement & Demerger between JK Agri Genetics Ltd. and Florence Alumina Ltd.
- In the earlier years the Company has made investments in the redeemable preference shares (Long Term as per AS-13) which are now redeemable within 12 months from the reporting date and are now shown under the current portion of long term investment.
- Certain Investments are pending for transfer in the name of Company.

NOTES TO FINANCIAL STATEMENTS

₹ in Lacs

	31.03.2012		31.03.2011	
NOTE - 12: LONG TERM LOANS & ADVANCES (considered good)				
Secured Loan to a body corporate	595.00		645.00	
Less:- Current Maturity	295.00	300.00	50.00	595.00
Unsecured (considered good)				
Loan to a subsidiary		790.00		790.00
Fixed Deposit with Body Corporate	10.90		10.90	
Less:- Current Maturity	10.90	-	-	10.90
Security Deposits		4.64		0.68
		1,094.64		1,396.58

	31.03.2012	31.03.2011
NOTE - 13: CASH & CASH EQUIVALENTS		
Balance with banks :		
-- on Current Accounts	42.53	18.09
Fixed Deposit with Central Bank of India	215.00	-
Stamps in Hand	4.49	8.60
Cheques in Hand	-	0.50
Cash in Hand	0.29	0.28
Other bank balances		
-- on Dividend Accounts	30.70	27.84
-- on Fractional Entitlement Accounts	1.33	1.33
-- on Preference Share Accounts	0.24	0.24
TOTAL	294.58	56.88

NOTE - 14: SHORT TERM LOANS & ADVANCES (considered good)

Secured		
Current Maturity of Secured Loan to a body corporate	295.00	50.00
Unsecured (considered good)		
Current Maturity of Fixed Deposit with a body corporate	10.90	-
Inter Corporate Deposits	565.00	428.00
Accrued Interest	0.05	11.89
Advance payment of tax		
{Net of Provision for taxation of ₹ 694.26 Lacs (P.Y. ₹ 569.48 Lacs)}	138.59	168.25
Other Advances	6.86	12.17
TOTAL (B)	1,016.40	670.31

NOTES TO FINANCIAL STATEMENTS

₹ in Lacs

	2011-12	2010-11
NOTE 15 : REVENUE FROM OPERATIONS		
Interest on :		
-- Loans and deposits	134.25	137.36
-- Others	0.05	0.16
Other Financial Services:-		
Dividend {include ₹ 0.45 Lacs (Previous Year ₹ 0.52 Lacs) on current investments and dividend from subsidiary amounting to ₹ 982.19 Lacs, (Previous Year ₹1,309.59 Lacs)}	1,646.13	2691.42
Profit on sale of Long Term Investments {includes ₹ 5.82 Lacs, profit on current investment, (Previous Year ₹ 9.07 Lacs)}	481.88	128.62
TOTAL	2,262.31	2,957.56
NOTE 16 : OTHER INCOME		
Rent	455.80	466.42
Profit on sale of Fixed Asset (Net)	97.06	0.05
Miscellaneous Receipts	4.73	3.95
	557.59	470.42
NOTE 17 : EMPLOYEES BENEFIT EXPENSES		
Salaries, wages, gratuity & bonus	29.11	31.76
Contribution to Provident and Other Fund	3.18	1.88
Employees welfare & other benefits	0.91	0.68
TOTAL	33.20	34.32
NOTE 18 : FINANCE COST		
Interest on Term Loans	608.55	69.24
Interest on Other Loans	357.17	111.77
Other Borrowing Cost	75.11	-
TOTAL	1,040.83	181.01
NOTE 19 : OTHER EXPENSES		
Diminution in the value of Current Investments	-	6.05
Rent	4.53	2.46
Rates & Taxes	32.79	31.16
Loss on sale of Current Investments	7.16	3.74
Auditors Remuneration		
-- Statutory Audit Fees	0.65	0.65
-- Tax Audit Fees	0.10	0.10
-- Certification	1.54	0.32
Directors' Fee	5.09	4.74
Repairs & Maintenance to Building	15.20	22.00
Insurance	0.59	0.46
Provisions against Standard Assets	0.18	4.75
Bank Charges, Travelling, Legal & Professional & other Miscellaneous Expenses	56.95	66.00
TOTAL	124.78	142.43

NOTES TO FINANCIAL STATEMENTS

20. The Company has been registered as a Core Investment Company (CIC-ND-SI) vide Certificate of Registration dated 17.11.2011 issued by Reserve Bank of India.
21. (A) Contingent Liabilities (to the extent not provided for):
- i. Disputed Income Tax matters (estimated) under Appeal of ₹6.73 Lacs (Previous Year ₹11.84 Lacs). (Net of advance - ₹ 106 Lacs, Previous year - ₹26.69 Lacs).
- (B) Other Commitments
- i. Guarantee given to a Bank in respect of Loan facility availed by other body corporate [Outstanding as at 31.03.2012 ₹ Nil (Previous Year- ₹15.37 Lacs)] against counter indemnity.
 - ii. Undertaking for Non Disposal of equity shares of JK Sugar Ltd given to Bank of India against the term loan availed by JK Sugar Ltd.
22. a) Income Tax calculation has been made considering certain allowances / adjustments available as assessed by the management.
- b) Provision for taxation represents Minimum Alternate Tax (MAT) computed under section 115JB of the Income Tax Act, 1961.
23. a) In the opinion of the Board, Current Assets, Loans and Advances have value on realisation in the ordinary course of business at least equal to the amount at which they are stated.
- b) In the opinion of the management (read with note no. 29) there is no provision for bad and doubtful debts, loans & advances and diminution in the value of long term investments in their respective carrying values.
- c) Loans and Advances pursuant to Clause 32 of the Listing Agreement:

(Amount in ₹/Lacs)

Sl. No	Subsidiaries	Current Year		Previous Year	
		Year end Outstanding	Maximum Amount Due	Year end Outstanding	Maximum Amount due
A.	Loan to Body Corporate:				
	LVP Foods Pvt. Ltd.	790	790	790	790

Note - Loans/Advances to employees as per Company's policy are not considered.

24. Earning Per Share (EPS):

(₹ in Lacs)

	Current Period	Previous Year
Net Profit after tax for the year	1,464.70	2,921.35
Profit for Basic and Diluted Earning per share	1,464.70	2,921.35
Weighted Avg. No. of Equity Shares (Face value of ₹10/- each)	86,83,553	86,83,553
Basic EPS (₹)	16.87	33.64
Diluted EPS (₹)	16.87	33.64

25. As per Accounting Standard 18, issued by the Institute of Chartered Accountants of India, the disclosures of and transactions with the related parties as defined in Accounting Standard are given below:-
- a) List of related parties where control exists and related parties with whom transactions have taken place and relationships (As identified by the management):-

Subsidiaries:

Fenner (India) Ltd.

Southern Spinners and Processors Ltd. *

Modern Cotton Yarn Spinners Ltd. *

Acorn Engineering Ltd. *

BMF Investments Ltd. *

LVP Foods Pvt.Ltd

Panchmahal Properties Ltd.

Dwarkesh Energy Ltd.(Ceased to be subsidiary w.e.f. 11.08.2011)

Divyashree Company Pvt. Ltd.(Formerly M.S. & Sons JV Projects Pvt. Ltd.) (w.e.f. 05.08.2011) *

Hifazat Chemicals Ltd. (Under liquidation)

* Subsidiaries of Fenner (India) Ltd.

Key Management Personnel:

Shri U.K. Gupta, (Manager)

b) Transactions with related parties:-

(Amount in ₹/Lacs)

Particulars	Subsidiaries	
	Current Year	Previous Year
Share Application Money Paid		
Divyashree Company Pvt. Ltd.	732.81	—
Shares Allotted by		
Divyashree Company Pvt. Ltd.	732.48	—
Share Application Refund		
Divyashree Company Pvt. Ltd.	0.33	—
ICD received from:-		
Modern Cotton Yarn Spinners Ltd.	2700.00	—
Southern Spinners & Processors Ltd.	2700.00	—
ICD Re-paid to:-		
BMF Investments Ltd.	—	400.00
Modern Cotton Yarn Spinners Ltd.	2700.00	—
Southern Spinners & Processors Ltd.	2700.00	—
Interest earned:-		
LVP Foods Pvt. Ltd.	71.10	71.10
Interest charged:-		
BMF Investments Ltd.	84.00	111.77
Modern Cotton Yarn Spinners Ltd.	130.49	—
Southern Spinners & Processors Ltd.	142.68	—
Receivables from:-		
LVP Foods Pvt. Ltd.	790.00	790.00
Payable to:-		
BMF Investments Ltd.	1200.00	1200.00

- There are no transactions with and remuneration to Key Management Personnel during the current and previous year.
- Guarantee has been given by the Company to a Bank in respect of loan facility of ₹1,753 Lacs availed by a subsidiary company - LVP Foods Pvt. Limited. {Loan outstanding as at 31.03.12 - ₹ 1,205.19 Lacs (Previous Year - ₹1,643.44 Lacs)}.

iii. First charge by way of equitable mortgage on the immovable property of the Company situated at B-16 West End New Delhi has been created for the term loan availed by Fenner (India) Ltd. (Subsidiary Company) from HDFC Ltd.

26. The details of amounts outstanding under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) to the extent of information available with the Company are as under:

(i) Principal & Interest amount due and remaining unpaid as at 31.03.2012: Nil (Previous year: Nil), (ii) Payment made beyond the appointed day during the year: Nil (Previous year: Nil) and (iii) Interest Accrued and unpaid as at 31.03.2012: Nil (Previous year: Nil).

27. The balances of certain Creditors, Other Liabilities and Loans & Advances are subject to confirmation/reconciliation.

28. Employee Benefits: Employee Defined Benefits - As per Actuarial Valuation March 31, 2012:-

Amount (₹/Lacs)

SI. No.	Particulars	31.03.2012		31.03.2011	
		Gratuity	Leave Encashment	Gratuity	Leave Encashment
1	Expenses recognized in the statement of Profit & Loss Account:-				
	i) Current Service Cost	0.44	0.14	0.40	0.13
	ii) Interest Cost	0.58	0.18	0.42	0.11
	iii) Expected Return on plan assets	–	–	–	–
	iv) Net actuarial (gain)/loss recognized in the period	0.49	0.31	0.78	0.97
	v) Expenses recognized in the statement of Profit & Loss Account (*)	1.51	0.63	1.60	1.21
2	The amounts to be recognized in Balance sheet:-				
	i) Present value of obligations as at the end of the period	8.73	2.51	7.21	2.29
	ii) Fair Value of plan assets at the end of the period	–	–	–	–
	iii) Funded assets	(8.73)	(2.51)	(7.21)	(2.29)
	iv) Excess of actual over estimated	–	–	–	–
	v) Net assets/(liability) recognized in Balance Sheet	(8.73)	(2.51)	(7.21)	(2.29)
3	Change in present value of obligation:-				
	i) Present value of obligation at the beginning of the period	7.21	2.29	5.62	1.46
	ii) Interest Cost	0.58	0.18	0.42	0.11
	iii) Current service cost	0.44	0.14	0.40	0.13
	iv) Benefits paid	–	(0.42)	–	(0.38)
	v) Actuarial (gain/loss) obligation	0.49	0.31	0.78	0.97
	v) Present value of obligation at the end of the period	8.73	2.51	7.21	2.29
4	Change in the Fair Value of plan assets	–	–	–	–

5	Actuarial Assumption:-					
	i)	Discount Rate	8.00	8.00	7.50	7.50
	ii)	Future Salary increase	5.50	5.50	5.00	5.00
	iii)	Expected rate of return on plan assets	-	-	-	-
	iv)	Mortality				
		Withdrawal Rate %			LIC (1994-96)	
		Up to 30 Years	3.00	3.00	3.00	3.00
		From 31 to 44 Years	2.00	2.00	2.00	2.00
	Above 44 Years	1.00	1.00	1.00	1.00	

* included under the head Employee Benefit Expenses - Refer Note 17.

i. Amount recognized as an expense include ₹ 3.18 Lacs towards Provident and other Funds (Previous year-₹1.88 Lacs) under the head Employee Benefit Expenses. (Refer Note 17).

ii. The estimates of future salary increase, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

29. No provision for diminution in the value of certain long term investments has been considered necessary, since in the opinion of the Management, such diminution in their value is temporary in nature considering the nature of investments, inherent value, investees' assets and expected future cash flows from such investments.

30. Remittances in foreign currency on account of Dividend for the year 2010-11(Previous year 2009-10):-

	2011-12	2010-11
(i) Number of Non resident shareholders	1	1
(ii) Number of Equity shares held by them	203039	203039
(iii) Amount of Dividend remitted (₹ / Lacs)	8.12	5.08

31. The information as required in terms of para 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions 2007 are enclosed as per Annexure-1.

32. During the year ended 31st March 2012, the revised Schedule VI notified under the Companies Act, 1956, has become applicable to the Company. Thus previous year figures has been reclassified / recasted suitably. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements except for presentation and disclosures, wherever required.

As per our report of even date.
For LODHA & CO.
Chartered Accountants

N.K. LODHA
Partner
Membership No.85155

Place: New Delhi
Dated:19th May, 2012

U.K. GUPTA
Manager

DILLIP SWAIN
Secretary

HARI SHANKAR SINGHANIA
BHARAT HARI SINGHANIA
J.R.C. BHANDARI
L.R. PURI
O.P. KHAITAN
RAGHUPATI SINGHANIA
VINITA SINGHANIA

Directors

NOTE - 31

Particulars as per NBFC Directions as at 31.03.2012

(as required in terms of Paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions,2007)

(₹ in Lacs)

		Particulars		
		Liabilities side :		
(1)		Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid :	Amount Outstanding	Amount Overdue
	(a)	Debentures : Secured : Unsecured (other than falling within the meaning of public deposits)	NIL NIL	NIL NIL
	(b)	Deferred Credits	NIL	NIL
	(c)	Term Loans	10390.00	NIL
	(d)	Inter-corporate loans and borrowings including interest	6628.34	NIL
	(e)	Commercial Paper	NIL	NIL
	(f)	Other Loans (Interest)	NIL	NIL
	(g)	Current Liabilities (excluding provisions)	368.22	
		Assets side :	Amount outstanding	
(2)		Break - up of Loans and Advances including bills receivables [other than those included in (4) below] :		
	(a)	Secured	595.00	
	(b)	Unsecured (excluding advance Income tax, FBT & MAT Credit of ₹ 832.85 Lacs)	1377.45	
(3)		Break-up of Leased Assets and stock on hire and other assets counting towards AFC activities	N.A.	
(4)		Break-up of Investments :		
		Current Investments :		
	1	Quoted :		
		(i) Shares : (a) Equity (b) Preference	NIL NIL	
		(ii) Debentures and Bonds	NIL	
		(iii) Units of mutual funds	NIL	
		(iv) Government Securities	NIL	
		(v) Others (please specify)	NIL	
	2	Unquoted :	NIL	
		(i) Shares : (a) Equity (b) Preference	NIL NIL	
		(ii) Debentures and Bonds	NIL	
		(iii) Units of mutual funds	NIL	
		(iv) Government Securities	NIL	
		(v) Others (please specify)	NIL	
		Long Term Investments :		
	1	Quoted :		
		(i) Shares : (a) Equity (b) Preference	21728.30 NIL	
		(ii) Debentures and Bonds	NIL	
		(iii) Units of mutual funds	NIL	
		(iv) Government Securities	NIL	
		(v) Others (please specify)	NIL	

2	Unquoted :			
	(i) Shares :	(a) Equity	10879.60	
		(b) Preference	4714.19	
	(ii) Debentures and Bonds		NIL	
	(iii) Units of mutual funds		3223.21	
	(iv) Government Securities		NIL	
	(v) Others (please specify)		NIL	
(5) Borrower group-wise classification of assets financed as in (2) and (3) above:				
	Category	Amount net of provisions		
		Secured	Unsecured	Total
1	Related Parties *			
	(a) Subsidiaries	-	790.00	790.00
	(b) Companies in the same group #	595.00	575.90	1170.90
	(c) Other related parties	-	-	-
2	Other than related parties	-	11.55	11.55
	Total	595.00	1377.45	1972.45
(6) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :				
	Category	Market Value / Break up or fair value or NAV **	Book Value (Net of Provisions)	
1	Related Parties *			
	(a) Subsidiaries	29507.80	10523.35	
	(b) Companies in the same group #	48130.49	26264.27	
	(c) Other related parties	-	-	
2	Other than related parties	4696.33	3757.68	
	Total	82334.62	40545.30	
(7) Other information				
	Particulars	Amount		
	(i) Gross Non - Performing Assets	NIL		
	(a) Related parties	NIL		
	(b) Other than related parties	NIL		
	(ii) Net Non - Performing Assets	NIL		
	(a) Related parties	NIL		
	(b) Other than related parties	NIL		
	(iii) Assets acquired in satisfaction of debt	NIL		

Notes :

* As per Accounting Standard under Companies (Accounting Standards) Rules,2006.

** For the purpose of Market/Break-up Value, Quoted Share/Units have been valued at Market Price/NAV as at 31.03.12 while, the Unquoted shares (other than subsidiaries) have been valued as per Break up Value calculated as per audited Balance Sheet as on 31.03.11 or cost of acquisition (in case fresh acquired during the year).

The definition of group companies has been taken in terms of CIC guidelines issued by RBI.

For LODHA & CO.
Chartered Accountants

N.K. LODHA
Partner
Membership No.85155

Place: New Delhi
Dated:19th May, 2012

U.K. GUPTA
Manager

DILLIP SWAIN
Secretary

HARI SHANKAR SINGHANIA
BHARAT HARI SINGHANIA
J.R.C. BHANDARI
L.R. PURI
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RAGHUPATI SINGHANIA
VINITA SINGHANIA

Directors

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2012

₹ in Lacs

Particulars	31.03.2012	31.03.2011
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax & Extraordinary Items	1,590.48	3,038.95
Adjusted for :		
Sundry balances w/o	-	0.01
Interest expense	1,040.83	181.01
Profit on sale of Fixed Assets (Net)	(97.06)	(0.05)
Liability no longer required written back	-	(0.19)
Loss on sale of Investments	7.16	3.74
Provisions against Standard Assets	0.18	4.75
Diminution in the value of investment	-	6.05
Depreciation	30.61	31.27
Profit on sale of Investments	(481.88)	(128.62)
Operating profit before working Capital changes	2,090.32	3,136.92
Adjusted for :		
Trade & Other Receivables	13.18	20.80
Trade & Other Payables	(54.13)	124.53
Cash Generated from Operations	2,049.37	3,282.25
Direct Taxes Paid (Net)	(95.14)	(158.37)
Net Cash from Operating Activities	1,954.23	3,123.88
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Investments	(13,559.77)	(3,634.64)
Sale of Investments	4,208.08	1,837.73
Purchase of Fixed Assets including WIP	(0.39)	(6.67)
Sale of Fixed Assets	125.07	0.86
Proceeds from secured loan	50.00	100.00
Fixed Deposit with Body Corporate(net)	-	173.00
Inter Corporate Deposit (Given)/Recovered Net	(137.00)	2.50
Net Cash from Investing Activities	(9,314.01)	(1,527.22)
C. CASH FLOW FROM FINANCIAL ACTIVITIES		
Proceeds from Borrowings	10,000.00	-
Repayment of Borrowings	(1,013.33)	(913.33)
Dividend/CDT Paid	(347.34)	(217.09)
Interest Paid (Including TDS)	(1,041.85)	(495.85)
Net Cash used in Financial Activities	7,597.48	(1,626.27)
D. NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	237.70	(29.61)
Opening Balance of Cash and Cash Equivalents (Refer Note - 13)	56.88	86.49
Closing Balance of Cash and Cash Equivalents (Refer Note - 13)	294.58	56.88

Notes:-

- Cash Neutral items has not been considered in this statement
- Previous year's figures have been re-grouped/ re-arranged wherever necessary.

For LODHA & CO.
Chartered Accountants

N.K. LODHA
Partner
Membership No.85155

Place: New Delhi
Dated:19th May, 2012

U.K. GUPTA
Manager

DILLIP SWAIN
Secretary

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O.P. KHAITAN
RAGHUPATI SINGHANIA
VINITA SINGHANIA

Directors

STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT 1956

1 Name of the Subsidiary Company	Fenner (India) Ltd.	Southern Spinners And Processors Ltd. *	Modern Cotton Yarn Spinners Ltd. *	Acorn Engi- neering Ltd. *	BMF Invest- ments Ltd. *	Panchmahal Properties Ltd.	LVP Foods Pvt. Ltd. *	Divyashree Company Pvt. Ltd.
2 Financial period of the Subsidiary ended on	31.03.12	31.03.12	31.03.12	31.03.12	31.03.12	31.03.12	31.03.12	31.03.12
3 Holding Company's interest in Equity Capital								
(i) Number - Equity	2182648	-	-	-	-	351230	1999800	4551
(ii) Extent of Holding (%age)	87.90%	-	-	-	-	100.00%	99.99%	38.97%
4 Net aggregate of Profit less Losses of the Subsidiary Companies as far as it concerns the members of the holding Company:								
1 Not dealt with in the Holding Company's Accounts:								
a) For the Financial Year of the subsidiary ₹ / Lacs	1,791.44	-	-	-	-	3.63	244.15	-
b) For the previous Financial years since it became the Holding Company's subsidiary - ₹/ Lacs	16,015.26	-	-	-	-	8.08	155.16	-
2 Dealt with in the Holding Company's Accounts:								
a) For the Financial Year of the subsidiary ₹ / Lacs	982.19	-	-	-	-	-	-	-
b) For the previous Financial years since it became the Holding Company's subsidiary - ₹/ Lacs	3,187.74	-	-	-	-	-	-	-
5 Changes in the interest of Holding Company between the end of the Financial year of the Subsidiary and the end of the Holding Company's Financial year-increase%	-	-	-	-	-	-	-	-

* Subsidiaries of Fenner (India) Limited

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RAGHUPATI SINGHANIA
VINITA SINGHANIA

Place: New Delhi
Dated: 19th May, 2012

U.K. GUPTA
Manager

DILLIP SWAIN
Secretary

Directors

AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

To the Board of Directors of BENGAL & ASSAM COMPANY LIMITED on the Consolidated Financial Statements of BENGAL & ASSAM COMPANY LIMITED and its Subsidiaries ('The Group').

We have examined the attached Consolidated Balance Sheet of BENGAL & ASSAM COMPANY LIMITED and its subsidiaries as at 31st March, 2012, the Consolidated Statement of Profit and Loss and also the Consolidated Cash Flow Statement for the year then ended.

These financial statements are the responsibility of BENGAL & ASSAM COMPANY LIMITED's management. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with generally accepted auditing standards in India. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are prepared, in all material respects, in accordance with an identified financial reporting framework and are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

We did not audit the financial statements of the subsidiaries (other than BMF Investments Limited), whose financial statements reflect total assets of Rs. 93560.15 lacs as at 31st March, 2012 and total revenues of Rs. 101249.87 lacs for the year then ended. The financial statements of these subsidiaries have been audited by other auditors, whose reports have been furnished to us and our opinion, in so far as it relates to the amounts included in respect of the said subsidiaries, is based solely on the reports of the other auditors.

The financial statements of Subsidiaries, namely, BMF Investments Limited have been audited by us, whose financial statements reflect total assets of Rs. 4771.09 lacs as at 31st March, 2012 and total revenue of Rs. 196.31 lacs for the year then ended.

We report that the consolidated financial statements have been prepared by the Company in accordance with the requirements of Accounting Standard (AS) 21 "Consolidated Financial Statements" as notified by the Companies (Accounting Standards) Rules, 2006 and on the basis of the separate audited financial statements of BENGAL & ASSAM COMPANY LIMITED and its subsidiaries included in the consolidated financial statements.

On the basis of the information and explanations given to us and on the consideration of the separate audit reports on individual audited financial statements of the Company and its Subsidiaries included in the Consolidated Financial Statements, we are of the opinion that the said consolidated financial statements read together with notes thereon, give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of Consolidated Balance Sheet, of the consolidated state of affairs of the Company and its Subsidiaries as at 31st March, 2012;
- b) In the case of the Consolidated Statement of Profit & Loss, of the consolidated results of operations of the Company and its Subsidiaries for the year then ended; and
- c) In the case of Consolidated Cash Flow Statement, of the consolidated cash flow of the Company and its Subsidiaries for the year then ended.

For LODHA & CO.,
Chartered Accountants
Firm Registration No. - 301051E

N. K. LODHA
Partner
Membership No.: - 85155

Place: New Delhi
Date: 19th May, 2012

CONSOLIDATED BALANCE SHEET

AS AT 31ST MARCH, 2012

₹ in Lacs

PARTICULARS	NOTE NO.	31.03.2012	31.03.2011
I. EQUITY & LIABILITIES			
(1) Shareholders' funds			
(a) Share capital	2	868.36	868.36
(b) Reserves and surplus	3	41,558.61	49,211.73
		42,426.97	50,080.09
(2) Minority Interest		4,702.56	4,367.10
(3) Non-current liabilities			
(a) Long-term borrowings	4	33,044.32	10,207.29
(b) Deferred tax Liabilities (Net)	5	1,547.18	1,158.73
(c) Other Long term liabilities	6	2,990.88	2,906.67
(d) Long-term provisions	7	125.21	122.41
		37,707.59	14,395.10
(4) Current liabilities			
(a) Short-term borrowings	8	11,297.79	7,467.42
(b) Trade payables	9	5,479.48	3,735.08
(c) Other current liabilities	10	16,567.88	7,844.77
(d) Short-term provisions	7	620.14	722.32
		33,965.29	19,769.59
TOTAL		118,802.41	88,611.88
II. ASSETS			
(1) Goodwill on Consolidation of Subsidiaries		1,450.35	287.53
(2) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	11	35,175.85	21,358.14
(ii) Intangible assets		425.93	295.67
(iii) Capital work-in-progress		885.23	380.26
(b) Non-current investments	12	53,829.29	41,908.73
(c) Long-term loans and advances	13	2,193.33	2,529.55
(d) Other non-current assets	14	2,710.36	2,810.47
		95,219.99	69,282.83
(3) Current assets			
(a) Current Investments	12	17.00	158.05
(b) Inventories	15	5,101.85	8,505.06
(c) Trade receivables	16	9,614.56	7,405.44
(d) Cash and Bank Balance	17	1,985.80	746.98
(e) Short-term loans and advances	18	5,299.11	2,128.04
(f) Other current assets	19	113.75	97.95
		22,132.07	19,041.52
TOTAL		118,802.41	88,611.88
Significant accounting policies	1		

The accompanying notes are an integral part of the financial statements

As per our report of even date.

For LODHA & CO.

Chartered Accountants

N.K. LODHA

Partner

Membership No.85155

Place: New Delhi

Dated:19th May, 2012

U.K. GUPTA
Manager

DILLIP SWAIN
Secretary

HARI SHANKAR SINGHANIA

BHARAT HARI SINGHANIA

J.R.C. BHANDARI

L.R. PURI

O.P. KHAITAN

RAGHUPATI SINGHANIA

VINITA SINGHANIA

Directors

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS
FOR THE YEAR ENDED 31ST MARCH, 2012**

₹ in Lacs

PARTICULARS	NOTE NO.	2011-12	2010-11
Revenue from operations	20	102,891.03	81,527.59
Less: Excise Duty		4,450.78	3,837.85
I. Net Revenue from Operations		98,440.25	77,689.74
II. Other Income	21	1,329.69	1,572.87
III. Total Revenue (I + II)		99,769.94	79,262.61
IV. Expenses			
Cost of materials consumed	22	64,442.70	45,122.40
Purchase of Stock-in-Trade		4,330.19	4,717.35
(Increase)/Decrease in inventories of finished goods, work-in-progress and Stock-in-Trade	23	251.90	(1,095.03)
Employees benefit expenses	24	7,260.17	6,535.96
Finance costs	25	4,064.56	1,413.43
Depreciation & amortization expense	11	2,463.89	2,032.08
Transfer from revaluation reserve		(60.88)	(64.99)
Other expenses	26	12,915.74	11,510.80
Total expenses		95,668.27	70,172.00
V. Profit before exceptional and extraordinary items and Tax (III - IV)		4,101.67	9,090.61
VI. Exceptional Items		0.90	0.90
VII. Profit before extraordinary items and Tax (V - VI)		4,100.77	9,089.71
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		4,100.77	9,089.71
X. Tax expenses			
- Current tax		1,026.65	1,460.80
- Income tax adjustments earlier years (Net)		(0.92)	4.97
- Deferred tax/Credit		388.45	238.33
- MAT credit entitlement		(658.92)	505.10
XI. Profit for the period from continuing operations (IX - X)		3,345.51	6,880.52
XII. Profit from discontinuing operations		-	-
XIII. Tax expense of discontinuing operations		-	-
XIV. Profit from discontinuing operations (after tax) (XII-XIII)		-	-
XV. Profit for the period before adjustment for minority interest (XI + XIV)		3,345.51	6,880.52
XVI. Minority Interest		301.82	581.93
XVII. Profit after tax (XV-XVI)		3,043.69	6,298.59
XVIII. Basic / Diluted Earning per share (in ₹)	37	35.05	72.53
Significant accounting policies	1		

The accompanying notes are an integral part of the financial statements

As per our report of even date.
For LODHA & CO.
Chartered Accountants

N.K. LODHA
Partner
Membership No.85155

HARI SHANKAR SINGHANIA
BHARAT HARI SINGHANIA
J.R.C. BHANDARI
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O.P. KHAITAN
RAGHUPATI SINGHANIA
VINITA SINGHANIA

Place: New Delhi
Dated:19th May, 2012

U.K. GUPTA
Manager

DILLIP SWAIN
Secretary

Directors

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Note - 1 Principles of Consolidation:

- (a) The Consolidated Financial Statements comprise the financial statements of Bengal & Assam Company Limited ("the Company") and financial statements of the following (incorporated in India), as on 31.03.2012:-

Subsidiaries:-

S.No.	Name of the Company	Shareholding
1	Fenner (India) Ltd.	87.90%
2	Modern Cotton Yarn Spinners Ltd. *	87.90%
3	Southern Spinners & Processors Ltd. *	87.90%
4	Acorn Engineering Ltd. *	87.90%
5	BMF Investments Ltd. *	87.90%
6	Panchmahal Properties Ltd.	100.00%
7	LVP Foods Private Ltd.	99.99%
8	Divya Shree Company Pvt. Ltd. *	92.59%

* Subsidiaries of Fenner (India) Ltd.

- (b) During the year the Company along with its subsidiary Fenner (India) Limited have purchased equity shares i.e. 11674 nos. of ₹ 10/- each fully paid up of Divyashree Company Private Limited (formerly M.S. & Sons JV Projects Pvt. Ltd.), accordingly it has become subsidiary of the Company.
- (c) The Financial Statements of Dwarkesh Energy Limited which ceased to be subsidiary of the Company has not been considered for consolidation.
- (d) The Financial Statements of Hifazat Chemicals Ltd. (subsidiary under liquidation) has been excluded from consolidation as management has no direct or indirect control / significant influence on its functioning.
- (e) The Financial Statements of the Company and its subsidiaries have been consolidated on a line-by-line basis by adding together the book value of like items of assets, liabilities, income and expenses, after eliminating intra-group balances and intra-group transactions. Intra-group balances and transactions have been eliminated on the basis of information available with the Company.
- (f) The excess of cost to the Company of its investment in each of its subsidiary over its share of equity in the respective subsidiary, on the acquisition date, is recognised in the financial statements as Goodwill on consolidation and carried in the Balance Sheet as an asset. Negative Goodwill is recognised as Capital Reserve on consolidation.
- (g) The Accounting Policies of the Company and its Subsidiaries are largely similar. However, few Accounting Policies w.r.t. depreciation/amortization, employees' benefits etc. differ than the policies followed by the Company. Management is of the view that overall impact of the same on these Consolidated Financial Statements `will not be material.
- (h) There are no Associates of the Company, which require to be considered for the purpose of Consolidation, since management has no direct or indirect control / significant influence on their functioning.
- (i) Significant Accounting Policies and Notes on Accounts of the financial statements of the Company and its subsidiaries are set out in their respective financial statements.
- (j) The Consolidated Financial Statements have been prepared using uniform accounting policies, in accordance with the generally accepted accounting practices.
- (k) Figures pertaining to the subsidiary companies have been reclassified wherever considered necessary to bring them in line with the Company's financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

₹ in Lacs

	31.03.2012	31.03.2011
NOTE 2 : SHARE CAPITAL		
Authorised		
356,730,000 (P.Y. 356,730,000) Equity Shares of ₹10/- each	35,673.00	35,673.00
1,252,000 (P.Y. 12,52,000) Cumulative Redeemable Preference Shares of ₹ 100 each	1,252.00	1,252.00
	36,925.00	36,925.00
Issued, Subscribed & Paid up		
Equity Shares (with equal rights) fully paid up		
86,83,553 (P.Y. 86,83,553) Equity Shares of ₹10/- each	868.36	868.36
	868.36	868.36

Reconciliation of the numbers of shares outstanding at the beginning and at the end of the reporting period

	31.03.2012 No. of Shares	31.03.2011 No. of Shares
At the beginning of period	8,683,553	8,683,553
Add:- Issued during the year	-	-
Less:- Bought Back during the year	-	-
Outstanding at the end of period	8,683,553	8,683,553

Details of each shareholder holding more than 5% shares :-

Name of Shareholder	31.03.2012 No. of Shares held	31.03.2011 No. of Shares held
Shri Hari Shankar Singhania	823,151	823,151
Dr. Raghupati Singhania	815,917	815,500
Habras International (Registered in the name of Hari Shankar Singhania as partner of the firm)	1,857,619	1,857,619
Shripati Singhania HUF (Registered in the name of Anshuman Singhania as Karta of HUF)	786,704	786,704
JK Agri Genetics Ltd.	646,811	646,811

Details of Allotment/Bought Back of Shares during the period of 5 Years immediately preceding the reporting date

Particulars	31.03.2012 No. of Shares	31.03.2011 No. of Shares
Allotment of Equity Shares for Consideration Other than Cash (a)	3,529,288	3,529,288

(a) Equity shares issued to the shareholders of erstwhile Ashim Investment Company Limited & Netflir Finco Limited, pursuant to the Scheme of Amalgamation without payment being received in cash.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

₹ in Lacs

	31.03.2012	31.03.2011
NOTE 3 : RESERVES & SURPLUS		
Capital Reserve *	76.53	76.53
Capital Redemption Reserve	23.92	23.92
Securities Premium Account	121.80	121.80
Addition during the year	1,738.91	1,860.71
	-	-
Reserve (as per RBI guidelines)	2,360.50	1,734.72
Add: Transfer from Profit & Loss A/c	322.88	2,683.38
	-	625.78
General Reserve	32,730.27	26,730.27
Add: Transfer from Profit & Loss A/c	3,025.00	35,755.27
	-	6,000.00
Capital Reserve on Consolidation of Subsidiaries	11,957.06	12,014.72
Less: Deductions during the year **	111.43	57.66
Less: Set off during the year @	11,845.63	-
	-	-
Surplus in Profit & Loss Account A/c (Refer note (a) below)	1,158.80	1,941.65
	41,558.61	49,211.73

*Proceeds of shares sold by trustee, allotted to them out of fractional entitlement, pursuant to the Scheme of Arrangement and Demerger between JK Tyre & Industries Ltd and Netflir Finco Ltd and kept as distributable surplus.

** Represents ₹ 60.88 lacs (Previous year ₹ 64.99 lacs) towards additional depreciation arising out of revaluation of Fixed Assets and ₹ 65.89 lacs (Previous year ₹ 0.61 lacs) towards assets sold/ written off by a subsidiary; which is net off share of minority amounting to ₹ 15.34 lacs (Previous year ₹ 7.94 lacs)

@ Goodwill arised on consolidation of Subsidiary (Note No.-1(b))

(a) Detail of Surplus/(Deficit) in Profit and Loss Statement:

Surplus/(Deficit) in Profit and Loss Statement from Previous Year	1,941.65	2,779.23
Profit / (Loss) for the year	3,043.69	6,298.59
Adjustment on account of cessation of a subsidiary (refer Note No. 1(c))	0.74	-
Transfer to Reserve (as per RBI guidelines)	322.88	625.78
Transfer to General Reserve	3,025.00	6,000.00
Proposed Dividend (₹ 4, PY ₹ 4 per equity share)	347.34	347.34
Coprorate Dividend Tax	130.58	163.05
Surplus/(Deficit) in Profit and Loss Statement carried to Balance sheet	1,158.80	1,941.65

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

₹ in Lacs

	Non Current 31.03.2012	Current Maturities 31.03.2012	Non Current 31.03.2011	Current Maturities 31.03.2011
NOTE 4 : LONG TERM BORROWINGS				
SECURED LOANS				
Term Loan from Banks	14,860.08	1,870.61	3,155.21	1,558.11
Term Loan from Financial Institution	13,000.00	-	-	-
	27,860.08	1,870.61	3,155.21	1,558.11
UNSECURED LOANS				
From Body Corporates (interest free)	4,000.00	833.33	4,333.33	1,333.33
Deferred Payment to SASF	300.00	295.00	595.00	50.00
Term Loans from Banks	-	750.00	750.00	1,000.00
Fixed Deposits	884.24	824.70	1,373.75	624.88
	5,184.24	2,703.03	7,052.08	3,008.21
	33,044.32	4,573.64	10,207.29	4,566.32
Less: Amount transfer to other current liabilities (Note No. 10)	-	4,573.64	-	4,566.32
	33,044.32	-	10,207.29	-

	31.03.2012	31.03.2011
NOTE- 5		
Pursuant to the Accounting Standard on 'Accounting for Taxes on Income' (AS- 22), deferred tax liability/(assets) are as under:		
A. Deferred Tax Assets:		
- Disallowance u/s 43B	0.81	0.74
- Disallowance u/s 40A(7)	2.83	2.34
- Unabsorbed losses and depreciatin under Income Tax	711.28	116.14
- Expenses / Provisions Allowable	123.76	418.15
- Disallowance u/s 35DD	1.30	2.95
Total : (A)	839.98	540.32
B. Deferred Tax Liabilities:		
Difference between book depreciation & tax depreciation	2,387.16	1699.05
Total : (B)	2,387.16	1699.05
Deferred Tax Liabilities (Net) (A - B)	1,547.18	1158.73

In view of uncertainty in the present market value of shares and securities due to volatile market conditions, management does not consider it prudent to create deferred tax asset on carried forward unabsorbed losses.

NOTE- 6 : OTHER LONG TERM LIABILITIES

Trade Payables	597.29	597.29
Others :		
- Security Deposits	260.55	280.62
- Income Received in Advance	4.99	28.72
- Other Liability	2,128.05	2,000.04
TOTAL	2,990.88	2,906.67

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

₹ in Lacs

	31.03.2012		31.03.2011	
	LT	ST	LT	ST
NOTE - 7 : PROVISIONS				
Provision for Employee Benefits	117.10	227.89	114.48	226.43
Others				
Contingent Provisions against Standard Assets	8.11	-	7.93	-
Proposed Dividend	-	362.37	-	407.43
Corporate Dividend Tax	-	29.88	-	80.56
Others	-	-	-	7.90
	125.21	620.14	122.41	722.32

	31.03.2012	31.03.2011
NOTE - 8: SHORT TERM BORROWINGS		
SECURED		
Repayable on demand from Banks	7,593.73	5,227.59
UNSECURED		
From Banks	3,502.66	1,797.33
Fixed Deposits	201.40	442.50
TOTAL	11,297.79	7,467.42
NOTE - 9: TRADE PAYABLE		
Sundry Creditors	5,479.48	3,735.08
Total	5,479.48	3,735.08
NOTE - 10: OTHER CURRENT LIABILITIES		
Current maturities of long term borrowings (Note No. 4)	4,573.64	4,566.32
Interest accrued but not due on borrowings	33.38	25.12
Interest accrued and due on deposits	10.90	10.26
Income Received in Advance	46.30	34.85
Unclaimed dividends @	35.74	35.83
Fractional Entitlement Shares	1.33	1.33
Unclaimed Preference shares	0.24	0.24
Unclaimed fixed deposits and interest accrued thereon	53.94	62.76
Other Liability		
-- Security Deposit	121.31	103.29
-- Other	11,691.10	3,004.77
TOTAL	16,567.88	7,844.77

@ On due, will be transferred to Investor Education & Protection Fund

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE - 11 : FIXED ASSETS

₹ in Lacs

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Gross Block as at 01.04.11	Additions	Sales/ Adjustments	Gross Block as at 31.03.12	Upto 31.03.11	For The Year	Sales/ Adjustments	Upto 31.03.12	As At 31.03.12	As At 31.03.11
Tangible Assets										
Land (Freehold) @	3,307.76	1,892.17	3.94	5,195.99	-	-	-	-	5,195.99	3,307.76
Land (Leasehold) @	155.84	-	-	155.84	7.73	1.58	-	9.31	146.53	148.11
Buildings @	5,776.17	487.63	37.01	6,226.79	1,056.60	151.57	9.10	1,199.07	5,027.72	4,719.57
Furniture & Fixtures	741.60	122.42	20.04	843.98	302.35	101.81	11.94	392.22	451.76	439.25
Plant & Machinery	22,850.23	13,870.61	1,846.54	34,874.30	10,603.29	2,051.21	1,652.29	11,002.21	23,872.09	12,246.94
Office equipment	868.78	50.34	58.61	860.51	636.46	15.53	0.13	651.86	208.65	232.32
Computer	16.09	0.35	-	16.44	4.65	2.48	-	7.13	9.31	11.44
Vehicles	362.40	23.73	3.10	383.03	109.65	33.49	23.91	119.23	263.80	252.75
	34,078.87	16,447.25	1,969.24	48,556.88	12,720.73	2,357.67	1,697.37	13,381.03	35,175.85	21,358.14
Intangible Assets										
Software	231.28	236.48	-	467.76	106.03	54.14	-	160.17	307.59	125.25
Trade Mark License	499.88	-	-	499.88	329.46	52.08	-	381.54	118.34	170.42
	731.16	236.48	-	967.64	435.49	106.22	-	541.71	425.93	295.67
Total	34,810.03	16,683.73	1,969.24	49,524.52	13,156.22	2,463.89	1,697.37	13,922.74	35,601.78	21,653.81
Previous Year	31,969.02	3,066.09	225.08	34,810.03	11,258.00	2032.08	133.86	13,156.22	21,653.81	

@ include certain assets yet to be registered in the name of the company .

	31.03.2012	31.03.2011
NOTE - 12: NON CURRENT INVESTMENTS		
Long Term Investment		
Quoted		
Equity	45,283.44	31,341.36
Mutual Funds	20.88	335.04
Unquoted		
Equity	383.89	395.04
Preference Shares	4,450.00	4,814.19
Government or trust securities	0.18	0.18
Mutual Funds	3,226.71	4,944.54
	53,365.10	41,830.35
Current portion of Long Term Investment	464.19	78.38
TOTAL	53,829.29	41,908.73
Current Investments		
Quoted		
Equity	-	45.64
Mutual Funds	8.00	-
Unquoted		
Mutual Funds	9.00	112.41
TOTAL	17.00	158.05

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

₹ in Lacs

	31.03.2012	31.03.2011
NOTE - 13: LONG TERM LOANS & ADVANCES		
Secured		
Secured Loan to a body corporate	595	645
Less:- Current Maturity	295	50
	300.00	595.00
Unsecured (considered good)		
Fixed Deposit with Body Corporate	10.90	10.90
Less:- Current Maturity	10.90	-
	-	10.90
Security Deposits	536.11	467.97
Income Tax Advance	-	7.14
Others	16.98	0.10
Capital Advances	254.89	447.95
Loans and Advances	963.93	949.00
MAT Credit Entitlements	121.42	51.49
TOTAL	2,193.33	2,529.55
NOTE - 14: OTHER NON-CURRENT ASSETS		
Unsecured (considered good)		
Trade Receivables	687.02	687.02
Others	2,023.34	2,123.45
TOTAL	2,710.36	2,810.47
NOTE - 15: INVENTORIES		
Packing Material	113.08	65.98
Raw Material	1,630.88	4,916.47
Work-in-progress	460.58	542.95
Finished Goods	2,260.93	2,385.01
Stock-in-trade	409.73	396.89
Stores and spares	226.65	197.76
TOTAL	5,101.85	8,505.06
NOTE - 16: TRADE RECEIVABLES		
Trade receivables outstanding for a period exceeding six months	36.86	1,206.18
Unsecured (considered good)		
Other Trade receivables	9,577.70	6,199.26
TOTAL	9,614.56	7,405.44

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

₹ in Lacs

	31.03.2012	31.03.2011
NOTE - 17: CASH & BANK BALANCES		
Cash & Cash Equivalents		
Balance with banks :		
-- on Current Accounts	576.01	395.08
-- on Savings Accounts	0.03	0.03
Fixed Deposit with Bank	400.70	10.14
Fixed Deposit - Margin money	263.25	164.22
Stamps in Hand	4.49	8.60
Cheques in Hand	1.20	0.54
Cash on Hand	8.31	5.97
Other Balances with Banks:		
-- on Dividend Accounts	35.74	35.83
-- on Fractional Accounts	1.33	1.33
-- on Preference Share Accounts	0.24	0.24
Sub-total	1,291.30	621.98
Other Bank Balances :		
-- Deposit with maturity more than 3 months but less than 12 months	669.50	-
-- Deposit with maturity more than 12 months	25.00	125.00
Sub-total	694.50	125.00
TOTAL	1,985.80	746.98
NOTE - 18: SHORT TERM LOANS & ADVANCES		
Secured		
Current Maturity of Secured Loan to a body corporate	295.00	50.00
Unsecured (considered good)		
Current Maturity of Fixed Deposit with a body corporate	10.90	-
Inter Corporate Deposits	565.00	498.00
Loans to a body corporate	70.00	-
Accrued Interest	21.18	17.17
Advance payment of tax	579.89	100.40
{Net of Provision for taxation of ₹ 911.20 Lacs (P.Y. ₹ 754.03 Lacs)}		
Balance with Statutory/ Government Authorities	1,703.61	718.80
Subsidy Receivable	25.00	25.00
Export Benefits Receivable	388.21	135.30
MAT Credit entitlement	688.86	99.86
Other Advances	951.46	483.51
TOTAL	5,299.11	2,128.04
NOTE - 19: OTHER CURRENT ASSETS		
Preliminary Assets not written off	-	0.90
Excise Duty Receivable	30.96	55.34
Other receivables	82.79	41.71
TOTAL	113.75	97.95

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

₹ in Lacs

	2011-12	2010-11
NOTE - 20: REVENUE FROM OPERATIONS		
Sale of Product	100,852.99	79,288.74
Sale of Services	4.50	3.30
Interest on :		
-- Loans and deposits	96.65	80.51
-- Others	45.96	0.16
Other Financial Services		
-- Dividend	696.60	1,507.78
-- Profit on sale of Long Term Investments	481.88	129.43
Other Operating Revenues	712.45	517.67
TOTAL	102,891.03	81,527.59
NOTE - 21: OTHER INCOME		
Rent	455.80	466.42
Interest Income	59.16	99.23
Profit on sale of Fixed Asset	333.46	0.05
Dividend Received	245.26	612.54
Profit on Long Term Investment	1.61	1.55
Profit on Current Investment	0.42	-
Profit on redemption of Mutual Funds	4.33	2.42
Exchange Difference (net)	(35.92)	51.26
Miscellaneous Receipts	265.57	339.40
Total	1,329.69	1,572.87
NOTE - 22: COST OF MATERIAL CONSUMED		
Opening Stock	2,637.16	855.17
Add: Purchases	42,744.20	30,898.96
Less: Closing Stock	226.67	2,637.16
Raw Material Consumed	19,288.01	16,005.43
Total	64,442.70	45,122.40
NOTE - 23: (INCREASE) / DECREASE IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE		
Closing Stock	3,131.24	3,292.31
Opening Stock	3,292.31	2,091.55
Net (Increase)/Decrease in Stock	161.07	(1,200.76)
Differential Excise Duty on Increase / Decrease of Finished Goods	90.83	105.73
Total (Increase)/Decrease in Stock	251.90	(1,095.03)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

₹ in Lacs

	2011-12	2010-11
NOTE - 24: EMPLOYEES BENEFIT EXPENSES		
Salaries, wages, gratuity & bonus	6,153.67	5,552.74
Contribution to Provident and Other Fund	474.61	435.81
Employees welfare & other benefits	631.89	547.41
TOTAL	7,260.17	6,535.96
NOTE - 25: FINANCE COST		
Interest Expenses	2,997.14	1,112.29
Interest on Term Loans from Bank	802.56	273.08
Net (gain)/ loss on foreign currency transactions	93.91	(7.30)
Other Borrowing Cost	170.95	35.36
TOTAL	4,064.56	1,413.43
NOTE - 26: OTHER EXPENSES		
Diminution in the value of Current Investments	-	6.05
Consumption of stores, packing and spare parts	2,160.70	2,126.70
Rent	162.51	131.71
Rates & Taxes	142.38	148.84
Loss on sale of long term Investments	7.74	3.74
Power & Fuel	2,963.67	2,741.70
Polyfilm Consumed	865.04	583.01
Conversion Charges	1,260.73	795.96
Auditors Remuneration		
-- Statutory Audit Fees	6.09	6.15
-- Tax Audit Fees	0.65	0.59
-- Reimbursement of Expenses	1.60	1.19
-- Certification	2.76	1.95
Directors' Fee	5.15	4.77
Repairs to Machinery	488.75	533.98
Repairs & Maintenance to Building	115.31	143.56
Freight & Transportation	1,062.05	952.57
Commission	128.65	144.98
Insurance	89.43	80.95
Loss on Assets Sold/ Scrapped (Net)	-	8.65
Provisions against Standard Assets	0.18	7.93
Bank Charges, Travelling, Legal & Professional & Other Miscellaneous Expenses	3,452.35	3,085.82
TOTAL	12,915.74	11,510.80

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

27. The Company has been registered as a Core Investment Company (CIC-ND-SI) vide Certificate of Registration (CoR) dated 17.11.2011 issued by Reserve Bank of India.
28. Capital commitments (net of advances) - ₹ 813.73 Lacs (Previous Year - ₹2,179.27 Lacs)
29. Contingent Liabilities not provided for :-
- (a) Disputed Income Tax matters (estimated) under Appeal of ₹6.73 Lacs (Previous Year - ₹11.84 Lacs). (Net of advances - ₹106 Lacs, Previous year - ₹26.29 Lacs)
 - (b) Claims against the Subsidiary Companies estimated at ₹85.00 Lacs (Previous Year - ₹ 66.69 Lacs) not acknowledged but disputed by the subsidiary companies and hence not provided for.
 - (c) Claims against a subsidiary company not accepted and not provided for ₹1083.72 Lacs (Previous Year - ₹1006.27 Lacs). Details thereof, are Excise Duty matters in Appeal ₹65.25 Lacs, Service Tax matters ₹23.89 Lacs, Sales Tax matters ₹527.71 Lacs and other matters ₹466.87 Lacs (Previous Years - ₹65.25 Lacs, ₹2.39 Lacs, ₹527.71 Lacs, and ₹410.92 Lacs, respectively).
 - (d) Margin Money given by a subsidiary company to secure Bank Guarantees of ₹164.44 Lacs (Previous Year ₹164.95 Lacs) issued by the bankers on its behalf.
 - (e) In respect of certain disallowances and additions made by the Income Tax authorities, Appeals are pending before the Appellate Authorities and adjustment, if any, will be made after the same are finally determined.
30. (a) Guarantee has been given by the Company to a Bank in respect of loan facility availed by other Body Corporate [outstanding as at 31.03.2012 - ₹ Nil (Previous Year - ₹15.37 Lacs)]
- (b) Guarantee has been given by the Company to a bank in respect of loan facility availed by LVP Foods Pvt. Limited, a subsidiary company {Loan outstanding as at 31.03.2012 ₹ 1205.19 Lacs (Previous Year - ₹1643.44 Lacs)}
31. No provision for diminution in the value of certain long term investments has been considered necessary, since in the opinion of the Management, such diminution in their value is temporary in nature considering the nature of investments, inherent value, investees' assets and expected future cash flows from such investments.
32. Land, buildings and plant & machinery transferred to a subsidiary under the Scheme of Amalgamation during the year 2006-07 were revalued as at 31st, August 1985 and as at 31st March 1995. The revaluation in respect of factory, service buildings and plant & machinery was further updated as at 31st March 1998 based on current replacement cost by a valuer and as a result, book value of the said assets had been increased by ₹ 2990.53.
33. Pursuant to the Scheme of Amalgamation, 2,09,589 Shares of Bengal & Assam Company Ltd.(BACL) are held in the name of a Trustee on behalf of Fenner (India) Ltd., being subsidiary of BACL, against their holding in Netflier Finco Ltd. Accordingly, the amount against the said shares is shown under other non-current assets.
34. Miscellaneous expenses include Provision for doubtful debts ₹ Nil (Previous Year ₹ 5.77 Lacs)
35. The Voluntary Retirement payments made during the year amounting to ₹185.71 Lacs (Previous year ₹ 79.16 Lacs) are charged off in the P&L account.
36. The balance of certain creditors, other liabilities and loans & advances are subject to confirmation/ reconciliation.

37. Earning per share (EPS):-

(₹ in Lacs)

Particulars	Current Year	Previous Year
Profit/(Loss) after tax (after adjusting for Minority Interest)	3043.69	6298.59
Profit/(Loss) for Basic earning per share	3043.69	6298.59
Weighted Avg. Number of equity shares (Face value of ₹10 each)	8683553	8683553
Basic and Diluted EPS (₹)	35.05	72.53

38. As per Accounting Standard 18, prescribed under Accounting Standard Rules 2006, the disclosures of and transactions with the related parties as defined in Accounting Standard are given below:-

- (a) List of related parties where control exists and related parties with whom transactions have taken place and relationships (As identified by the management):

Key Management Personnel:

Shri U.K. Gupta, Manager

Shri Vikrampati Singhania, Managing Director - Fenner (India) Ltd.

Shri A N Ravichandran, President & Director - Fenner (India) Ltd.

Shri S. Raghuraman, Vice President, Southern Spinners & Processors Ltd.

Enterprises over which KMP is able to exercise significant influence -JK Tyre & Industries Ltd.

- (b) **Transactions with related parties:**

(₹ in Lacs)

Particulars	Key Management Personnel	
	Current Period	Previous Year
Remuneration	368.06	354.66
Amount Payable:		
- Fixed Deposits	25.00	25.00
- Enterprise over which KMP is able to exercise significant influence	8786.49	08.53

- (c) **Enterprise over which KMP is able to exercise significant influence**

(₹ in Lacs)

	2011-12	2010-11
Purchase of Fixed Assets	8778.00	-
Sale of goods	4.16	5.32
Rent received	46.19	41.40
Other Expenses	98.41	83.98

39. **Segment information:**

(A) **Information about Business Segments (Primary Segments):-**

(₹ in Lacs)

Sl. No.	Particulars	Business Segment				Others	Total
		Investment	Polymers	Cotton Yarn & Fabric	Dairy Products		
A	REVENUE:						
1	Gross Revenue (External)	2710.00 (3826.86)	45882.22 (40410.03)	10616.85 (12150.03)	43410.38 (26185.37)	4.50 (3.30)	102623.95 (82575.59)
	Less: Inter Segment	1137.29 (1492.47)	108.30 (89.95)	2686.49 (2686.92)	(-) (-)	(-) (-)	3932.08 (4269.34)
	Total Revenue	1572.71 (2334.39)	45773.92 (40320.08)	7930.36 (9463.11)	43410.38 (26185.37)	4.50 (3.30)	98691.87 (78306.25)
2	Other Income	557.83 (470.74)	420.08 (483.32)	100.16 (2.30)	- (-)	- (-)	1078.07 (956.36)
3	Total Revenue	2130.54 (2805.13)	46194.00 (40803.40)	8030.52 (9465.41)	43410.38 (26185.37)	4.50 (3.30)	99769.94 (79262.61)
B.	RESULTS:						
1	Segment Result (PBIT)	1940.76 (2593.26)	6509.29 (7020.07)	(-)897.86 (405.44)	610.26 (482.08)	2.88 (2.29)	8165.33 (10503.14)
2	Finance Cost						4064.56 (1413.43)
3	Profit before Tax						4100.77 (9089.71)
4a	Provision for Current Tax						1026.65 (1460.80)
4b	Deferred Tax (Net)						388.45 (238.33)
4c	Income Tax paid / Adjustments for earlier years (Net)						(-0.92) (4.97)
4d	Minimum Alternate Tax Credit Entitlement						(-658.92) (505.10)
5	Profit after Tax						3345.51 (6880.52)
C	OTHER INFORMATION						
1	Segment Assets	60055.40 (45503.19)	50187.05 (32736.46)	3814.35 (7001.09)	3256.64 (3057.81)	38.62 (25.80)	117352.06 (88324.35)
2	Segment Liabilities	16554.12 (7632.38)	51670.33 (20921.38)	1583.15 (3609.05)	1853.06 (2001.05)	12.22 (0.83)	71672.88 (34164.69)
3	Capital Expenditure	0.39 (6.67)	14211.84 (3480.56)	705.72 (22.92)	185.53 (8.57)	- (-)	15103.48 (3518.72)
4	Depreciation and Amortization Expenses	30.61 (31.27)	2021.22 (1682.19)	164.40 (147.03)	186.24 (106.07)	0.54 (0.54)	2403.01 (1967.10)

(B) Information about Geographical Segments (Secondary Segments):

(₹ in Lacs)

Segment Revenue	Domestic	Overseas	Total
Sales (External) (Net of Excise Duty)	86978.16 (66077.51)	10136.50 (9891.05)	97114.66 (75968.56)
Investment & Other Revenue	1577.21 (2337.36)	- (-)	1577.21 (2337.36)
Other Income	1078.07 (956.69)	- (-)	1078.07 (956.69)
Segment Assets	115137.92 (86310.54)	2214.14 (2013.81)	117352.06 (88324.35)

Previous year figures have been shown in brackets.

Notes:

Primary segment reporting (by business segment)

Segments have been identified in line with Accounting Standard on 'Segment reporting' (AS-17) taking into account risks and returns of these segments. The Company has identified four segments i.e. Investment (shares/securities/funding), Polymers, Cotton-Yarn & Fabric, Dairy Products & others and therefore reported accordingly.

Secondary Segments reporting (by Geographical Segments-customer location)

In respect of secondary segment information, the Company has identified its Geographical Segments as (a) Domestic and (b) Overseas on the basis of location of customers.

40. Figures less than ₹ 500 have been shown at actual in bracket.
41. During the year ended 31st March 2012, the revised Schedule VI notified under the Companies Act, 1956, has become applicable to the Company. Thus previous year figures has been reclassified / recasted suitably. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements except for presentation and disclosures, wherever required.

As per our report of even date attached
For LODHA & CO.
Chartered Accountants
Firm Registration No. 301051E
N.K. LODHA
Partner
Membership No.85155

HARI SHANKAR SINGHANIA
BHARAT HARI SINGHANIA
J.R.C. BHANDARI
L.R. PURI
O.P. KHAITAN
RAGHUPATI SINGHANIA
VINITA SINGHANIA

Place: New Delhi
Dated:19th May, 2012

U.K. GUPTA
Manager

DILLIP SWAIN
Secretary

Directors

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2012

₹ in Lacs

Particulars	2011-12	2010-11
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(loss) before Tax & Extraordinary Items	4,100.77	9,089.71
Adjusted for :		
Depreciation	2,463.89	2,032.09
Voluntary Retirement Payments (VRS) written off	-	79.16
Preliminary Expenses Written Off	0.90	0.90
Transfer from Revaluation Reserve	(60.88)	(64.99)
Interest & Finance Charges	3,441.35	1,332.65
Diminution in the value of investment	-	6.05
(Profit) / Loss on sale of Investment (net)	(513.16)	(128.83)
(Profit) / Loss on sale of Assets (net)	(346.99)	8.60
Provisions against standard assets	0.18	7.91
Provisions for wealth Tax	-	9.00
Sundry Balance written off	-	0.01
Excess provision for I.Tax Written back	(7.89)	-
Dividend Income	(245.26)	(612.54)
Liability no longer required Written back	-	(0.19)
Operating Profit before working Capital Changes	8,832.91	11,759.53
Adjusted for :		
(Increase)/Decrease in Trade receivables	(1,390.89)	(1,598.20)
(Increase)/Decrease in Inventories	3,403.21	(3,447.05)
(Increase)/Decrease in Loans & Advances	(2,501.43)	-
(Increase)/Decrease in Long Term Loans & Advances	(20.35)	-
(Increase)/Decrease in Other current assets	(16.70)	-
(Increase)/Decrease in Other non-current assets	100.11	-
Increase/(Decrease) in Trade Payables	(607.91)	1,674.80
Increase/(Decrease) in Provisions	(0.47)	-
Increase/(Decrease) in Other current liabilities	8,996.28	-
Increase/(Decrease) in Other long term liabilities	127.24	(3,370.45)
Cash Generated from Operations	16,922.00	8,389.08
Direct Taxes Paid (Including FBT)	(970.36)	(1,279.52)
Voluntary Retirement Payments (VRS)	-	(79.16)
Share of Minority in Profits	-	(1,358.68)
Net Cash From Operating Activities (A)	15,951.64	7,030.40
B. CASH FLOW FROM INVESTMENT ACTIVITIES		
Purchase of Fixed Assets & CWIP	(15,068.78)	(3,518.72)
Sale of Fixed Assets	520.16	81.99
Sale of Investments	6,015.26	2,121.91
Purchase of Investments	(30,315.11)	(4,852.77)
Issue of Equity Shares	1,878.24	-
Repayment of Share Application Money	(879.00)	-
Fixed Deposits with Body Corporates	-	173.00
Inter Corporate Deposit (Given) / Received Net	(137.00)	2.50
Dividend Received	245.26	612.54
Proceeds from Secured loan	50.00	100.00
Change in Minority Interest	-	-
Adjustment on acquisition of Subsidiary	-	-
Net Cash used in Investing Activities	(37,690.97)	(5,279.55)

CASH FLOW (Contd...)

₹ in Lacs

Particulars	31.03.2012	31.03.2011
C. CASH FLOW FROM FINANCIAL ACTIVITIES		
Dividend Paid (Including dividend tax)	(663.80)	(644.77)
Proceeds from Long Term Borrowings	30,629.51	2,812.67
Repayment of Long Term Borrowings	(6,350.87)	(2,769.62)
Increase /(Decrease) in Cash Credit and Public Deposits	2,785.11	-
Repayment of Short Term Borrowings	-	329.20
Interest Paid	(3,433.08)	(1,328.22)
Net Cash from Financing Activities	22,966.87	(1,600.74)
D. CHANGES IN CAPITAL RESERVE AND GOODWILL ARISING ON CONSOLIDATION		
Net (Decrease) in Cash & Cash Equivalent (A+B+C+D)	1,227.54	150.11
Cash & Cash Equivalent at the beginning of the year		
Opening Balance (as per last CFS)	746.98	596.87
Addition on acquisition of Subsidiary	11.72	-
Deletion on cessation of Subsidiary	(0.44)	-
Cash & Cash Equivalent at the end of the year	1,985.80	746.98

Cash Neutral items have not been considered in this statement.

Previous year's figures have been re-grouped/ re-arranged / recast wherever necessary.

For LODHA & CO.
Chartered Accountants

N.K. LODHA
Partner
Membership No.85155

Place: New Delhi
Dated:19th May, 2012

U.K. GUPTA
Manager

DILLIP SWAIN
Secretary

HARI SHANKAR SINGHANIA
BHARAT HARI SINGHANIA
J.R.C. BHANDARI
L.R. PURI
O.P. KHAITAN
RAGHUPATI SINGHANIA
VINITA SINGHANIA

Directors

DETAILS OF SUBSIDIARY COMPANIES FOR THE YEAR ENDED 31.03.2012

₹ in Lacs

	Name of the Subsidiary Company	Fenner (India) Ltd.	Southern Spinners And Processors Ltd.	Modern Cotton Yarn Spinners Ltd.	Acorn Engi- neering Ltd.	BMF Invest- ments Ltd.	Panchmahal Properties Ltd.	LVP Foods Pvt. Ltd.	Divyashree Company Pvt. Ltd.
(a)	Share Capital	248.31	505.00	305.00	5.05	30.20	35.12	200.00	1.17
(b)	Reserves & Surplus (Net)	30701.56	1148.29	582.73	1.64	4608.72	15.02	470.42	1901.96
(c)	Total Assets	83051.84	2531.28	2623.71	6.72	4771.09	52.50	3379.58	1914.52
(d)	Total Liabilites	83051.84	2531.28	2623.71	6.72	4771.09	52.50	3379.58	1914.52
(e)	Investment (excluding investment in subsidiaries)	21190.14	-	-	6.68	2592.83	25.70	-	9.00
(f)	Turnover and Other Income	46809.83	6342.58	4675.59	0.42	196.31	5.37	43414.88	1.20
(g)	Profit/(Loss) before Taxation	4034.45	(634.83)	(457.23)	0.32	195.22	4.51	349.62	(0.02)
(h)	Provision for Taxation	879.01	(254.71)	(146.69)	-	45.54	0.88	105.45	-
(i)	Profit/(Loss) after Taxation	3155.44	(380.12)	(310.54)	0.32	149.68	3.63	244.17	(0.02)
(j)	Proposed Dividend	124.15	-	-	-	-	-	60.00	-

HARI SHANKAR SINGHANIA
BHARAT HARI SINGHANIA
J.R.C. BHANDARI
L.R. PURI
O.P. KHAITAN
RAGHUPATI SINGHANIA
VINITA SINGHANIA

Place: New Delhi
Dated: 19th May, 2012

U.K. GUPTA
Manager

DILLIP SWAIN
Secretary

Directors

BENGAL & ASSAM COMPANY LIMITED

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

NOTICE

NOTICE is hereby given that the 65th Annual General Meeting of the Members of **BENGAL & ASSAM COMPANY LIMITED** will be held at Sri Sathya Sai International Centre, Pragati Vihar, Lodi Road Institutional Area, Lodi Road, New Delhi- 110 003 on Friday, the **24th August 2012** at 11.00 A.M. to transact the following business:

1. To receive, consider and adopt the Audited Accounts of the Company for the financial year ended 31st March 2012 and the Reports of the Directors and Auditors thereon.
2. To declare Dividend.
3. To appoint a Director in place of Shri Hari Shankar Singhania, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri L.R. Puri, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Shri J.R.C. Bhandari, who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint Auditors and to fix their remuneration and in connection therewith to pass with or without modification(s), the following as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 224 of the Companies Act 1956, M/s Lodha & Co., Chartered Accountants, New Delhi, (Registration No. 301051E) be and are hereby appointed as Auditors of the Company from the conclusion of the 65th Annual General Meeting up to the conclusion of the next Annual General Meeting on a remuneration of ₹ 65,000/- (Rupees Sixty Five Thousand 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

7. To consider and if thought fit to pass, with or without modification(s), the following as **Ordinary Resolution**:
"RESOLVED THAT the appointment of Shri Upendra Kumar Gupta as Manager of the Company for a period of three years w.e.f. 02.02.2012 be and is hereby approved."

By Order of the Board

Regd. Office:
Link House, 3, Bahadur Shah Zafar Marg
New Delhi-110002
19th May, 2012

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 BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. Explanatory Statement pursuant to Section 173 of the Companies Act 1956 is annexed.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from 21st August to 24th August 2012 (both days inclusive).
4. The dividend of ₹ 4 per Equity Share of ₹ 10 each (40%), 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 August 2012 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.
5. Re-appointment of Directors:

Brief resumes of the Directors proposed to be re-appointed (item Nos. 3, 4 and 5) are given hereunder:

Shri Hari Shankar Singhania, Shri Hari Shankar Singhania, aged 79 years, is the Chairman of the Company. He is a Graduate in Science from Calcutta University. He is an industrialist of International repute and has nearly 58 years of experience in managing various industries including paper, cement, automotive tyres, synthetics, jute and hybrid seeds. He has served as the President of the International Chamber of Commerce and also of FICCI. He was conferred the prestigious national award "Padma Bhushan" by the Government of India in the year 2003. He is the Chairman of JK Lakshmi Cement Ltd., JK Paper Ltd. and JK Tyre & Industries Ltd. and Director in several private and other companies. Shri Singhania does not hold any Chairmanship/ Membership of Committees in other Companies in terms of Clause 49 of the Listing Agreement. He holds 26,80,770 (includes 18,57,619 shares on A/c of M/s Habras International) shares of the Company. His Director Identification No. is 00051324.

Shri Lajpat Rai Puri, aged 89 years, is FCIS (London), FCMA(London), J DIP MA (London), MBIM(London), FCS and AICWA. He has held various senior management positions and has rich experience of managing industrial and commercial enterprises. Previously, he was the Managing Director of Andrew Yule & Company Limited and also President of the Institute of Company Secretaries of India. Shri L.R. Puri is on the Board of various companies namely, Fenner (India) Ltd., JK Risk Managers & Insurance Brokers Ltd., Param Shubham Vanijya Ltd., Hansdeep Industries & Trading Co. Ltd., Sago Trading Ltd., Panchmahal Properties Ltd., Accurate Finman Services Limited, BMF Investments Limited and L V P Foods Private Limited. He is also Member of the Managing Committee of LakshmiPat Singhania Foundation for Higher Learning. He is the Chairman of Audit Committee of Fenner (India) Ltd. He does not hold any share in the Company. His Director Identification No. is 00033240.

Shri J.R.C. Bhandari, Shri Jatan Roop Chand Bhandari, aged 78 years, holds Masters degree in commerce. He has over 53 years of rich experience in the areas of commerce, administration, mergers and amalgamations, accounts and finance. Shri J.R.C. Bhandari is a Director of JK Agri Genetics Ltd., JK Sugar Ltd. and Ultima Finvest Ltd. He is a Member of the Audit Committee of JK Sugar Ltd. and Chairman of the

Audit Committee of JK Agri Genetics Ltd. and Ultima Finvest Ltd. He does not hold any share in the Company.
His Director Identification No. is 00292314.

Regd. Office:
Link House, 3, Bahadur Shah Zafar Marg
New Delhi-110002
19th May, 2012

By Order of the Board

Dillip Swain
Company Secretary

Explanatory Statement under Section 173(2) of the Companies Act, 1956

Item No. 7

The Board at its meeting held on 19th May 2012 had re-appointed Shri Upendra Kumar Gupta as Manager of the Company for a period of 3 years w.e.f. 2nd February 2012. Shri Upendra Kumar Gupta, shall not draw any remuneration as Manager of the Company. He shall, however, be entitled to reimbursement from the Company of the expenses actually incurred by him in connection with his duties as Manager of the Company.

The resolution is accordingly recommended for approval of the Shareholders of the Company. Shri Upendra Kumar Gupta is interested in the resolution as Manager of the Company. None of the Directors may be deemed to be concerned or interested in the resolution.

Regd. Office:
Link House, 3, Bahadur Shah Zafar Marg
New Delhi-110002
19th May, 2012

By Order of the Board

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 Agent: Alankit Assignments Limited, Alankit House, 2E/21, 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@jkmail.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 Dividend:** Shareholders who have not encashed their dividend warrants for the financial years 2007-08, 2008-09, 2009-10 and 2010-11 are requested to send the same for revalidation to the Company at the address given at Point No.5 above.
8. **Nomination:** Pursuant to Section 109A of the Companies Act, 1956 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 the Resolution passed by the Board of Directors of the Company under Section 212(8) of the Companies Act 1956, copies of the Balance Sheets, Profit & Loss Accounts, Reports of the Board of Directors and the Auditors, etc. of the subsidiary companies, namely, Fenner (India) Ltd., Southern Spinners & Processors Ltd., Modern Cotton Yarn Spinners Ltd., Acorn Engineering Ltd., BMF Investments Ltd., Panchmahal Properties Ltd., LVP Foods Pvt. Ltd. and Divyashree Company Private Ltd. have not been attached to the Balance Sheet of the Company. These documents/details will be made available upon request by the investors and kept open for inspection on all working days between 11.00 A.M. to 1.00 P.M. at the Head Office of the Company and at the Registered Office of the respective of the subsidiary companies.
11. **Unclaimed Suspense Account-** Pursuant to Clause 5A of the Listing Agreement, the Company has through its RTA sent requisite Reminders to Shareholders whose share certificates were returned to the Company as undelivered mail or lying unclaimed and transferred the unclaimed Equity Shares to "Unclaimed Suspense Account".

The "Unclaimed Suspense Account" shall be held by the Company purely on behalf of the allottees and the Shares held in such Suspense Account shall not be transferred except to the allottees as and when they approach the Company/its RTA along with documentary evidence to prove their identity, such as passport, voter's ID card, PAN etc. Shareholders may opt either for credit of shares lying in the "Unclaimed Suspense Account" to their respective demat accounts or for obtaining the physical certificates.

Green Initiative in Corporate Governance: Register E-mail Address

The Ministry of Corporate Affairs has now permitted companies to send various notices/documents under the Companies Act, 1956, to its shareholders, through electronic mode. We request the Members to support this initiative and register their E-mail addresses in respect of shares held in: (1) dematerialised mode, with their Depository Participants; and (2) physical mode with Alankit Assignments Ltd. (RTA). Please quote the following particulars in the E-mail Registration Request: Folio No./DP ID-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).

BENGAL & ASSAM COMPANY LIMITED
Regd.Office: Link House, 3, Bahadur Shah Zafar Marg, New Delhi – 110002

ADMISSION SLIP

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

I hereby record my presence at the 65th Annual General Meeting of the Company being held at Sri Sathya Sai International Centre, Pragati Vihar, Lodi Road Institutional Area, Lodi Road, New Delhi- 110 003 on Friday, the 24th August 2012 at 11.00 A.M.

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

* Strike out whichever is not applicable
 # Applicable for Investors holding Shares in dematerialised form

Signature of the attending Shareholder/Proxy/Authorised Representative*

Note: Please produce this Admission Slip duly filled and signed at the entrance of the meeting hall. Shareholders intending to appoint a proxy may use the Proxy Form given below.

BENGAL & ASSAM COMPANY LIMITED
Regd.Office: Link House, 3, Bahadur Shah Zafar Marg, New Delhi – 110002

PROXY FORM

I/We
 ofbeing a member/members of Bengal & Assam Company Limited, hereby appoint
 Shri/Smt./Km of.....
 or failing him/her Shri/Smt./Km..... of.....
 or failing him/her Shri/Smt./Km..... of.....
 as my/ our proxy in my/ our absence to attend and vote for me/us and on my/ our behalf at the 65th Annual General Meeting of the Company to be held on Friday, the 24th August 2012 at 11.00 A.M. and at any adjournment thereof .

Signed this Day of 2012

Signature(s).....

Affix
Revenue
Stamp

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

Applicable for Shareholders holding shares in dematerialised form.

Note: The proxy, in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company at Link House, 3, Bahadur Shah Zafar Marg, New Delhi-110002, at least 48 hours before the scheduled time for the meeting.

BOOK POST



If undelivered, please return to:
BENGAL & ASSAM COMPANY LIMITED
Secretarial Deptt.,
Gulab Bhawan, 3rd Floor (Rear Block)
6A, Bahadur Shah Zafar Marg,
New Delhi - 110 002