

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L67120WB1947PLC221402

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCB0970C

(ii) (a) Name of the company

BENGAL & ASSAM COMPANY L

(b) Registered office address

7, COUNCIL HOUSE STREET
KOLKATA
Kolkata
West Bengal
700001

(c) *e-mail ID of the company

dswain@jksmail.com

(d) *Telephone number with STD code

03322486181

(e) Website

www.bengalassam.com

(iii) Date of Incorporation

30/01/1947

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE LIMITED	1

(b) CIN of the Registrar and Transfer Agent

U74210DL1991PLC042569

Pre-fill

Name of the Registrar and Transfer Agent

ALANKIT ASSIGNMENTS LIMITED

Registered office address of the Registrar and Transfer Agents

205-208ANARKALI COMPLEX
JHANDEWALAN EXTENSION

(vii) *Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

12/09/2023

(b) Due date of AGM

30/09/2023

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K8	Other financial activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

40

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	J.K. FENNER (INDIA) LIMITED	U24231TN1992PLC062306	Subsidiary	88.18
2	SOUTHERN SPINNERS AND PRO	U17111TN2005PLC056558	Subsidiary	88.18

3	MODERN COTTON YARN SPINNING	U17111TN2005PLC057274	Subsidiary	88.18
4	ACORN ENGINEERING LIMITED		Subsidiary	88.18
5	DIVYASHREE COMPANY PRIVATE	U10100DL2008PTC178373	Subsidiary	92.76
6	PANCHMAHAL PROPERTIES LIMITED	U74899UP1995PLC189056	Subsidiary	100
7	L V P FOODS PRIVATE LIMITED	U45200DL2006PTC156229	Subsidiary	99.99
8	UMANG DAIRIES LIMITED	L15111UP1992PLC014942	Subsidiary	55.3
9	JK TYRE & INDUSTRIES LIMITED	L67120RJ1951PLC045966	Subsidiary	52.8
10	3DINNOVATIONS PRIVATE LIMITED	U74110DL2007PTC158104	Subsidiary	52.8
11	CAVENDISH INDUSTRIES LIMITED	U74900WB2015PLC204899	Subsidiary	46.19
12	JKF EVOLVE LIMITED	U29309TN2022PLC155758	Subsidiary	88.18
13	J.K. International Ltd.		Subsidiary	52.8
14	J.K. Asia Pacific Ltd.		Subsidiary	52.8
15	J.K. Asia Pacific (S) Pte. Ltd.		Subsidiary	52.8
16	Lankros Holdings Ltd.		Subsidiary	52.8
17	Sarvi Holdings SwitzerlandAG		Subsidiary	52.8
18	JK Tornel S.A. de C.V.		Subsidiary	52.79
19	Comercializadora America Unificada		Subsidiary	52.79
20	CompaniaHulera Tacuba, S.A. de C.V.		Subsidiary	52.79
21	CompaniaHuleraTornel, S.A. de C.V.		Subsidiary	52.79
22	Compania Inmobiliaria Norida, S.A. de C.V.		Subsidiary	52.79
23	General de Inmuebles Industriales		Subsidiary	52.79
24	Gintor Administracion, S.A. de C.V.		Subsidiary	52.79
25	Hules Y ProcesosTornel, S.A. de C.V.		Subsidiary	52.79
26	JKF Americas, Inc.		Subsidiary	88.18
27	JK AGRI GENETICS LIMITED	L01400WB2000PLC091286	Subsidiary	67.42

28	JK LAKSHMI CEMENT LIMITED	L74999RJ1938PLC019511	Associate	44.28
29	JK PAPER LIMITED	L21010GJ1960PLC018099	Associate	47
30	PRANAV INVESTMENT (M.P) CC	U65929DL1974PLC114590	Associate	30
31	DWARKESH ENERGY LIMITED	U31200DL2005PLC278945	Associate	45.22
32	PSV ENERGY PRIVATE LIMITED	U40300DL2013PTC258991	Associate	22.92
33	HARI SHANKAR SINGANIA ELA	U73100RJ1991NPL006245	Associate	12.67
34	TREEL MOBILITY SOLUTIONS P	U72900PN2018PTC175996	Associate	13.73
35	CLINIRX RESEARCH PRIVATE LI	U85110WB2004PTC098498	Associate	41.97
36	DEEPTI ELECTRONICS AND ELE	U33203KA2000PTC027238	Associate	59.7
37	GLOBAL STRATEGIC TECHNOL	U74140DL2011PLC216818	Associate	48.96
38	JK INSURANCE BROKERS LIMIT	U74999DL2002PLC114816	Associate	48.82
39	Valiant Pacific LLC		Associate	25.87
40	Western Tire Holdings, Inc.		Associate	21.12

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	224,552,000	11,296,328	11,296,328	11,296,328
Total amount of equity shares (in Rupees)	2,245,520,000	112,963,280	112,963,280	112,963,280

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	224,552,000	11,296,328	11,296,328	11,296,328
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	2,245,520,000	112,963,280	112,963,280	112,963,280

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	15,000,000	6,500,000	6,500,000	6,500,000
Total amount of preference shares (in rupees)	1,500,000,000	650,000,000	650,000,000	650,000,000

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	15,000,000	6,500,000	6,500,000	6,500,000
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	1,500,000,000	650,000,000	650,000,000	650,000,000

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	216,755	11,079,573	11296328	112,963,280	112,963,280	
Increase during the year	0	18,235	18235	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0

x. Others, specify		18,235	18235			
Increase in Demat Shareholders						
Decrease during the year	18,235	0	18235	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	18,235		18235			
Decrease due to reduction in physical shareholders						
At the end of the year	198,520	11,097,808	11296328	112,963,280	112,963,280	
Preference shares						
At the beginning of the year	0	6,500,000	6500000	650,000,000	650,000,000	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	6,500,000	6500000	650,000,000	650,000,000	

ISIN of the equity shares of the company

INE083K01017

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		08/09/2022	
Date of registration of transfer (Date Month Year)			
Type of transfer	<input type="text"/>	1 - Equity, 2 - Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

1,440,402,000

(ii) Net worth of the Company

10,002,157,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	4,993,852	44.21	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0

6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	3,213,610	28.45	0	0
10.	Others	0	0	0	0
	Total	8,207,462	72.66	0	0

Total number of shareholders (promoters)

30

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,324,119	11.72	0	0
	(ii) Non-resident Indian (NRI)	81,364	0.72	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	11	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	5,966	0.05	0	0
4.	Banks	653	0.01	0	0
5.	Financial institutions	116	0	0	0
6.	Foreign institutional investors	440,005	3.9	0	0
7.	Mutual funds	364	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	576,507	5.1	6,500,000	100
10.	Others Overseas Corporate Bodies,	659,761	5.84	0	0

	Total	3,088,866	27.34	6,500,000	100
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Total number of shareholders (other than promoters)

21,405

**Total number of shareholders (Promoters+Public/
Other than promoters)**

21,435

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

0

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	30	30
Members (other than promoters)	22,954	21,405
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	3	0	3	0	23.73
B. Non-Promoter	0	6	0	6	0	1.6
(i) Non-Independent	0	1	0	1	0	1.6
(ii) Independent	0	5	0	5	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0

(v) Others	0	0	0	0	0	0
Total	0	9	0	9	0	25.33

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

12

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
BHARAT HARI SINGHA	00041156	Director	921,371	
RAGHUPATI SINGHAN	00036129	Director	1,616,910	
VINITA SINGHANIA	00042983	Director	142,772	
BAKUL JAIN	00380256	Director	22	
SHAILENDRA SWARUI	00167799	Director	0	
SANJAY KUMAR KHAI	00156816	Director	0	
SANJEEV KUMAR JHU	00177747	Director	0	
ASHOK KUMAR KINRA	00066421	Director	180,610	
DEEPA GOPALAN WAI	07862942	Director	0	
UPENDRA KUMAR GU	AAHPG1570G	Manager	0	
UPENDRA KUMAR GU	AAHPG1570G	CFO	0	
DILLIP KUMAR SWAIN	AIGPS3257B	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	08/09/2022	22,433	85	67.97

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	27/05/2022	9	8	88.89
2	10/08/2022	9	7	77.78
3	09/11/2022	9	8	88.89
4	13/02/2023	9	9	100

C. COMMITTEE MEETINGS

Number of meetings held

21

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	27/05/2022	4	4	100
2	Audit Committee	10/08/2022	4	3	75
3	Audit Committee	09/11/2022	4	3	75
4	Audit Committee	13/02/2023	4	4	100
5	Stakeholders'	27/05/2022	3	3	100
6	Stakeholders'	09/11/2022	3	2	66.67
7	Nomination & I	09/05/2022	3	3	100
8	Nomination & I	18/08/2022	3	3	100
9	Committee of I	18/07/2022	4	3	75
10	IT Strategy Co	27/05/2022	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	12/09/2023
								(Y/N/NA)
1	BHARAT HAR	4	3	75	9	9	100	Yes
2	RAGHUPATI S	4	4	100	13	11	84.62	Yes
3	VINITA SINGH	4	4	100	0	0	0	Yes
4	BAKUL JAIN	4	3	75	10	7	70	Yes
5	SHAILENDRA	4	4	100	5	5	100	Yes
6	SANJAY KUM	4	3	75	8	6	75	No
7	SANJEEV KU	4	4	100	6	6	100	Yes
8	ASHOK KUMA	4	4	100	11	11	100	Yes
9	DEEPA GOPA	4	3	75	1	1	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	UPENDRA KUMAR	MANAGER & CI	4,965,000	0	0	14,347,539	19,312,539
	Total		4,965,000	0	0	14,347,539	19,312,539

Number of CEO, CFO and Company secretary whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	DILLIP KUMAR SW	COMPANY SEC	2,349,000	0	0	6,325,572	8,674,572
	Total		2,349,000	0	0	6,325,572	8,674,572

Number of other directors whose remuneration details to be entered

9

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	BHARAT HARI SIN	DIRECTOR	0	2,000,000	0	129,000	2,129,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	RAGHUPATI SINGH	DIRECTOR	0	1,000,000	0	187,500	1,187,500
3	VINITA SINGHANIA	DIRECTOR	0	1,000,000	0	120,000	1,120,000
4	BAKUL JAIN	DIRECTOR	0	500,000	0	200,000	700,000
5	SHAILENDRA SWA	DIRECTOR	0	500,000	0	180,000	680,000
6	SANJAY KUMAR K	DIRECTOR	0	500,000	0	190,000	690,000
7	SANJEEV KUMAR	DIRECTOR	0	500,000	0	230,000	730,000
8	ASHOK KUMAR KII	DIRECTOR	0	500,000	0	270,000	770,000
9	DEEPA GOPALAN	DIRECTOR	0	500,000	0	110,000	610,000
	Total		0	7,000,000	0	1,616,500	8,616,500

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Namo Narain Agarwal

Whether associate or fellow

Associate Fellow

Certificate of practice number

3331

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

Ashok
Kumar Kinra
Digitally signed by
Ashok Kumar Kinra
Date: 2023.11.07
11:31:36 +0530'

DIN of the director

00066421

To be digitally signed by

DILLIP
KUMAR
SWAIN
Digitally signed by
Dillip Kumar Swain
Date: 2023.11.07
11:31:36 +0530'

Company Secretary

Company secretary in practice

Membership number

4113

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

Form MGT 8.pdf
Details of Share Transfer 2022 2023.pdf
Additional Attachment MGT 7.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

NAMO NARAIN AGARWAL

M.Com, L.L.B, Company Secretary, FCS 234, CP 3331

372, Narmada Apartments,
Alaknanda, New Delhi-110 019
PAN : ABVPN0836B

Phone : 011-42143477
Mobile : 09899026864
Email : nnagarwal1939@gmail.com

FORM NO. MGT 8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I/We have examined the registers, records and books and papers of **Bengal & Assam Company Limited** (CIN: L67120WB1947PLC221402) (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the Rules made there under for the Financial Year ended on **31st March, 2023**. In my/~~our~~ opinion and to the best of my information and according to the examinations carried out by me/~~us~~ and explanations furnished to me/~~us~~ by the Company, its officers and agents, I/~~we~~ certify that:

- A. the Annual Return states the facts as at the close of the aforesaid Financial Year correctly and adequately.
- B. during the aforesaid Financial Year the Company has complied with provisions of the Act & Rules made there under in respect of:
 1. its status under the Act;
 2. maintenance of registers/records & making entries therein within the time prescribed there for;
 3. filing of forms and Returns as stated in the Annual Return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
 4. calling/convening/holding meetings of Board of Directors or its Committees, if any, and the Meetings of the Members of the Company on due dates as stated in the Annual Return in respect of which Meetings, proper notices were given and the proceedings, including the Circular Resolutions and Resolution passed by Postal Ballot, if any, have been properly recorded in the Minute Book/Registers maintained for the purpose and the same have been signed;



5. closure of Register of Members / ~~Security holders~~, as the case may be;
6. advances/loans to its Directors and/or persons or firms or companies referred in Section 185 of the Act;
7. contracts/arrangements with related parties as specified in Section 188 of the Act;
8. ~~issue or allotment or transfer or transmission or buy back of securities / redemption of preference shares or debentures / alteration or reduction of share capital / conversion of shares / securities~~ and issue of share certificates/letters of confirmation in all instances wherever applicable;
9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
10. declaration/payment of dividend; transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act;
11. signing of audited Financial Statement as per the provisions of Section 134 of the Act and Report of Directors is as per Sub - Sections (3), (4) and (5) thereof;
12. constitution / appointment / re-appointments / retirement / ~~filling up casual vacancies~~/ disclosures of the Directors, Key Managerial Personnel and the Remuneration paid to them;
13. appointment/reappointment/~~filling up casual vacancy~~ of Statutory Auditors as per the provisions of Section 139 of the Act;
14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. acceptance/renewal/repayment of deposits;
(except security deposit from tenants)

None




16. borrowings from its directors, members, public financial institutions, banks and others and creation/modification/satisfaction of charges in that respect, wherever applicable;
17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act ;
18. alteration / adoption of the provisions of the ~~Memorandum and/or~~ Articles of Association of the Company;

Place: New Delhi

Date: 6th November, 2023

UDIN: **F000234E001675259**




Namo Narain Agarwal
Company Secretary in Practice
FCS 234, CP 3331

Note: The qualification, reservation or adverse remarks; if any, may be stated at the relevant place(s). None

BENGAL & ASSAM COMPANY LIMITED

Secretarial Deptt. : 'Gulab Bhawan', 3rd Floor, 6A, Bahadur Shah Zafar Marg, New Delhi - 110 002
Telephone: 011 - 68201888, 68201899, Fax: 011-23739475

Attachment to Form MGT-7 for the financial year ended 31st March, 2023

A. Pt. No. VI (a) Re: Clarification on Shareholding Pattern of Promoters

The total shareholding of Promoters' consisting of 82,07,462 Equity Shares (72.66%) as on 31st March, 2023, pertains to constituents of the Promoter Group as per SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018. The same does not form part of the Promoters' as defined in the Companies Act, 2013.

B. Pt. No. VIII (B) (i) Re: Details of Directors and Key Managerial Personnel as on the closure of financial year

(i) 9,21,371 (8.15%) Equity Shares held by Shri Bharat Hari Singhania, Director of the Company includes 6,53,810 (5.79%) equity shares as Partner of M/s. Yashodhan Enterprises & 584 (0.00%) equity shares as Partner of M/s. Juggilal Kamapat Lakshmiapat.

(ii) 16,16,910 (14.31%) Equity Shares held by Dr. Raghupati Singhania, Director of the Company Includes 6,53,809 (5.79%) equity shares as Partner of M/s. Yashodhan Enterprises.

(iii) Out of total 1,80,610 (1.60%) Equity Shares held by Shri Ashok Kumar Kinra, Director of the Company, 1,80,589 (1.60%) Equity Shares, held by him as Trustee of J.K. Fenner (India) Limited.

C. Pt. No. IX (C) Re: Committee Meetings

Apart from the details mentioned in Form MGT-7 at Pt. No. IX (C), the following meetings of the other Committees of Directors of the Company, as detailed hereunder was also held during the financial year 2022-23.

Sl. No.	Type of Meeting	Date of Meeting	Total Members as on the date of the meeting	Attendance	
				Number of members attended	as %age of total members
11	IT Strategy Committee	30.11.2022	4	4	100
12	Group Risk Management Committee	09.05.2022	5	4	80
13	Group Risk Management Committee	09.08.2022	5	5	100
14	Group Risk Management Committee	05.11.2022	5	4	80
15	Group Risk Management Committee	31.01.2023	5	5	100
16	Share Transfer Committee	06.04.2022	4	4	100
17	Share Transfer Committee	27.06.2022	4	3	75
18	Share Transfer Committee	22.09.2022	4	4	100
19	Share Transfer Committee	29.10.2022	4	4	100
20	Share Transfer Committee	09.01.2023	4	4	100
21	Share Transfer Committee	14.03.2023	4	4	100

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CIN : L67120WB1947PLC221402, Website : www.bengalassam.com, E-mail : dswain@jkm.com

Regd. Office : 7, Council House Street, Kolkata, West Bengal - 700 001

Telephone : 033 - 22486181 / 22487084, Fax : 033 - 22481641

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D. Pt. No. X Re: Remuneration of Directors and Key Managerial Personnel

Total Rs. 16,16,500/- filled in Others column was paid as sitting fee to the Directors.

Certified to be true

For Bengal & Assam Company Limited

(Dillip Kumar Swain)

Company Secretary

Membership No. F4113

Address: Gulab Bhawan, 3rd Floor, Rear Wing,
6A Bahadur Shah Zafar Marg, New Delhi-110 002

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