

BENGAL & ASSAM COMPANY LIMITED

CIN: L67120WB1947PLC221402 Website: www.bengalassam.com

Regd. Office: 7, Council House Street, Kolkata, West Bengal – 700001

Tel.: 033-22486181 Fax: 033-22481641 E-Mail: dswain@jksmail.com

Admin Office: Patriot House, 4th Floor, 3, Bahadur Shah Zafar Marg, New Delhi-110002

NOTICE

NOTICE is hereby given that the **77th Annual General Meeting** of the Members of **BENGAL & ASSAM COMPANY LIMITED** will be held on Thursday, the **19th September, 2024 at 3.00 P.M.** Indian Standard Time, through Video Conferencing (VC)/Other Audio Visual Means (OAVM), to transact the following business:

As Ordinary Business

1. To receive, consider and adopt - (a) the audited standalone Financial Statements of the Company for the Financial Year ended 31st March, 2024 and the Reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2024 and the Reports of the Auditors thereon.
2. To declare Dividend.
3. To consider and if thought fit to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED that pursuant to Circular no. RBI/2021-22/25-Ref.No.DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated 27th April, 2021, issued by the Reserve Bank of India ('RBI Guidelines') and in terms of the provisions of Sections 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the relevant Rules made thereunder including amendment, modification, variation or re-enactment thereof, and on the basis of recommendation of the Audit Committee and Board of Directors of the Company, M/s. V. Singhi & Associates, Chartered Accountants, New Delhi, (Firm Registration No. 311017E), who have offered themselves for appointment and have confirmed their eligibility to be appointed as Statutory Auditors of the Company in terms of Section 141 of the Act and applicable Rules and the RBI Guidelines, be and is hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of the 77th Annual General Meeting (AGM) till the conclusion of the 80th AGM on a remuneration of Rs. 6,00,000/- (Rupees Six Lacs only) per annum for the first year, excluding Goods and Service Tax, as applicable and reimbursement of travelling and other out-of-pocket expenses actually incurred by them in connection with the audit and the Board of Directors of the Company be and is hereby authorized to fix the remuneration for the remaining tenure of the Auditors.

RESOLVED FURTHER that the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee constituted by the Board) be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and/or expedient to give effect to the above Resolution without being required to seek any further approval of the Members of the Company.”

As Special Business

4. To consider and if thought fit to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED that pursuant to the provisions of Section 152 of the Companies Act, 2013, (the Act) and Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Dr. Raghupati Singhania (DIN: 00036129), retiring by rotation at this Annual General Meeting, be and is hereby re-appointed as a Director liable to retire by rotation and shall continue as a Non-Executive Director of the Company.”

5. To consider and if thought fit to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED that pursuant to the provisions of Section 152 of the Companies Act, 2013, (the Act) and Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, approval of the Members of the Company be and is hereby accorded to the continuation of Shri Ashok Kumar Kinra, (DIN: 00066421), as a Non-Executive Director of the Company, liable to retire by rotation.”

6. To consider and if thought fit to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules made thereunder and Regulations 16 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Shri Kalpataru Tripathy (DIN:00865794), who was appointed as an Additional Director of the Company in terms of Section 161(1) of the Act, be and is hereby appointed as a Director of the Company and also as Shri Kalpataru Tripathy meets the criteria of independence as stipulated in the Act and the Listing Regulations be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years with effect from 9th August, 2024.

RESOLVED FURTHER that the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee constituted by the Board) be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and/or expedient to give effect to the above Resolution without being required to seek any further approval of the Members of the Company.”

Regd. Office:

7, Council House Street,
Kolkata, West Bengal-700001
Date: 9th August, 2024

By Order of the Board

Dillip Kumar Swain
Company Secretary

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 (‘Act’) setting out the material facts in respect of item nos. 3 to 6 of the Notice is annexed hereto. The relevant details as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), read with the provisions of Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, of persons seeking re-appointment of Director is also annexed.
2. In View of the Covid-19 Pandemic, the Ministry of Corporate Affairs has vide its Circular Nos. 20/2020, 10/2022 and 09/2023 dated 5th May, 2020, 28th December, 2022 and 25th September, 2023 respectively (“MCA Circulars”) and the Securities and Exchange Board of India vide its Circular Nos. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 5th January, 2023 and 7th October, 2023 respectively (“SEBI Circular”) and the applicable provisions of the Companies Act, 2013 (“Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), both SEBI and MCA have permitted convening the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. Accordingly, the 77th AGM of the Members of the Company will be held through VC/OAVM. The venue for the AGM shall be deemed to be the Registered Office of the Company.

- 2.1 **Dispatch of Notice of AGM and Annual Report through electronic mode:** In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of 77th AGM along with the Annual Report 2023-24 are being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depository Participants/Company's Registrar and Share Transfer Agent ('RTA') - Alankit Assignments Ltd., Alankit House, 4E/2, Jhandewalan Extension, New Delhi-110055 (India). The Annual Report for the Financial Year 2023-24 and the Notice of AGM will also be available on the Company's website <https://www.bengalassam.com> and on the website of the Stock Exchange, i.e. www.bseindia.com. The Notice of 77th AGM is also available on the website of Depository i.e. Central Depository Services (India) Limited (CDSL) at www.evotingindia.com. Any Member desirous of obtaining hard copy of the Annual Report 2023-24 and the Notice of 77th AGM of the Company may send a request to the Company through e-mail at dswain@jkm.com/ ajay.tiwari@jkm.com mentioning his Folio No./DPID-Client ID.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM pursuant to the MCA and SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. Hence, Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
 4. Institutional/Corporate Members (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of their respective Board or Governing Body Resolution/Authorization etc., authorising their representatives to attend the AGM through VC/OAVM on their behalf and to vote through Remote E-voting. The said Resolution/Authorization shall be sent at dswain@jkm.com or ajay.tiwari@jkm.com.
 5. The Members can join the AGM held through VC/OAVM fifteen (15) minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
 6. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM from the date of circulation of this Notice up to the date of the AGM. Members seeking inspection of such documents can send an e-mail to dswain@jkm.com or ajay.tiwari@jkm.com.
 7. The Register of Members and Share Transfer Books of the Company shall remain closed from 13th September to 19th September, 2024 (both days inclusive).
 8. Dividend of Rs 40/- per Equity Share of Rs. 10/- each (400%), for the Financial Year 2023-24 as recommended by the Board of Directors, if declared at the AGM, will be paid within three to four weeks from the date of AGM to the Members whose names are borne on the Company's Register of Members as on 19th September, 2024 or to their mandates. In respect of shares held in dematerialized form, dividend will be paid on the basis of details of beneficial ownership to be received from the Depositories for this purpose.

Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Members w.e.f. 1st April, 2020 and the Company is required to deduct tax at source ("TDS") at the prescribed rates from dividend paid to the Members. The prescribed rates would vary depending upon the residential status of the Shareholders and documents registered with the Company. The Members are requested to update their PAN with the Depository Participants, if shares held in electronic form and with the Company/RTA, if shares held in physical form.

Further, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated 10th June, 2024 has mandated that Shareholders holding shares in physical form shall be eligible for payment of dividend (including outstanding dividend payments) only through electronic mode with effect from 1st April, 2024 provided that their folios are KYC compliant i.e., have furnished their PAN, address with PIN Code, Mobile Number, Bank Account details and specimen signatures. It is also advised to update Nomination details at the earliest.

Accordingly, shareholders holding shares in physical mode are requested to take note of the above and furnish the aforesaid information/documents at the earliest to the Company's RTA-Alankit Assignments Ltd., 4E/2, Jhandewalan Extension, New Delhi-110055. Email id: ramap@alankit.com, Phone No.: 8929955318, to enable the Company to remit the Dividend for the Financial Year 2023-2024 through electronic mode.

Members who have not registered their email addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, etc. from the Company electronically.

9. **Remote e-voting and Joining the AGM through VC/OAVM :** In compliance with the provisions of Section 108 of the Companies Act, 2013 read with relevant rules thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and SEBI Master Circular dated 11th July, 2023 read with SEBI Circular dated 9th December, 2020, the Company is pleased to provide to the Members, facility to exercise votes on the Resolutions mentioned in the Notice through electronic voting system (Remote e-voting) and the business may be transacted through remote e-voting services provided by Central Depository Services (India) Limited (CDSL). Remote e-voting is optional. The remote e-voting period begins on **Monday, 16th September, 2024, 10:00 A.M.** and ends on **Wednesday, 18th September, 2024, 5:00 P.M.** During this period, Members of the Company holding shares as on the **cut-off date i.e. 12th September, 2024** may cast their vote through electronic means in the manner given hereunder. The facility for E-voting shall also be made available at the AGM and the Members attending the AGM who have not already cast their vote by Remote e-voting (during the voting period) shall be eligible to exercise their right to cast vote at the AGM through e-voting facility of CDSL. However, Members who have already voted through Remote e-Voting will be eligible to attend the meeting. The remote e-voting module shall be disabled by CDSL for voting thereafter.

A. THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Pursuant to Regulation 44 of the Listing Regulations and SEBI Master Circular dated 11th July, 2023 read with SEBI Circular dated 9th December, 2020, all individual shareholders holding equity shares of the Company in demat mode can cast their vote, by way of a single login credential, through their demat accounts/websites of Depositories/ Depository Participants.
- (ii) Shareholders are advised to register/ update their mobile number and email Id in their demat accounts in order to access e-Voting facility and/or attend the AGM.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Pursuant to the aforesaid SEBI Circulars, login method for e-Voting and attending the virtual meeting **for Individual Shareholders holding shares in demat mode**, is given below:

Type of Members	Login Method
Individual Shareholders holding shares in Demat mode with CDSL	1. Individual Shareholders can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2. After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting his vote during the remote e-Voting period or joining virtual meeting & voting during the

	<p>meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers so that the user can visit the e-Voting service provider's website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile Number & Email ID as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers. The user may follow the same procedure for joining the virtual meeting and voting during the Meeting.</p>
Individual Shareholders holding shares in demat mode with NSDL	<p>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see the e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding shares in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Individual Shareholders who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at above mentioned website(s).

Help desk details for Individual Shareholders holding shares in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL.

CDSL : helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

NSDL : evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iii) Login method for Shareholders holding shares in physical mode and non-Individual Shareholders holding Shares in Demat mode for e-Voting and joining virtual meeting.

- 1) The Shareholders should log on to the e-voting website www.evotingindia.com
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification code as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical Shareholders and other than individual Shareholders holding shares in Demat Form.
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.• In case the sequence number is less than 8 digits, enter the applicable number of 0's before the sequence number and after the first two characters of the name in CAPITAL letters e.g., if your name is Ramesh Kumar and sequence number is 1, then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or company, please enter the Member ID/Folio Number in the Dividend Bank details field.

- (iv) After entering these details appropriately, click on "SUBMIT" tab.
- (v) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, Shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vi) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN relevant for "Bengal & Assam Company Limited".
- (viii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (ix) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (x) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiii) If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiv) There is also an optional provision to upload BR/POA, if any uploaded, which will be made available to the Scrutinizer for verification.

(xv) Additional Facility for Non – Individual Shareholders and Custodians – For Remote E-Voting only.

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically and can be delinked in case of any wrong mapping.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual Shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the authorized signatory who are authorized to vote, to the Scrutinizer and to the Company by e-mail at dswain@jkm.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

B. Process for those Shareholders whose Email/Mobile No. are not registered with the Company/ Depositories.

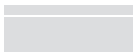
- (i) For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card), by email to the Company at dswain@jkm.com or to the Registrar at ramap@alankit.com.
- (ii) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

C. Information and instructions for Shareholders attending the AGM through VC/OAVM & e-voting during meeting are as under:

- (i) Shareholders as on the cut-off date i.e. 12th September, 2024 shall be eligible to participate in the e-voting system of CDSL. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- (ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- (iii) Only those Shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM. However, Shareholders who have voted through remote e-voting are eligible to attend the Meeting.
- (iv) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (v) Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (vi) The Members can join the AGM held through VC/OAVM fifteen (15) minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on first come first serve basis.
- (vii) For ease of conduct, Shareholders who wish to ask questions or have queries relating to the Company's audited Financial Accounts for the Financial Year 2023-24 and/or on the resolutions mentioned in the Notice, may send their queries by e-mail on or before 16th September, 2024 mentioning their name, demat account number/folio number, e-mail id and mobile number at dswain@jkm.com or ajay.tiwari@jkm.com. These queries will be replied to by the Company suitably by e-mail.
- (viii) The Shareholders who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request by e-mail during 12th September, 2024 to 14th September, 2024, mentioning their name, demat account number/folio number, e-mail id and mobile number at dswain@jkm.com or ajay.tiwari@jkm.com.
- (ix) Shareholders will be allowed to express their views or ask questions relating to Company's audited Financial Accounts for the FY 2023-24 and/or on the Resolutions mentioned in the Notice during the AGM. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate, for smooth conduct of the AGM.
- (x) If any Votes are cast by the Shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such Shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the Shareholders attending the meeting.
- (xi) Shareholders attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.

D. OTHER INSTRUCTIONS:

- (i) If you have any queries or issues regarding attending AGM & E-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33.
- (ii) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800 22 55 33.



10. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 12th September, 2024.
11. Any person, who acquires shares of the Company and become Shareholder of the Company after dispatch of the Notice and holding shares as on the cut-off date may follow the same instructions as mentioned above for e-voting. A person who is not a Shareholder as on the cut-off date should treat the Notice for information purpose only.
12. The Company has appointed Shri Namu Narain Agarwal, Company Secretary in Practice, as Scrutinizer to scrutinize the process of remote e-voting and e-voting on the date of AGM in a fair and transparent manner.
13. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the result of the voting forthwith not later than two working days of the conclusion of the Meeting.
14. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.bengalassam.com and on the website of CDSL www.evotingindia.com and shall simultaneously be forwarded to BSE Limited. The results of the voting will also be displayed at the Notice Board of the Registered Office and Administrative Office of the Company.

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

Item No. 3

The term of office of BGJC & Associates, LLP, Chartered Accountants Statutory Auditors will expire at the forthcoming Annual General Meeting (AGM). Accordingly, based upon the recommendation of Audit Committee, the Board of Directors at its meeting held on 30th May, 2024, has recommended the appointment of M/s. V. Singhi & Associates, Chartered Accountants, as Statutory Auditors of the Company for a term of three consecutive financial years commencing from the conclusion of the 77th AGM till the conclusion of 80th AGM on a remuneration of Rs. 6,00,000/- per annum (Rupees Six Lacs only) for the first year, in addition to Goods and Service Tax, as applicable and reimbursement of travelling and other out-of-pocket expenses actually incurred by them in connection with the Audit, with the authority to the Board to fix their remuneration for the remaining tenure, subject to approval of Members of the Company.

The Statutory Auditors have confirmed that their appointment, if made, will be within the limit specified under the Act and RBI Guidelines. They have also confirmed that they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of the Section 141 of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014 and the RBI Guidelines.

Pursuant to Regulation 36 of the SEBI Listing Regulations, the following details are mentioned for the information of Members:

Proposed audit fee payable to the Auditors	The fees proposed to be paid to M/s V. Singhi & Associates, Chartered Accountants towards statutory audit (excluding applicable taxes and reimbursements) for the financial year 2024-25 shall be Rs. 6 Lacs.
Terms of appointment	The term of appointment of M/s V. Singhi & Associates, Chartered Accountants shall be for a period of three consecutive financial years commencing from the conclusion of the 77 th AGM till the conclusion of 80 th AGM.
Material change in fee payable	No material change in fee for the proposed auditors. The existing auditors were paid an audit fee of Rs. 5 Lacs for Financial Year 2023-24.

Basis of recommendation and auditor credentials	<p>The Audit Committee and the Board, based on the credentials of the firm and partners, asset size of the Company and eligibility criteria prescribed under the Companies Act, 2013 and RBI Guidelines recommends the appointment of M/s. V. Singhi & Associates, Chartered Accountants, as the Statutory Auditors of the Company.</p> <p>Profile</p> <p>M/s. V. Singhi & Associates, a firm of Chartered Accountants (FRN 311017E) was established in the year 1977. The Firm having its Office located at 708, 7th Floor, Pragati Tower, Rajendra Place, New Delhi-110008 has over 47 years of experience. The Firm has touch points in Delhi, Mumbai, Kolkata, Bangaluru, Guwahati, Hyderabad and Ranchi and has 20 Partners and a dedicated team of more than 400 Professionals. The firm provides Accounting, Forensic Accounting and Investigation, Audit and Assurance, Virtual CFO Role, Taxation, Valuations, Due Diligence, Compliance Services, Insolvency Services and Transaction Advisory. It is Empanelled with the Comptroller & Auditor General of India, Reserve Bank of India, Serious Fraud Investigation Office, Indian Banks' Association, Securities and Exchange Board of India, Narcotics Control Bureau and several other Govt. agencies. The Firm has experience of working with several Non-Banking Financial Companies, Life Insurance Corporation, Banks and Companies engaged in Technology, Construction and Hospitality Sector of Major Business Groups and various Non-Government and Government Organisations in India.</p>
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Appointment of Director

Item No. 4

Dr. Raghupati Singhania (DIN:00036129) aged 77 years has been the Non-executive Director of the Company since 2009. Pursuant to the provisions of Section 152 of the Companies Act, 2013 (Act), Dr. Raghupati Singhania shall retire by rotation at this AGM and being eligible offers himself for re-appointment as a Director of the Company, liable to retire by rotation. As per Regulation 17(1A) of the Listing Regulations, the Company is required to obtain approval of the Members by means of Special Resolution for continuation of his Directorship in the Company.

Dr. Raghupati Singhania has attained the age of 75 years in December 2021. Members have approved continuation of his Directorship in the Company at the AGM held in the year 2021. Dr. Singhania is the Chairman of Stakeholders' Relationship Committee and Member of the Group Risk Management Committee, Asset Liability Management Committee and Committee of Directors of the Company.

Dr. Singhania is an Eminent Industrialist and Entrepreneur with over 53 years of experience in managing various industries including automotive tyres and tubes, power transmission system, v-belts, oil-seals, material handling systems, high yielding hybrid seeds, bulk drugs, etc. Dr. Singhania is the past Chairman of Automotive Tyre Manufacturers Association and in the past he was President of PHD Chamber of Commerce and Industry. He is also in the National Council of CII, besides his association with other important Business Councils, etc.

Dr. Singhania has been also inducted into the "TIA Hall of Fame 2015" on 2nd November, 2015, which is the highest honour any Individual in the Tyre Industry can achieve in the world. The Tyre Industry Association (TIA), USA, honoured Dr. Singhania for his distinguished and exemplary service towards growth and development of the Tyre Industry. He is the third Asian to receive this coveted award in the last 33 years.

In the special issue of Business Today (January 1, 2017), Dr. Singhania has also been listed amongst India's best CEOs. Dr. Singhania also received Industry leadership Award from Indo-American Chamber of Commerce.

During the FY 2018-19. H.E. the President of Mexico bestowed the Mexican Order of the Aztec Eagle on Raghupati Singhania, which is the highest distinction, awarded by the Mexican government to foreigners in recognition of their outstanding services to Mexico or to humanity. The Mexican Order was personally presented to Dr. Raghupati Singhania by H.E. Melba Pria, Ambassador of Mexico. This is the first time that has been conferred on a foreign national business person.

Dr. Singhania has been recognized as 'The Extraordinaire' for his leadership and contribution to the industry by Brand Vision Summit 2018. He has been conferred with Lifetime Achievement Award 2019, by the Udaipur Chamber of Commerce and Industry (UCCI) for visionary leadership, determination, humanitarianism and exemplary community services undertaken in Rajasthan. He has been also conferred with Lifetime Conference & Awards 2019.

Dr. Raghupati Singhania has been conferred Doctorate of Science by Mohanlal Sukhadia University, Udaipur for his outstanding contribution in Education, Training and Research in the field of Elastomer, Polymers and Tyres.

Dr. Singhania has also been conferred with the Economics Times inspiring CEOs 2022 award. Dr. Singhania has also been conferred with lifetime achievement award by PHD Chamber of Commerce and Industry and another award 'SEVA BHUSHAN' by SEVA Bharti. He has been recognized as "Business Leader of Decade" by Indo American Chamber of Commerce.

The Directors unanimously viewed and decided that keeping in view vast business experience and enormous knowledge of Dr. Singhania and the valuable contributions made by him all-along, it will be in the utmost interest of the Company to continue to have him on the Board of Directors of the Company.

Dr. Raghupati Singhania holds 16,58,668 (14.68%) equity shares of the Company [including 30,758 (0.27%) shares on A/c of M/s Raghupati Singhania HUF and 6,53,809 (5.79%) shares as Partner of M/s. Yashodhan Enterprises]. Dr. Raghupati Singhania is brother of Shri Bharat Hari Singhania. Except this, Dr. Raghupati Singhania is not related to any other Director or KMPs of the Company.

His other Directorships are:- (A) Listed Companies- Chairman in JK Tyre & Industries Ltd. and JK Agri Genetics Limited and Director in JK Lakshmi Cement Ltd., Radico Khaitan Limited (B) Unlisted Companies- He is Chairman of J.K. Fenner (India) Ltd., Cavendish Industries Limited, JKT&I Employee Welfare Association Ltd. and Director of Tanvi Commercial Pvt. Ltd, Hari Shankar Singhania Holdings Pvt. Ltd., Radical Agro Products Pvt. Ltd., RPS Securities Pvt. Ltd., Dhanlakshmi Building Development Pvt. Ltd., Henry F. Cockill & Sons Ltd. and JK Tornel SA de CV. He is the President, Managing Committee of Hari Shankar Singhania Elastomer and Tyre Research Institute and Member, Managing Committee of Pushpawati Singhania Hospital & Research Institute. Dr. Singhania is the Chairman of the Stakeholders Relationship Committee of JK Lakshmi Cement Limited and Member of the Audit Committee of JK Lakshmi Cement Limited and Radico Khaitan Limited. [Chairmanship/Membership of Dr. Singhania in Committees of Directors in other Companies are in terms of Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]. Listed entities from which Dr. Singhania has resigned in past three years-NIL. Dr. Singhania has attended all Six Board meetings of the Company held during the financial year ended 31st March, 2024. During the Financial Year 2023-24, the Company has paid Rs. 16.49 Lacs to Dr. Singhania towards Commission & Sitting Fees.

Dr. Singhania is not disqualified from being appointed as a Director in terms of Section 164 of the said Act or debarred from holding the office of a Director pursuant to any SEBI Order or any other such authority.

The Board recommends the Resolution as set out at Item No. 4 of the Notice for approval of the Members by means of a Special Resolution.

Dr. Raghupati Singhania for himself and through his relatives including Shri Bharat Hari Singhania, Chairman of the Company, to the extent of their shareholding in the Company, may be deemed to be concerned or interested, financially or otherwise in the Resolution. None of the other Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise in the said resolution.

Item No. 5

Shri Ashok Kumar Kinra (DIN: 00066421) , Non-Executive, Non-Independent Director of the Company, would be attaining the age of 75 years on 23rd December, 2024. Pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to obtain approval of the Members by means of a Special Resolution for continuation of his Directorship.

Shri Ashok Kumar Kinra is a Chartered Accountant and holds 21,303 (0.19%) Equity Shares (including 21,282 Equity Shares as Trustee of J.K. Fenner (India) Limited). He joined the Board of the Company on 13th June, 2013. He is also a Member of the Audit Committee, Stakeholders Relationship Committee, Group Risk Management Committee, Asset Liability Management Committee, IT Strategy Committee and Business Responsibility & Sustainability Committee of Directors of the Company. He has over 49 years of experience in Finance, Accounts, Mergers & Acquisitions, Business Restructuring of Companies and Administration. He is a Member of Finance, Banking and Insurance Committees of ASSOCHAM and PHD Chambers of Commerce.

The Directors unanimously viewed that keeping in view vast business experience and enormous knowledge of Shri Kinra and the valuable contributions made by him all-along, it will be in the utmost interest of the Company to continue to have him on the Board of the Company.

His other Directorships are:- (A) Listed Companies - NIL (B) Unlisted Companies - Dwarkesh Energy Limited, Sago Trading Limited, Acorn Engineering Limited, Indica Travels & Tours Pvt. Limited, Modern Cotton Yarn Spinners Ltd., 3D Innovations Pvt. Ltd., Divyashree Company Pvt. Ltd., Hari Shankar Singhania Holdings Pvt. Ltd. and Pushpawati Singhania Hospital & Research Institute. Shri Kinra is the Chairman of the Audit Committee of Dwarkesh Energy Limited. He is also a Member of the Audit Committee of Sago Trading Limited. Chairmanship/Membership of Shri Kinra in Committees of Directors in other Companies in terms of Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 : NIL. Listed entities from which Shri Kinra has resigned in past three years : NIL.

Shri Kinra has attended all six Board meetings of the Company held during the financial year ended 31st March, 2024. Shri Kinra is not related to any other Director or KMPs of the Company. During the Financial Year 2023-24, the Company has paid Rs. 10.60 Lacs to Shri Kinra towards Commission & Sitting Fees.

Shri Kinra is not disqualified from being appointed as a Director in terms of Section 164 of the said Act or debarred from holding the office of a Director pursuant to any SEBI Order or any other such authority.

The Board recommends the Resolution as set out at Item No. 5 of the Notice for approval of the Members by means of a Special Resolution.

Shri Ashok Kumar Kinra for himself and through his relatives, to the extent of their shareholding in the Company, may be deemed to be concerned or interested, financially or otherwise in the Resolution. None of the other Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise in the said resolution.

Item No. 6

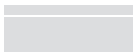
The Board of Directors of the Company at its meeting held on 9th August, 2024, appointed Shri Kalpataru Tripathy (DIN:00865794) as an Additional Director in the category of Independent Director for a term of five consecutive years w.e.f. 9th August, 2024, subject to approval of the members of the Company at the forthcoming Annual General Meeting.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 (Act), Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the Articles of Association of the Company, Shri Kalpataru Tripathy holds office only upto the date of the next Annual General Meeting. The proposed resolution in the Notice of AGM is for approval of the members for appointment of Shri Kalpataru Tripathy as a Director of the Company and also as an Independent Director for a period of five consecutive years w.e.f. 9th August, 2024.

The Company has received declarations from Shri Kalpataru Tripathy that he meets the criteria of independence and is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence, as prescribed under the said Act and the Listing Regulations. Shri Kalpataru Tripathy is not disqualified from being appointed as a Director in terms of Section 164 of the said Act or debarred from holding the office of a Director pursuant to any SEBI Order or any such authority. The Company has also received a notice under Section 160 of the Companies Act, 2013 from a shareholder proposing name of Shri Kalpataru Tripathy for appointment as an Independent Director of the Company.

In the opinion of the Board, Shri Kalpataru Tripathy fulfills the conditions specified in the said Act and Rules made thereunder and Listing Regulations for his appointment as an Independent Director of the Company and is independent of the Management. His appointment on the Board also satisfies the requirement of the Listing Regulations for appointment of an Independent Director on the Board of the Company. As an Independent Director, he will not be liable to retire by rotation and accordingly while ascertaining total number of directors for the purposes of determining directors liable to retire by rotation, Independent Director shall not be included.

Copy of the draft letter of appointment of Shri Kalpataru Tripathy as Independent Director setting out the terms and conditions would be available for inspection.



Brief profile of the Director proposed to be appointed

Shri Kalpataru Tripathy, aged 51 years, holds a Bachelor's Degree in Science. He is also a Law Graduate and holds a Post-Graduate Diploma in International Business Laws. He is a member of the Bar Council of Delhi and has rich experience of over 27 years in diverse corporate legal matters, mergers & acquisitions, joint ventures, private equity, corporate restructuring, capital market, arbitrations, financing and commercial contracts of various nature.

He has been recognised in the past as a "Leading Lawyer in Corporate / M&A - New Delhi based" by "Chambers & Partners, London". He has written the India Chapter on "Corporate Governance" for consecutive five (5) years for the London based publication, "Getting The Deal Through". He has served for a period of four (4) consecutive years as the Asia-Pacific Vice Chairperson of the "Cross-Border Transactions" practice group of Lex Mundi (which is an association of over 160 law firms across the globe from more than 100 countries). He is a member of the Academic Council and of the Internal Quality Assurance Cell of Birla Global University.

The NRC and the Board, after evaluating the balance of skills, knowledge and expertise on the Board, was of the view that the rich experience of Shri Kalpataru Tripathy in the field of corporate legal matters, corporate restructuring, corporate governance, finance risk management and the expertise & vast knowledge he brings with him would immensely benefit the Company.

The Board noted that Shri Tripathy's skills, background and experience are aligned to the role and capabilities identified by the NRC and that Shri Tripathy is eligible for appointment as an Independent Director.

His other Directorships are - (A) Listed Companies - Avadh Sugar & Energy Limited , JK Tyre & Industries Limited, JK Agri Genetics Limited and Ginni Filaments Ltd. (B) Unlisted Companies - Enviro Tech Ventures Limited, The Sirpur Paper Mills Limited, Elica PB Whirlpool Kitchen Appliances Private Limited, Alpha Corp Development Private Limited, SV Creditline Limited and Cavendish Industries Limited. Chairmanship/Membership of Shri Tripathy in the Committees of Directors in other Companies in terms of Regulation 26 of the Listing Regulations – Chairman of Audit Committee of JK Agri Genetics Limited, The Sirpur Paper Mills Limited, Cavendish Industries Limited and Member of Audit Committee of JK Tyre & Industries Limited, SV Creditline Limited, Enviro Tech Ventures Limited, Avadh Sugar & Energy Limited and Ginni Filaments Ltd.

He does not hold any Equity shares of the Company either directly or in form of beneficial interest for any other person.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the Listing Regulations read with Secretarial Standard-2 on General Meeting issued by ICSI.

Shri Kalpataru Tripathy shall be paid remuneration by way of sitting fee for attending Meetings of the Board or for any other Committee thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other Meetings and Profit related Commission within the limit stipulated under Section 197 of the Act.

The Board recommends the Special Resolution as set out in the Notice for approval by the Members by means of Special Resolution.

Save and except Shri Kalpataru Tripathy, none of the Directors or Key Managerial Personnel of the Company and/or their relatives, are in any way is concerned or interested, financially or otherwise, in the aforesaid Resolution.

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FOR ATTENTION OF THE MEMBERS

1. SEBI has mandated that all the securities of the listed entities can be transferred only in dematerialized form w.e.f. 1st April, 2019. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Shareholders are requested to immediately dematerialize their shares. For the purpose of dematerialization, Shareholders are requested to contact their Depository Participant (DP) with whom they have opened their demat account. Shareholders not holding any demat account are requested to open a demat account with any one of the DP of their local area and dematerialize the shares.
2. Members may please note that SEBI has mandated the listed companies to issue securities in dematerialized form only while processing various service requests viz. Issue of duplicate share certificate; claim from unclaimed suspense account; renewal/exchange of share certificate; endorsement; sub-division/splitting of share certificate, consolidation of shares certificates/ folios, transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, which is available on the Company's website at www.bengalassam.com.
3. SEBI has made it mandatory for all holders of physical securities in the listed Companies to furnish PAN, choice of Nomination, Contact details, Bank Account details and Specimen signature for their corresponding folio numbers of holders of physical securities.

The Company has already sent letters to all members holding shares in physical form for furnishing the above details in prescribed forms (Form ISR-1, ISR-2, ISR-3, SH-13, SH-14). These forms are also available on the Company's website www.bengalassam.com.

Members who have not submitted such details so far are requested to submit the same to the Registrar and Share Transfer Agent (RTA), Alankit Assignment Limited at Alankit House, 4E/2, Jhandewalan Extension, New Delhi- 110 055 or email at ramap@alankit.com.

4. SEBI vide its Master circular dated 31st July, 2023 (updated as on 4th August, 2023 and 20th December, 2023) has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circular, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>). The said circular is available on the website of the Company at www.bengalassam.com.
5. **Dividend Warrants:** As per SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, it is mandatory for the Company to print the Bank Account details of the investors on dividend payment instrument where payment of dividend cannot be made through any prescribed electronic mode. Accordingly, the Members are requested to register/update their correct bank account details with the Company/RTA/ Depository Participant, as the case may be, along with their Nine digit MICR, IFSC details.

Further, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated 10th June, 2024 has mandated that Shareholders holding shares in physical form shall be eligible for payment of dividend (including outstanding dividend payments) only through electronic mode with effect from 1st April, 2024 provided that their folios are KYC complaint i.e., have furnished their PAN, address with PIN Code, Mobile Number, Bank Account details and specimen signatures. It is also advised to update Nomination details at the earliest.

Accordingly, shareholders holding shares in physical mode are requested to take note of the above and furnish the aforesaid information/documents at the earliest to the Company's RTA-Alankit Assignments Ltd., 4E/2, Jhandewalan Extension, New Delhi-110055. Email id: ramap@alankit.com, Phone No.: 8929955318, to enable the Company to remit the Dividend for the Financial Year 2023-2024 through electronic mode.

6. Members are requested to quote their Folio No./DP ID-Client ID and details of shares held in physical/ demat mode, e-mail IDs and Telephone/Fax Nos. for prompt reply to their communications.

7. Investor Education And Protection Fund:

- (a) **Unclaimed Dividends:** Pursuant to Section 124 of the Companies Act, 2013, read with relevant Rules, the unclaimed dividend will be transferred to the Investor Education and Protection Fund on expiry of 7 years from the date of dividend became due for payment as under:

Dividend	Due date for transfer to the said Fund
▶ Financial Year ended 31.03.2017 • 300% Dividend	7 th September, 2024
▶ Financial Year ended 31.03.2017 * • 100% Dividend	7 th September, 2024
▶ Financial Year ended 31.03.2018 * • 300% Dividend	25 th February, 2025
▶ Financial Year ended 31.03.2018 • 100% Dividend	14 th September, 2025
▶ Financial Year ended 31.03.2018 * • 250% Dividend	4 th October, 2025
▶ Financial Year ended 31.03.2019 • 100% Dividend	5 th September, 2026

* These dividends pertain to erstwhile Florence Investech Ltd. which was amalgamated into and with the Company pursuant to the Scheme of Arrangement which became effective on 24th May, 2019.

Members who have not encashed their dividend warrants are requested to write immediately to the Company's Secretarial Department at New Delhi along with their bank accounts details & a copy of the cancelled cheque for credit of unpaid dividend amount directly to their bank accounts.

The unclaimed dividend in respect of the prior period have already been transferred to the General Revenue Account of the Central Government or the Investor Education and Protection Fund, as the case may be, as per the provisions of the said Act read with the relevant Rules framed thereunder.

- (b) **Transfer of shares to the IEPF Authority:** Pursuant to the provisions of Section 124 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (IEPF Rules) as amended, the Company has transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more from time to time. Details of shares transferred to the IEPF Authority are available on the website of the Company and have also been furnished to the IEPF Authority.

Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from the IEPF Authority in accordance with the procedures and on submission of requisite documents as prescribed in the IEPF Rules, for which details are available at www.iepf.gov.in.

8. **NOMINATION:** Pursuant to Section 72 of the Companies Act, 2013, shareholders may nominate an individual to whom all the rights in the shares shall vest in the event of death of the sole/all joint shareholders. The prescribed FORM SH-13 is available on the website of the Company. Duly completed form is to be sent to the Company (for shares held in physical mode). For shares held in demat mode, the members may contact their respective Depository Participant.

