

Form No. MGT-7



Form language

English Hindi

Annual Return (other than OPCs and Small Companies)

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

All fields marked in * are mandatory

Refer instruction kit for filing the form

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN)

L67120WB1947PLC221402

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) *Type of Annual filing

Original

Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	BENGAL & ASSAM COMPANY LIMITED	BENGAL & ASSAM COMPANY LIMITED
Registered office address	7, COUNCIL HOUSE STREET,NA,KOLKATA,Kolkata,West Bengal,India,700001	7, COUNCIL HOUSE STREET,NA,KOLKATA,Kolkata,West Bengal,India,700001
Latitude details	22.56571572	22.56571572
Longitude details	88.3452908	88.3452908

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

Photo.pdf

(b) *Permanent Account Number (PAN) of the company

AA*****0C

(c) *e-mail ID of the company

*****n@jkm.com

(d) *Telephone number with STD code

03*****81

(e) Website

www.bengalassam.com

iv *Date of Incorporation (DD/MM/YYYY)

30/01/1947

v (a) *Class of Company (as on the financial year end date)

(Private company/Public Company/One Person Company)

Public company

(b) *Category of the Company (as on the financial year end date)

(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) *Sub-category of the Company (as on the financial year end date)

(Indian Non-Government company/Union Government Company/State Government Company/
Guarantee and association company/Subsidiary of Foreign Company)

Non-government company

vi *Whether company is having share capital (as on the financial year end date)

Yes

No

vii (a) Whether shares listed on recognized Stock Exchange(s)

Yes

No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)

viii Number of Registrar and Transfer Agent

01

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
U74210DL1991PLC042569	ALANKIT ASSIGNMENTS LIMITED	205-208ANARKALI COMPLEX JHANDEWALAN EXTENSION, NA, NEW DELHI, Delhi, India, 110055	INR000002532

ix * (a) Whether Annual General Meeting (AGM) held

Yes

No

(b) If yes, date of AGM (DD/MM/YYYY)

29/09/2025

(c) Due date of AGM (DD/MM/YYYY)

30/09/2025

(d) Whether any extension for AGM granted

Yes

No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

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II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *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 activities	66	Other financial activities	100

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

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

22

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1	U24231TN1992PLC062306		J.K. FENNER (INDIA) LIMITED	Subsidiary	88.18
2	U17111TN2005PLC056558		SOUTHERN SPINNERS AND PROCESSORS LIMITED	Subsidiary	88.18
3	U17111TN2005PLC057274		MODERN COTTON YARN SPINNERS LIMITED	Subsidiary	88.18
4		NA	JKF Americas, Inc.	Subsidiary	88.18
5	U10100HR2008PTC130017		DIVYASHREE COMPANY PRIVATE LIMITED	Subsidiary	92.76
6		NAA	PANCHMAHAL PROPERTIES LIMITED	Subsidiary	100
7	U45200DL2006PTC156229		L V P FOODS PRIVATE LIMITED	Subsidiary	99.99
8	U10500UP1995PLC189056		UMANG DAIRIES LIMITED	Subsidiary	55.30

9	L01400WB2000PLC091286		JK AGRI GENETICS LIMITED	Subsidiary	67.56
10	U72100TN2024PLC174877		SRIDHARNATH RESEARCH LIMITED	Subsidiary	88.18
11	U29309TN2022PLC155758		JKF EVOLVE LIMITED	Subsidiary	88.18
12	L67120RJ1951PLC045966		JK TYRE & INDUSTRIES LIMITED	Associate	47.60
13	L74999RJ1938PLC019511		JK LAKSHMI CEMENT LIMITED	Associate	44.35
14	L21010GJ1960PLC018099		JK PAPER LIMITED	Associate	47.00
15	U65929HR1974PLC130430		PRANAV INVESTMENT (M.P) COMPANY LIMITED	Associate	30.00
16	U40300HR2013PTC129500		PSV ENERGY PRIVATE LIMITED	Associate	22.92
17	U31200DL2005PLC278945		DWARKESH ENERGY LIMITED	Associate	29.32
18	U85110WB2004PTC098498		CLINIRX RESEARCH PRIVATE LIMITED	Associate	41.97
19	U33203KA2000PTC027238		DEEPTI ELECTRONICS AND ELECTRO OPTICS PRIVATE LIMITED	Associate	59.70
20	U74140DL2011PLC216818		GLOBAL STRATEGIC TECHNOLOGIES LIMITED	Associate	48.96
21	U74999DL2002PLC114816		JK INSURANCE BROKERS LIMITED	Associate	48.82
22	U72100TS2025PLC192594		JK AGRI RESEARCH SERVICES LIMITED	Subsidiary	78.08

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	224552000	11296328	11296328	11296328
Total amount of equity shares (in rupees)	2245520000.00	112963280.00	112963280.00	112963280.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity				
Number of equity shares	224552000	11296328	11296328	11296328
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	2245520000.00	112963280.00	112963280.00	112963280.00

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	15000000	6500000	6500000	6500000
Total amount of preference shares (in rupees)	1500000000.00	650000000.00	650000000.00	650000000.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Preference				
Number of preference shares	15000000	6500000	6500000	6500000
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	1500000000.00	650000000.00	650000000.00	650000000.00

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	192078	11104250	11296328.00	112963280	112963280	
Increase during the year	0.00	4102.00	4102.00	41020.00	41020.00	
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify <div style="border: 1px solid black; padding: 2px; display: inline-block;">Increase in Demat Shareholders</div>	0	4102	4102.00	41020	41020	
Decrease during the year	4102.00	0.00	4102.00	41020.00	41020.00	
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <div style="border: 1px solid black; padding: 2px; display: inline-block;">Decrease due to reduction in Physical Shareholders</div>	4102	0	4102.00	41020	41020	
At the end of the year	187976.00	11108352.00	11296328.00	112963280.00	112963280.00	
(ii) Preference shares						
At the beginning of the year	0	6500000	6500000.00	650000000	650000000	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
Increase during the year	0.00	0.00	0.00	0.00	0.00	
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify <input type="text"/>			0.00			
Decrease during the year	0.00	0.00	0.00	0.00	0.00	
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <input type="text"/>			0.00			
At the end of the year	0.00	6500000.00	6500000.00	650000000.00	650000000.00	

ISIN of the equity shares of the company

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

Class of shares		<input type="text"/>
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

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

Transfer Details.xlsm

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

(a) Non-convertible debentures

*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible 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
Total				

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible 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
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible 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
Total				

(d) Summary of Indebtedness

Particulars	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				
Partly convertible debentures				
Fully convertible debentures				
Total				

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	0.00		0.00		0.00

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

i *Turnover

1574907000

ii * Net worth of the Company

11477093000

VI SHARE HOLDING PATTERN**A Promoters**

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	5024227	44.48	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	3223735	28.54	0	0.00

10	Others <input type="text"/>	0	0.00	0	0.00
	Total	8247962.00	73.02	0.00	0.00

Total number of shareholders (promoters)

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	1338102	11.85	0	0.00
	(ii) Non-resident Indian (NRI)	87128	0.77	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	11	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	126	0.00	0	0.00
4	Banks	647	0.01	0	0.00
5	Financial institutions	116	0.00	0	0.00
6	Foreign institutional investors	514181	4.55	0	0.00
7	Mutual funds	357	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	612626	5.42	6500000	100.00

10	Others				
	Trusts and Others	495072	4.38	0	0.00
	Total	3048366.00	26.98	6500000.00	100.00

Total number of shareholders (other than promoters)

20199

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

20231.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	1716
2	Individual - Male	3123
3	Individual - Transgender	0
4	Other than individuals	15392
	Total	20231.00

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

1

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
Foreign Institutional Investors	Foreign Institutional Investors	31/03/2025	India	514181	4.55

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	32	32
Members (other than promoters)	20987	20199
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	23.86
B Non-Promoter	0	6	0	6	0.00	0.09
i Non-Independent	0	1	0	1	0	0.09
ii Independent	0	5	0	5	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and 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	0.00	23.95

*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 shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
BHARAT HARI SINGHANIA	00041156	Director	915746	
RAGHUPATI SINGHANIA	00036129	Director	1627910	
VINITA SINGHANIA	00042983	Director	151772	
ASHOK KUMAR KINRA	00066421	Director	10513	
SANJEEV KUMAR JHUNJHUNWALA	00177747	Director	0	

BAKUL PREMCHAND JAIN	00380256	Director	29	16/05/2025
SANJAY KUMAR KHAITAN	00156816	Director	0	
KALPATARU TRIPATHY	00865794	Director	0	
DEEPA GOPALAN WADHWA	07862942	Director	0	
UPENDRA KUMAR GUPTA	AAHPG1570G	Manager	0	
UPENDRA KUMAR GUPTA	AAHPG1570G	CFO	0	
DILLIP KUMAR SWAIN	AIGPS3257B	Company Secretary	0	

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

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
SHAIENDRA SWARUP	00167799	Director	02/09/2024	Cessation
KALPATARU TRIPATHY	00865794	Director	19/09/2024	Change in designation

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

2

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	19/09/2024	21008	86	80.88
Equity Shareholders Meeting convened by the National Company Law Tribunal, Kolkata Bench	27/09/2024	21036	66	81.06

B BOARD MEETINGS

*Number of meetings held

4

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	30/05/2024	9	8	88.89
2	09/08/2024	10	7	70.00
3	11/11/2024	9	9	100.00
4	14/02/2025	9	8	88.89

C COMMITTEE MEETINGS

Number of meetings held

18

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	30/05/2024	5	4	80.00
2	Audit Committee	09/08/2024	5	4	80.00
3	Audit Committee	11/11/2024	5	5	100.00
4	Audit Committee	14/02/2025	5	4	80.00
5	Nomination & Remuneration Committee	30/05/2024	3	2	66.67
6	Nomination & Remuneration Committee	09/08/2024	3	2	66.67
7	Stakeholders' Relationship Committee	30/05/2024	3	3	100.00
8	Stakeholders' Relationship Committee	09/08/2024	3	3	100.00
9	Stakeholders' Relationship Committee	11/11/2024	3	3	100.00
10	Stakeholders' Relationship Committee	14/02/2025	3	3	100.00

11	Group Risk Management Committee	27/05/2024	5	5	100.00
12	Group Risk Management Committee	31/07/2024	5	4	80.00
13	Group Risk Management Committee	04/11/2024	5	5	100.00
14	Group Risk Management Committee	13/02/2025	5	5	100.00
15	IT Strategy Committee	24/04/2024	4	4	100.00
16	IT Strategy Committee	08/11/2024	4	4	100.00
17	Asset Liability Management Committee	19/06/2024	3	3	100.00
18	Asset Liability Management Committee	12/03/2025	3	3	100.00

D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on 29/09/2025 (Y/N/NA)
		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	
1	BHARAT HARI SINGHANIA	4	4	100.00	11	11	100.00	Yes
2	RAGHUPATI SINGHANIA	4	4	100.00	17	15	88.24	Yes
3	VINITA SINGHANIA	4	3	75.00	0	0	0.00	Yes
4	ASHOK KUMAR KINRA	4	4	100.00	14	14	100.00	Yes
5	SANJEEV KUMAR JHUNJHUNWALA	4	3	75.00	6	6	100.00	Yes
6	BAKUL PREMCHAND JAIN	4	4	100.00	12	11	91.67	Not applicable
7	SANJAY KUMAR KHAITAN	4	1	25.00	7	1	14.29	No
8	KALPATARU TRIPATHY	3	3	100.00	5	5	100.00	Yes
9	DEEPA GOPALAN WADHWA	4	4	100.00	2	2	100.00	Yes

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL Nil

A *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 Gupta	Manager	5520000	0	0	18710132	24230132.00
	Total		5520000.00	0.00	0.00	18710132.00	24230132.00

B *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 Swain	Company Secretary	2910000	0	0	7736320	10646320.00
	Total		2910000.00	0.00	0.00	7736320.00	10646320.00

C *Number of other directors whose remuneration details to be entered

10

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Bharat Hari Singhania	Director	0	4000000	0	170500	4170500.00
2	Raghupati Singhania	Director	0	2000000	0	219000	2219000.00
3	Vinita Singhania	Director	0	2000000	0	90000	2090000.00
4	Ashok Kumar Kinra	Director	0	800000	0	300000	1100000.00
5	Sanjeev Kumar Jhunjunwala	Director	0	800000	0	200000	1000000.00
6	Bakul Premchand Jain	Director	0	800000	0	280000	1080000.00
7	Shailendra Swarup	Director	0	800000	0	130000	930000.00
8	Sanjay Kumar Khaitan	Director	0	800000	0	50000	850000.00
9	Kalpataru Tripathy	Director	0	0	0	170000	170000.00

10	Deepa Gopalan Wadhwa	Director	0	800000	0	150000	950000.00
	Total		0.00	12800000.00	0.00	1759500. 00	14559500.00

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 (DD/MM/YYYY)	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 (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

20231

XIV Attachments

(a) List of share holders, debenture holders

Details of Shareholder or
Debenture holder_BCBC.xlsm

(b) Optional Attachment(s), if any

Explanatory Attachment.pdf
MGT 8 BACL.pdf

XV 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.

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 applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of

BENGAL & ASSAM
COMPANY LIMITED

as required to be

maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on

(DD/MM/YYYY) 31/03/2025

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 therefor;
- 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 resolutions 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 security certificates in all instances;
- 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 vacancies of 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;

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 of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

Sabyasachi Panigrahi

Date (DD/MM/YYYY)

28/11/2025

Place

Noida, Uttar Pradesh

Whether associate or fellow:

Associate

Fellow

Certificate of practice number

2*5*7

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person

4113

*(b) Name of the Designated Person

DILLIP KUMAR SWAIN

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* dated*

(DD/MM/YYYY) to sign this form and declare that all the requirements of 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.

***To be digitally signed by**

***Designation**

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

***DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator**

***To be digitally signed by**

Company Secretary Company secretary in practice

***Whether associate or fellow:**

Associate Fellow

Membership number

Certificate of practice number

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

For office use only:

eForm Service request number (SRN)

eForm filing date (DD/MM/YYYY)

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

S PANIGRAHI & ASSOCIATES

Company Secretaries

(A peer-reviewed PCS Firm)

Phone No. + 91 8178322702, 9810350077

E-mail: cssabypan@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 have examined the registers, records, books and papers of M/s **BENGAL & ASSAM COMPANY LIMITED** (the Company) having **CIN: L67120WB1947PLC221402**, as required to be maintained under the Companies Act, 2013 (the Act) and the Rules made thereunder for the financial year ended on 31st March 2025. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid financial year:

- 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, therefore.
 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 the prescribed time or with additional fees, wherever applicable.
 4. calling/ convening/ holding meetings of Board of Directors and the meeting of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices (including shorter notices) were given, and have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed.
 5. the closure of its Register of Members. Security holders, as the case may be.
 6. advances / loans to its directors /or persons or firms or companies referred to in Section 185 of the Act. The Company has not given any loan/advances/loans to its Directors and/or persons or firms or companies referred to in Section 185 of the Act.
 7. contracts/arrangements with the related parties as specified in Section 188 of the Act, as applicable.
 8. issue or allotment or buy back,of securities/ redemption of preference shares or debentures or reduction of share capital/ conversion of shares/ securities as there were no such instances during the year.
 9. keeping in abeyance rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act. This clause is not applicable to the Company, or the financial year ended 31st March 2025

Address: D 163, Sector 47, NOIDA, (U.P) 201303



S PANIGRAHI & ASSOCIATES

Company Secretaries

(A peer-reviewed PCS Firm)

Phone No. + 91 8178322702, 9810350077

E-mail: cssabypan@gmail.com

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 during the financial year.
13. Appointment/re-appointment of auditors as per the provisions of section 139 of the Act.
14. approval required to be taken from Central Government, Tribunal, Company Law Board, Regional Director, Registrar, Courts or such other authorities as may be prescribed under the various provisions of the Act.
15. acceptance/renewal/ repayment of deposits: The Company has not accepted deposits during the financial year ended 31st March 2025.
16. borrowings from banks/directors/members/Public Financial Institutions/Banks and others and creation/modification/ satisfaction of charges in that respect wherever applicable.
17. loans 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 of the provisions of the Memorandum of Association and Articles of Association of the Company: The Company has not altered its Memorandum of Association and Articles of Association during the financial year ended 31st March 2025.

On the basis of documents produced before us and also confirmed by the management, no penalty/ punishment was imposed on the Company/ Directors/ officers under the provisions of the Companies Act, 2013 including the rules made thereunder during the financial year ended on 31st March 2025.

The Company and the Management undertake to maintain all the statutory record and our report is based on their undertaking and representation.

For S Panigrahi & Associates
Company Secretaries


Sabyasachi Panigrahi
Proprietor

Proprietor

M No.: F4522 (COP No. 27507)

Peer Review Certificate No. 6133/2024

UDIN: **F004522G002087341**

Place: NOIDA

Date: 28.11.2025



Address: D 163, Sector 47, NOIDA, (U.P) 201303

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, 2025

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

The total shareholding of Promoters' consisting of 8,247,962 Equity Shares (73.01%) as on 31st March, 2025, 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.

2. Pt. No. III Re: Particulars of Holding, Subsidiary and Associate Companies (Including Joint Ventures)

1. JKF Americas Inc., one of the Subsidiaries of the Company incorporated outside India, CIN/FCRN or Other registration number is not available with the Company. Further, Umang Dairies Limited, one of the Subsidiaries of the Company till 31st March, 2025 has been amalgamated into and with the Company pursuant to the Scheme of Arrangement which became effective on 17th June, 2025. Further, name of the Panchmahal Properties Limited (Panchmahal) was changed to Umang Dairies Limited w.e.f. 1st October, 2025 and accordingly CIN No. of Panchmahal was changed with effect from the said date. Hence CIN No. of Panchmahal is not available. However, to facilitate submission of names of the said Companies in E Form, dummy other registration number as NA and NAA have been shown respectively.

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

(i) 9,15,746 (8.11%) 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 Kamlapat Lakshmipat.

(ii) 16,27,910 (14.41%) 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 10,513 (0.09%) Equity Shares held by Shri Ashok Kumar Kinra, Director of the Company, 10,492 (0.09%) Equity Shares, held by him as Trustee of J.K. Fenner (India) Limited.

4. Pt. No. X Re: Remuneration of Directors and Key Managerial Personnel- Number of other Directors whose Remuneration details to be entered

Total Rs. 17,59,500/- filled in Others column was paid as Sitting Fee to the Directors during the FY 2024-25.



-1-




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

5. Pt. No. VI (c) Details of Foreign Institutional Investors' (FII) holding shares of the Company

The total no. of Foreign Institutional Investors' (FIIs) are 19. Complete list of FIIs holding shares of the Company as on 31st March, 2025 is attached separately. However, the information relating to Date and Country of Incorporation of the said FIIs was not available with the Depositories/Registrar & Share Transfer Agent (RTA) of the Company. Accordingly, to facilitate submission of the E-Form the mandatory field for "Country of Incorporation" and "Date of Incorporation" have been populated with dummy place and date as India and 31/03/2025, respectively.

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



BENGAL & ASSAM COMPANY LTD

Details of Foreign Institutional Investors (FIIs) as on 31/03/2025

Sl No.	Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
1	IBM DIVERSIFIED GLOBAL EQUITY FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	NA	NA	391	0.00
2	THE NOMURA TRUST AND BANKING CO., LTD. RE NOMURA - ACADIAN GLOBAL EMERGING MARKETS EQUITY FUND MOTHER FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	NA	NA	172	0.00
3	FIDELITY COMMON CONTRACTUAL FUND IIFIDELITY GLOBAL EMERGING MARKETS EQUITY FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	NA	NA	183	0.00
4	CASSINI PARTNERS, L.P. MANAGED BY HABROK CAPITAL MANAGEMENT LLP	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	NA	NA	234425	2.08
5	238 PLAN ASSOCIATES LLC	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	NA	NA	56786	0.51
6	SEI INSTITUTIONAL INVESTMENTS TRUST - SCREENED WORLD EQUITY EX-US FUND	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI 400063	NA	NA	346	0.00
7	SEI TRUST COMPANY, AS TRUSTEE ON BEHALF OF ACADIAN GLOBAL SMALL CAP EQUITY CIT FUND	HSBC SECURITIES SERVICES 11TH FLR. BLDG NO.3, NESCO - IT PARK NESCO COMPLEX, W E HIGHWAY GOREGAON EAST, MUMBAI 400063	NA	NA	34	0.00
8	CITY OF NEW YORK GROUP TRUST	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063	NA	NA	300	0.00
9	RUSSELL INVESTMENT COMPANY PLC-ACADIAN SUSTAINABLE EMERGING MARKETS EQUITY EX-FOSSIL FUEL UCITS	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	NA	NA	213	0.00
10	BOARD OF PENSIONS OF THE EVANGELICAL LUTHERAN CHURCH IN AMERICA	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	NA	NA	374	0.00
11	UNICO GLOBAL OPPORTUNITIES FUND LIMITED	ICICI BANK LTD 1ST FLOOR EMPIRE COMPLEX 414 S B MARG LOWER PAREL MUMBAI MAHARASHTRA 400013	NA	NA	30000	0.27
12	FLORIDA RETIREMENT SYSTEM.- ACADIAN ASSET MANAGEMENT, INC	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001	NA	NA	116	0.00
13	ACADIAN EMERGING MARKETS EX-CHINA EQUITY MASTER FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001	NA	NA	172	0.00
14	ACADIAN EMERGING MARKETS SMALL CAP EQUITY FUND, LLC	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001	NA	NA	35	0.00
15	ACADIAN ACWI EX US SMALL-CAP FUND LLC	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001	NA	NA	152	0.00
16	PREMIER INVESTMENT FUND LIMITED	Kotak Mahindra Bank Ltd A wing, 5th floor, Intellion Square Infinity IT Park Gen AK Vaidya Marg, Malad E, Mumbai 400097	NA	NA	46840	0.41
17	HABROK INDIA MASTER LP	Kotak Mahindra Bank Ltd A wing, 5th floor, Intellion Square Infinity IT Park Gen AK Vaidya Marg, Malad E, Mumbai 400097	NA	NA	142000	1.26
18	FLEXSHARES MORNINGSTAR EMERGING MARKETS FACTOR TILT INDEX FUND	JP Morgan Chase Bank N.A. INDIA SUB CUSTODY 3rd Fir,JP MORGAN TOWER,OFF CST ROAD KALINA, SANTACRUZ - EAST, MUMBAI 400098	NA	NA	1551	0.02
19	TEACHERS RETIREMENT SYSTEM OF THE CITY OF NEW YORK	JP Morgan Chase Bank N.A. INDIA SUB CUSTODY 3rd Fir,JP MORGAN TOWER,OFF CST ROAD KALINA, SANTACRUZ - EAST, MUMBAI 400098	NA	NA	91	0.00
Total					514181	4.55