

# FORM NO. MGT-7

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



# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company	<input type="text" value="L67120WB1947PLC221402"/>	<input type="button" value="Pre-fill"/>						
Global Location Number (GLN) of the company	<input type="text"/>							
* Permanent Account Number (PAN) of the company	<input type="text" value="AABCB0970C"/>							
(ii) (a) Name of the company	<input type="text" value="BENGAL &amp; ASSAM COMPANY L"/>							
(b) Registered office address	<input type="text" value="7, COUNCIL HOUSE STREET&lt;br/&gt;KOLKATA&lt;br/&gt;Kolkata&lt;br/&gt;West Bengal&lt;br/&gt;700001"/>							
(c) *e-mail ID of the company	<input type="text" value="dswain@jkmil.com"/>							
(d) *Telephone number with STD code	<input type="text" value="03322486181"/>							
(e) Website	<input type="text" value="www.bengalassam.com"/>							
(iii) Date of Incorporation	<input type="text" value="30/01/1947"/>							
(iv)	<table border="1"><thead><tr><th>Type of the Company</th><th>Category of the Company</th><th>Sub-category of the Company</th></tr></thead><tbody><tr><td>Public Company</td><td>Company limited by shares</td><td>Indian Non-Government company</td></tr></tbody></table>	Type of the Company	Category of the Company	Sub-category of the Company	Public Company	Company limited by shares	Indian Non-Government company	
Type of the Company	Category of the Company	Sub-category of the Company						
Public Company	Company limited by shares	Indian Non-Government company						
(v) Whether company is having share capital	<input checked="" type="radio"/> Yes	<input type="radio"/> No						
(vi) *Whether shares listed on recognized Stock Exchange(s)	<input checked="" type="radio"/> Yes	<input type="radio"/> No						

(a) Details of stock exchanges where shares are listed

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

(b) CIN of the Registrar and Transfer Agent

U74210DL1991PLC042569

Pre-fill

Name of the Registrar and Transfer Agent

ALANKIT ASSIGNMENTS LIMITED

Registered office address of the Registrar and Transfer Agents

205-208ANARKALI COMPLEX  
JHANDEWALAN EXTENSION

(vii) \*Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

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

(a) If yes, date of AGM 08/09/2022

(b) Due date of AGM 30/09/2022

(c) Whether any extension for AGM granted  Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities 1

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

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

\*No. of Companies for which information is to be given 40

Pre-fill All

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

3	MODERN COTTON YARN SPINNING	U17111TN2005PLC057274	Subsidiary	88.18
4	ACORN ENGINEERING LTD	U74210TN1978PLC150933	Subsidiary	88.18
5	DIVYASHREE COMPANY PRIVATE	U10100DL2008PTC178373	Subsidiary	92.76
6	PANCHMAHAL PROPERTIES LIMITED	U74899DL1995PLC068913	Subsidiary	100
7	L V P FOODS PRIVATE LIMITED	U45200DL2006PTC156229	Subsidiary	99.99
8	JK AGRI GENETICS LIMITED	L01400WB2000PLC091286	Subsidiary	67.42
9	UMANG DAIRIES LIMITED	L15111UP1992PLC014942	Subsidiary	55.3
10	JK TYRE & INDUSTRIES LIMITED	L67120RJ1951PLC045966	Subsidiary	52.8
11	3DINNOVATIONS PRIVATE LIMITED	U74110DL2007PTC158104	Subsidiary	52.8
12	CAVENDISH INDUSTRIES LIMITED	U74900WB2015PLC204899	Subsidiary	46.19
13	J.K. International Ltd.		Subsidiary	52.8
14	J.K. Asia Pacific Ltd.		Subsidiary	52.8
15	J.K. Asia Pacific (S) Pte. Ltd.		Subsidiary	52.8
16	Lankros Holdings Ltd.		Subsidiary	52.8
17	Sarvi Holdings SwitzerlandAG		Subsidiary	52.8
18	JK Tornel S.A. de C.V.		Subsidiary	52.79
19	Comercializadora America Unificada		Subsidiary	52.79
20	CompaniaHulera Tacuba, S.A. de C.V.		Subsidiary	52.79
21	CompaniaHuleraTornel, S.A. de C.V.		Subsidiary	52.79
22	Compania Inmobiliaria Norida, S.A. de C.V.		Subsidiary	52.79
23	General de Inmuebles Industriales		Subsidiary	52.79
24	Gintor Administracion, S.A. de C.V.		Subsidiary	52.79
25	Hules Y ProcesosTornel, S.A. de C.V.		Subsidiary	52.79
26	JKF Americas, Inc.		Subsidiary	88.18
27	JK LAKSHMI CEMENT LIMITED	L74999RJ1938PLC019511	Associate	44.28

28	JK PAPER LIMITED	L21010GJ1960PLC018099	Associate	47
29	PRANAV INVESTMENT (M.P) CC	U65929DL1974PLC114590	Associate	30
30	DWARKESH ENERGY LIMITED	U31200DL2005PLC278945	Associate	45.22
31	PSV ENERGY PRIVATE LIMITED	U40300DL2013PTC258991	Associate	22.92
32	HARI SHANKAR SINGANIA ELA	U73100RJ1991NPL006245	Associate	12.67
33	TREEL MOBILITY SOLUTIONS P	U72900PN2018PTC175996	Associate	13.73
34	CLINIRX RESEARCH PRIVATE LI	U85110WB2004PTC098498	Associate	41.97
35	DEEPTI ELECTRONICS AND ELE	U33203KA2000PTC027238	Associate	59.32
36	GLOBAL STRATEGIC TECHNOL	U74140DL2011PLC216818	Associate	48.96
37	JK INSURANCE BROKERS LIMIT	U74999DL2002PLC114816	Associate	48.82
38	GRAM POWER INFRASTRUCTU	U51909RJ2019PTC066645	Associate	22.92
39	Valiant Pacific LLC		Associate	25.87
40	Western Tire Holdings, Inc.		Associate	21.12

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

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

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

Number of classes

1

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

###### (b) Preference share capital

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

Number of classes

1

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

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	229,060	11,067,268	11296328	112,963,280	112,963,280	
<b>Increase during the year</b>	0	12,305	12305	123,050	123,050	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0

x. Others, specify		12,305	12305	123,050	123,050	
Increase in Demat Shareholders						
<b>Decrease during the year</b>	12,305	0	12305	123,050	123,050	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	12,305		12305	123,050	123,050	
Decrease in Physical Shareholders						
<b>At the end of the year</b>	216,755	11,079,573	11296328	112,963,280	112,963,280	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	6,500,000	6500000	650,000,000	650,000,000	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	6,500,000	6500000	650,000,000	650,000,000	

ISIN of the equity shares of the company

INE083K01017

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

0

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

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

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

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

Date of the previous annual general meeting		<input type="text" value="08/09/2021"/>	
Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2 - Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	

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

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

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

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

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

**Details of debentures**

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

**(v) Securities (other than shares and debentures)**

0

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

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

**(i) Turnover**

1,028,635,000

**(ii) Net worth of the Company**

8,940,055,000

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

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

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

**Total number of shareholders (promoters)**

30

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

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,308,028	11.58	0	0
	(ii) Non-resident Indian (NRI)	104,742	0.93	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	11	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	55,818	0.49	0	0
4.	Banks	653	0.01	0	0
5.	Financial institutions	116	0	0	0
6.	Foreign institutional investors	398,400	3.53	0	0
7.	Mutual funds	364	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	560,981	4.97	6,500,000	100
10.	Others Overseas Corporate Bodies,	659,753	5.84	0	0

	<b>Total</b>	3,088,866	27.35	6,500,000	100
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**Total number of shareholders (other than promoters)**

22,954

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

22,984

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

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

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

Details	At the beginning of the year	At the end of the year
Promoters	30	30
Members (other than promoters)	24,594	22,954
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
<b>A. Promoter</b>	0	3	0	3	0	23.73
<b>B. Non-Promoter</b>	0	6	0	6	0	1.6
(i) Non-Independent	0	1	0	1	0	1.6
(ii) Independent	0	5	0	5	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0

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

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

12

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

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

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

0

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

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

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

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	08/09/2021	24,732	94	82.33
Extraordinary General Meet	30/12/2021	23,691	99	81.31

## B. BOARD MEETINGS

\*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	28/05/2021	9	9	100
2	12/08/2021	9	8	88.89
3	12/11/2021	9	8	88.89
4	02/12/2021	9	7	77.78
5	11/02/2022	9	8	88.89

## C. COMMITTEE MEETINGS

Number of meetings held

11

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	28/05/2021	4	4	100
2	Audit Committee	12/08/2021	4	4	100
3	Audit Committee	12/11/2021	4	3	75
4	Audit Committee	02/12/2021	4	4	100
5	Audit Committee	11/02/2022	4	3	75
6	Stakeholders' Meeting	12/08/2021	3	2	66.67
7	Stakeholders' Meeting	12/11/2021	3	3	100
8	Stakeholders' Meeting	10/02/2022	3	2	66.67
9	Nomination & Remuneration Committee	28/05/2021	3	3	100
10	Committee of Management	22/07/2021	4	4	100

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	08/09/2022
								(Y/N/NA)
1	BHARAT HAR	5	5	100	2	2	100	No
2	RAGHUPATI S	5	4	80	5	3	60	Yes
3	VINITA SINGH	5	4	80	0	0	0	Yes
4	BAKUL JAIN	5	4	80	9	6	66.67	No
5	SHAILENDRA	5	5	100	2	2	100	Yes
6	SANJAY KUM	5	4	80	6	5	83.33	Yes
7	SANJEEV KU	5	5	100	6	6	100	Yes
8	ASHOK KUMA	5	5	100	9	9	100	Yes
9	DEEPA GOPA	5	4	80	0	0	0	Yes

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	UPENDRA KUMAR	MANAGER & CH	4,440,000	0	0	13,011,637	17,451,637
	Total		4,440,000	0	0	13,011,637	17,451,637

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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	DILLIP KUMAR SW	COMPANY SEC	2,160,000	0	0	5,513,511	7,673,511
	Total		2,160,000	0	0	5,513,511	7,673,511

Number of other directors whose remuneration details to be entered

9

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	BHARAT HARI SIN	Director	0	350,000	0	177,500	527,500
2	RAGHUPATI SINGH	Director	0	250,000	0	157,500	407,500
3	VINITA SINGHANIA	Director	0	250,000	0	120,000	370,000
4	BAKUL JAIN	Director	0	250,000	0	220,000	470,000
5	SHAILENDRA SWAMI	Director	0	250,000	0	180,000	430,000
6	SANJAY KUMAR K	Director	0	250,000	0	240,000	490,000
7	SANJEEV KUMAR	Director	0	250,000	0	270,000	520,000
8	ASHOK KUMAR K	Director	0	250,000	0	290,000	540,000
9	DEEPA GOPALAN	Director	0	250,000	0	130,000	380,000
	Total		0	2,350,000	0	1,785,000	4,135,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

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

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

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

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

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

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

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

Yes  No

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

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

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

Name

Whether associate or fellow  Associate  Fellow

Certificate of practice number

**I/We certify that:**

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

**Declaration**

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

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

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

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

**To be digitally signed by**

Director 

DIN of the director

**To be digitally signed by** 

- Company Secretary
- Company secretary in practice

Membership number  Certificate of practice number

**Attachments**

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

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

MGT 8 2022.pdf Additional Attachment.pdf Share Transfer List 2021-22.pdf
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<b>Remove attachment</b>
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Modify
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Check Form
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Prescrutiny
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Submit
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**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

# NAMO NARAIN AGARWAL

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

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

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

## FORM NO. MGT 8

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

### CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I/We have examined the registers, records and books and papers of **Bengal & Assam Company Limited** (CIN: L67120WB1947PLC221402) (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the Rules made there under for the Financial Year ended on **31<sup>st</sup> March, 2022**. In my/~~our~~ opinion and to the best of my information and according to the examinations carried out by me/~~us~~ and explanations furnished to me/~~us~~ by the Company, its officers and agents, I/we certify that:

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




5. closure of Register of Members / ~~Security holders~~, as the case may be;
6. advances/loans to its Directors and/or persons or firms or companies referred in Section 185 of the Act;
7. contracts/arrangements with related parties as specified in Section 188 of the Act;
8. ~~issue or allotment or transfer or transmission or buy back of securities / redemption of preference shares or debentures / alteration or reduction of share capital / conversion of shares / securities~~ and issue of share certificates/letters of confirmation in all instances;
9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
10. declaration/payment of dividend; transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act;
11. signing of audited Financial Statement as per the provisions of Section 134 of the Act and Report of Directors is as per Sub - Sections (3), (4) and (5) thereof;
12. constitution appointment/re-appointments/retirement/~~filling up casual vacancies~~/disclosures of the Directors, Key Managerial Personnel and the Remuneration paid to them;
13. appointment/reappointment/filling up casual vacancy of Statutory Auditors as per the provisions of Section 139 of the Act;
14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. acceptance/renewal/repayment of deposits;  
(except security deposit from tenants) None



16. borrowings from its directors, members, public financial institutions, banks and others and creation/modification/satisfaction of charges in that respect, wherever applicable;
17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act ;
18. alteration of the provisions of the Memorandum and/or Articles of Association of the Company; None

Place: New Delhi  
Date: 1<sup>st</sup> November, 2022  
UDIN: **F000234D001427132**



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

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

# BENGAL & ASSAM COMPANY LIMITED

Secretarial Deptt. : 'Gulab Bhawan', 3<sup>rd</sup> 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 31<sup>st</sup> March, 2022

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

The total shareholding of Promoters' consisting of 82,07,462 Equity Shares (72.66%) as on 31<sup>st</sup> March, 2022, pertains to constituents of the Promoter Group as per SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018. The same does not form part of the Promoters' as defined in the Companies Act, 2013.

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

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

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

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

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

Apart from the details mentioned in Form MGT-7 at Pt. No. IX (C), the following meetings of the other Committees of Directors of the Company, as detailed hereunder was also held during the financial year 2021-22.

Sl. No.	Type of Meeting	Date of Meeting	Total Members as on the date of the meeting	Attendance	
				Number of members attended	as %age of total members
11	Group Risk Management Committee	11.02.2022	5	2	40
12	IT Strategy Committee	02.12.2021	3	3	100
13	Share Transfer Committee	23.07.2021	2	2	100
14	Share Transfer Committee	29.09.2021	2	2	100
15	Share Transfer Committee	22.10.2021	2	2	100
16	Share Transfer Committee	19.01.2022	2	2	100
17	Share Transfer Committee	08.03.2022	2	2	100

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

Total Rs. 17,85,000/- filled in Others column was paid as sitting fee to the Directors.

Certified to be true  
For Bengal & Assam Company Limited



  
(Dillip Kumar Swain)

Company Secretary  
Membership No. F4113

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

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

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

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

