

**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

**Undertaking regarding No Objection Certificate from Lending Scheduled Commercial Banks/ Financial Institutions for Scheme of Arrangement**

To,  
The General Manager,  
Department of Corporate Services,  
BSE Limited,  
P.J. Towers, Dalal Street,  
Mumbai – 400 001

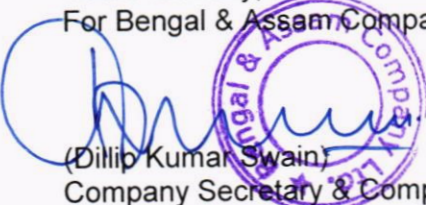
Dear Sir/ Ma'am,

**Reference : Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Scheme of Arrangement amongst Umang Dairies Limited ("UDL"/ "Demerged Company"/ "Amalgamating Company"), Panchmahal Properties Limited ("PPL"/ "Resulting Company 1") and Bengal & Assam Company Limited ("BACL"/ "Resulting Company 2"/ "Amalgamated Company") and their respective shareholders and creditors ("Scheme") , presented under Section 230-232 read with other applicable provisions of the Companies Act, 2013**

This is with reference to the proposed Scheme of Arrangement amongst Umang Dairies Limited ("**Demerged Company**"/ "**Amalgamating Company**"), Panchmahal Properties Limited ("**Resulting Company 1**") and Bengal & Assam Company Limited ("**Resulting Company 2**"/ "**Amalgamated Company**"). This is to confirm that the Company has initiated the process for obtaining the No Objection Certificate from the Lending Scheduled Commercial Banks/ Financial Institutions/ Debenture Trustees (as applicable) as required under Para A (2) (k) of Part I of SEBI Master Circular dated 20<sup>th</sup> June, 2023, as amended, and the same shall be submitted to the Exchange before receipt of the No-objection Letter from the Stock Exchange in terms of Regulation 37(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

Thanking you.

Yours faithfully,  
For Bengal & Assam Company Limited

  
(Dillip Kumar Swain)  
Company Secretary & Compliance Officer  
Membership No.: FCS 4113

Place: New Delhi  
Date: 17<sup>th</sup> July, 2023

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