

INFORMATION MEMORANDUM

BENGAL & ASSAM COMPANY LIMITED

(An existing Company within the meaning of the Companies Act, 1956. Originally incorporated on 30th January 1947 under the Indian Companies Act, 1913 as Bengal & Assam Investors Limited in the State of West Bengal, the name of the Company was subsequently changed to Bengal & Assam Company Limited w.e.f. 2nd June 1982. The Registered Office of the Company was shifted from the State of West Bengal to the NCT of Delhi in the year 2002.)

Regd Office: Link House, 3, Bahadur Shah Zafar Marg, New Delhi-110 002 ; **Secretarial Deptt:** Gulab Bhawan, 3rd Floor, 6A, Bahadur Shah Zafar Marg, New Delhi-110 002 ; **Company Secretary and Compliance Officer :** Shri Dillip Swain ; **Phone :** 011 – 41011116, 23311112-5 (Extn. 633); **Fax :** 011–23739475; **Website:** www.bengalassam.com; **Email :** dswain@jkm.com

INFORMATION MEMORANDUM FOR LISTING OF 86,83,553 EQUITY SHARES OF RS.10 EACH

GENERAL RISKS

Investment in equity and equity-related securities involves a degree of risk and investors should not invest in the equity shares unless they can afford to take the risk of taking losses on such investment. Investors are advised to read the Risk Factors carefully before taking an investment decision in the shares of Bengal & Assam Company Limited (BACL/ the Company) . For taking an investment decision, investors must rely on their own examination of the Company including the risks involved.

ABSOLUTE RESPONSIBILITY OF BENGAL & ASSAM COMPANY LIMITED

BACL having made all reasonable inquiries, accepts responsibility for, and confirms that this Information Memorandum contains all material information with regard to BACL, which is material in the context of the issue of shares pursuant to the Scheme of Amalgamation, that the information contained in this Information Memorandum is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Information Memorandum as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The existing Equity Shares of BACL including the Equity Shares issued/allotted by BACL pursuant to the Scheme of Amalgamation of Ashim Investment Company Limited(AICL) and its wholly-owned Subsidiaries-Mayfair Finance Limited, Sidhi Vinayak Investment Limited, Terrestrial Finance Limited and Yashodhan Investment Limited and Netflir Finco Limited (NFL) and its wholly-owned subsidiaries-Hansdeep Investment Limited , Hidrive Finance Limited , Panchanan Investment Limited and Radial Finance Limited into and with Bengal & Assam Company Limited (BACL) (the Scheme) are proposed to be listed on The Bombay Stock Exchange Limited, Mumbai (BSE) and The Calcutta Stock Exchange Association Limited, Kolkata (CSE).

REGISTRAR & SHARE TRANSFER AGENT

Alankit Assignments Limited
Alankit House
2E/21, Jhandewalan Extension
New Delhi 110 055

Tel. No. 011-23541234
Fax No. 011-23552001
Email: info@alankit.com
Website: www.alankit.com

GLOSSARY OF TERMS/ABBREVIATIONS

Articles/Articles of Association	Articles of Association of Bengal & Assam Company Limited
Amalgamating Companies	Ashim Investment Company Limited(AICL) ,Mayfair Finance Limited (MFL), Sidhi Vinayak Investment Limited(SVI), Terrestrial Finance Limited (TFL), Yasodhan Investment Limited (YIL), Netfliar Finco Limited (NFL),Hansdeep Investment Limited (HIL), Hidrive Finance Limited (HFL), Panchanan Investment Limited (PIL) and Radial Finance Limited (RFL)
Auditors	The Statutory Auditors of BACL
BACL/ the Company	Bengal & Assam Company Limited
Banker(s) to the Company	The Bankers of BACL
Board of Directors/Board/ Directors	The Board of Directors of BACL
BSE	Bombay Stock Exchange Limited, Mumbai
CDSL	Central Depository Services (India) Limited, Mumbai
Companies Act	The Companies Act, 1956, as amended from time to time
CSE	The Calcutta Stock Exchange Association Limited, Kolkata
CRPS	7% Cumulative Redeemable Preference Shares of Rs. 100/- each.
EPS	Earning per Equity Share
Equity Shares	Equity Shares of the Company of Rs. 10 each
Information Memorandum	This document as filed with the Stock Exchanges is known as and referred to as the Information Memorandum for listing of the Equity Shares of BACL
Memorandum/Memorandum of Association	The Memorandum of Association of BACL
NAV	Net Asset Value per share
NSDL	National Securities Depository Limited, Mumbai
NBFC	Non Banking Financial Company
RBI	Reserve Bank of India
ROC	Registrar of Companies, NCT of Delhi and Haryana
Scheme	The Scheme of Amalgamation of Ashim Investment Company Limited and Its wholly-owned Subsidiaries - Mayfair Finance Limited Sidhi Vinayak Investment Limited, Terrestrial Finance Limited and Yashodhan Investment Limited and Netfliar Finco Limited and its wholly-owned Subsidiaries - Hansdeep Investment Limited, Hidrive Finance Limited , Panchanan Investment Limited and Radial Finance Limited into and with Bengal & Assam Company Limited sanctioned by the Hon'ble High Court of Delhi has become effective on 11 th November 2008.
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act.
SEBI Guidelines	SEBI (Disclosure and Investor Protection) 2000 issued by SEBI effective from January 27, 2000, as amended, including instructions and clarifications issued by SEBI from time to time.
Stock Exchanges	Bombay Stock Exchange Limited, Mumbai (BSE), The Calcutta Stock Exchange Association Limited, Kolkata(CSE)

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1. RISK FACTORS

An investment in equity securities involves a high degree of risk. Investors should carefully consider all of the information in this Information Memorandum including the risks and uncertainties described below, before making an investment in our Equity Shares through secondary market. Occurrence of any of the following risks as well as the other risks and uncertainties discussed in this Information Memorandum could have a material adverse effect on our business, financial condition and results of operations and could cause the trading price of our Equity Shares to decline, which could result in the loss to the investor.

The investor(s) should consider the following risk factors carefully in evaluating the Company and its business before making any investment decision.

INTERNAL RISKS FACTORS

1. Risks envisaged by the Management

Bengal & Assam Company Limited (BACL/the Company) is an investment company registered with RBI as NBFC. Its sources of income are from the dividends receivable on investments made and held by it in other companies, interest income, rental income, etc. Any adverse financial impact on the operations/business of the investee company and change in general economic scenario may impact the revenues of BACL. After the listing, the price of the Company's equity shares may be volatile, or an active trading market for the Company's Equity Shares may not develop.

2. Management Perception

The prices of the Equity Shares on the Indian stock exchanges may fluctuate after this listing, as a result of several factors including volatility associated with the capital markets, the Company's results of operations and performance, performance of the companies in which the Company holds shares, and the perception in the market about investment sector, adverse media reports or recommendations by financial analysts and rapidly changing global economic scenario. There can be no assurance that an active trading market for the Equity Shares will develop or be sustained after this listing, or that the prices at which the Equity Shares are initially traded will correspond to the prices at which the Equity Shares will trade in the market subsequently.

EXTERNAL RISKS FACTORS

1. Any changes in regulations may materially affect operations and growth prospects adversely

The activities of the Company being a NBFC are primarily governed by Reserve Bank of India (RBI), which makes Policies, Rules & Regulations etc. applicable to such Companies from time to time. Changes therein may adversely affect the operation and growth prospects. However, the RBI does not accept any responsibility or guarantee about the present position as to the financial soundness of the Company or for the correctness of any of the statements or representations made or opinions expressed by the Company and for repayment of deposits/discharge of liabilities by the Company.

2. Performance is linked to the stability of political situation and stability of policies in India and other Countries

Any political instability could delay the reform of the Indian economy, which could materially adversely impact Company's business adversely. The role of the Central and State Governments in the Indian economy has remained significant over the years. The Government has pursued policies of economic liberalization, including significantly relaxing restrictions on the private sector since 1991. There can be no assurance that these liberalization policies will continue in the future. The rate of economic liberalization could change, and specific laws and policies affecting NBFCs, foreign investment, currency exchange rates and other matters affecting investments in Indian companies could change as well. A significant change in India's economic liberalization and deregulation policies could disrupt business and economic conditions in India, thus affecting Company's business.

3. Any acts of war, terrorist attacks or conflicts involving India or other countries could adversely affect business sentiment and the financial markets and adversely affect the business

India has from time to time experienced, and continues to experience, social and civil unrest, terrorist attacks and hostilities with neighboring countries. Terrorist attacks and other acts of violence, war or conflicts, particularly those involving India, as well as the US and the EU may adversely affect Indian and worldwide financial markets. Such acts may negatively impact business sentiment, which could adversely affect our business and profitability. This could have an adverse effect on the market for securities of Indian companies, including our Equity Shares. The consequences of any armed conflicts are unpredictable, and we may not be able to foresee events that could have an adverse effect on Company's business.

4. Natural calamities could have a negative impact on the Indian economy and harm the Company's business

India has experienced natural calamities such as earthquakes, floods, droughts and a tsunami in recent years. The extent and severity of these natural disasters and pandemics determines their impact on these economies. Prolonged spells of abnormal rainfall and other natural calamities could have an adverse impact on the economies in which we have operations, which could adversely affect our business and the price of Company's Equity Shares.

Notes to Risk Factors:

- On implementation of the Scheme :-
 - (a) the Book Value per Equity Share is Rs.230.50;
 - (b) the Net worth of the Company is Rs.200.16 Crores.
- Listing is being sought for 86,83,553 fully paid Equity Shares of Rs.10 each on BSE and CSE.

- For any clarification/information/complaint pertaining to the Equity Shares, the investors may contact the Compliance Officer/Registrar & Share Transfer Agent, who will attend to the same.
- The Company has not entered into any related party transactions during the 12 months period ending 31st March 2009 except as mentioned in Financial Information for the year ended 31.03.2009 provided in this Information Memorandum.

2. GENERAL INFORMATION

BACL was originally incorporated under the name 'Bengal & Assam Investors Limited ' as a Public Limited Company under the Companies Act, 1913 on 30th January 1947 in the State of West Bengal. The name of the Company was changed from Bengal & Assam Investors Limited to "Bengal & Assam Company Limited" on 2nd June 1982. The Registered Office of the Company was shifted from the State of West Bengal to the NCT of Delhi & Haryana on 4th September 2002 with due approvals. The Registered Office of the Company at present is at Link House, 3, Bahadur Shah Zafar Marg, New Delhi 110 002.

The CIN No. of the Company is U67120DL1974PLC116830.

BACL is an Investment Company, and is duly registered as a NBFC with the Reserve Bank of India, New Delhi.

Address of the ROC: The Registrar of Companies, NCT of Delhi & Haryana ,61, Nehru Place, New Delhi – 110 019

Board of Directors

S.No	Name	Age (years)	Category
1.	Shri Hari Shankar Singhania	76	Chairman (Non-Executive) – Promoter Director
2.	Shri Bharat Hari Singhania	70	Promoter Director Non-Executive
3.	Dr. Raghupati Singhania	62	Promoter Director Non-Executive
4.	Smt. Vinita Singhania	56	Promoter Director Non-Executive
5.	Shri Om Prakash Khaitan	65	Independent Director
6.	Shri Shailendra Swarup	64	Independent Director
7.	Shri Jatan Roop Chand Bhandari	75	Independent Director
8.	Shri Lajpat Rai Puri	86	Independent Director

Authority for listing

The Hon'ble High Court of Delhi at New Delhi have vide its order dated 22nd August 2008, sanctioned the Scheme .The effective date of the Scheme is 11th November 2008.

The Scheme provided that for every 59 fully paid Equity Shares of Rs.10 each held in AICL as on the Record Date fixed for the purpose by AICL (28th November 2008), the Members of AICL shall be entitled to receive, without any application, act, deed or payment, 23 fully paid

Equity Shares of Rs.10 each of BACL. The Scheme further provided that for every 73 fully paid Equity Shares of Rs.10 each held in NFL as on the Record Date fixed for the purpose by NFL (28th November 2008), the Members of NFL shall be entitled to receive, without any application, act, deed or payment, 17 fully paid Equity Share of Rs.10 each of BACL.

The Scheme provided that the Equity Shares of BACL including the Equity Shares emerging on amalgamation of AICL and its subsidiaries and NFL and its subsidiaries in terms of the Scheme shall be listed and admitted for trading on (BSE) and (CSE) with such lock-in conditions as may be prescribed under applicable laws. However, any existing lock-in provisions in respect of any of the equity shares of AICL and/or NFL shall continue to apply *mutatis mutandis* for the unexpired period of such lock-in to the equity shares issued by the BACL against such locked-in equity shares of AICL and/or NFL to the holders thereof. Such listing and admission for trading is not automatic and will be subject to fulfillment by BACL of the listing requirements prescribed by BSE and CSE and also subject to such other terms and conditions as may be required by BSE and CSE at the time of application by BACL seeking listing thereof.

The BSE while according its approval to AICL & NFL pursuant to clause 24(f) of the Listing Agreement stipulated the following conditions:

- (1) To submit the Information Memorandum containing all the information about BACL and its group companies in line with the disclosure requirements applicable for public issues with BSE, for making the same available to the public through the website of the Exchange. Further, the Company is also advised to make the same available to the public through the website of BACL.
- (2) To publish an advertisement in the newspapers containing all the information about BACL in line with the details required as per clause 8.3.5.4 of SEBI (DIP) Guidelines. The advertisement should draw a specific reference to the aforesaid Information Memorandum available on the website of the Company as well as the Stock Exchange.
- (3) To disclose all the material information about BACL to Bombay Stock Exchange Limited on a continuous basis so as to make the same public.
- (4) That there will not be any change in the pre-demerger capital structure of BACL except for issuance of shares to be issued pursuant to the Scheme of Arrangement, till the listing of its equity shares on the Bombay Stock Exchange Limited.
- (5) The following provision shall be incorporated in the Scheme with respect to allotment of shares by BACL to the shareholders of AICL and NFL. "The shares allotted pursuant to the Scheme shall remain frozen in the depositories system till listing/trading permission is given by the designated stock exchange".
- (6) That the entire pre amalgamation share capital of BACL comprising 51,54,265 equity shares of Rs.10 each (held by promoters) shall be under lock-in for a period of 3 years (three) from the date of listing on the Bombay Stock Exchange Limited, in accordance with provisions of clause 8.3.5.1(viii)(b) of SEBI (DIP) Guidelines, 2000.

BACL has submitted this Information Memorandum to BSE containing information about itself and making disclosures in line with the disclosure requirements for public issues as

applicable to BSE, for making the said Information Memorandum available to public through its website.

BACL will make the Information Memorandum available on its Website. BACL will also publish an advertisement in the newspapers containing its details in line with clause 8.3.5.4 of SEBI (DIP Guidelines). BACL will make a specific reference therein to the availability of the aforesaid Information Memorandum on its website as well as of the BSE. BACL also undertakes that all material information about BACL shall be disclosed to Stock Exchanges on a continuous basis so as to make the same available to public, in addition to the requirements, if any, specified in the Listing Agreement for disclosures about the subsidiaries.

Prior to the Amalgamation of AICL and NFL with BACL, the Equity Shares of AICL were listed on BSE and the Equity Shares of NFL were listed on NSE, BSE and CSE. However, NSE while granting its NOC under clause 24(f) of the Listing Agreement to the sanction of the Scheme, stated that the transferee company (BACL) does not fulfill the eligibility requirement for listing of its shares, post amalgamation, on the said stock exchange. Accordingly, post sanction of the Scheme, it is proposed to list the equity shares of BACL on BSE and CSE.

Prohibition by SEBI

The Company, its directors, its promoters, other companies promoted by the promoters and companies with which the Company's directors are associated as directors have not been prohibited from accessing the capital markets under any order or direction passed by SEBI.

Caution

The Company accepts no responsibility for statements made otherwise than in the Information Memorandum or in the advertisement to be published in terms of Clause 8.3.5.4 of SEBI (DIP) Guidelines, 2000 or any other material issued by or at the instance of the Company and any one placing reliance on any other source of information would be doing so at his or her own risk. All information shall be made available by the Company to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner.

Disclaimer Clause of BSE

As already stated, a copy of this Information Memorandum has been submitted to BSE. The BSE shall on compliance of the listing conditions, grant listing approval for the Equity Shares.

The BSE does not in any manner—

- **warrant, certify or endorse the correctness or completeness of any of the contents of this Information Memorandum; or**
- **warrant that this Company's securities will be listed or will continue to be listed on the BSE; or**
- **take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;**

and it should not for any reason be deemed or construed to mean that this Information Memorandum has been cleared or approved by the BSE. Every person who desires to

apply for or otherwise acquire any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

Disclaimer Clause of CSE

As, required, a copy of this Information Memorandum has been submitted to CSE. CSE has vide its letter dated 22nd February 2008, approved the Scheme under Clause 24(f) of the listing Agreement and by virtue of the said approval CSE's name in this Information Memorandum has been included as one of the stock exchanges on which this Company's securities are proposed to be listed. It is to be distinctly understood that the aforesaid permission given by CSE should not in any way be deemed or construed that this Information Memorandum has been cleared or approved by CSE; nor does CSE in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this information Memorandum; nor does it warrant that the Company's securities will be listed or continue to be listed on the CSE; nor does it take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of the Company. Every person who desires to apply for or otherwise acquire any securities of the Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against CSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription or acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

Filing

Copies of this Information Memorandum has been filed with BSE and CSE.

Listing

Applications have been made to BSE and CSE for listing permission to deal in and official quotation of the Equity Shares of the Company. BACL has nominated BSE as the Designated Stock Exchange for the aforesaid listing of the shares. BACL shall ensure all steps for the completion of necessary formalities for listing and commencement of trading on all the Stock Exchanges mentioned above.

Demat facility

BACL has executed Agreements with National Securities Depository Ltd. and Central Depository Services (India) Ltd. for admitting its securities in demat form. The ISIN of the Company is INEK08301017.

Registrar & Share Transfer Agent

Alankit Assignments Limited
Alankit House
2E/21, Jhandewalan Extension
New Delhi 110 055
Tel. No. 011-23541234, Fax No. 011-23552001
Email: info@alankit.com
Website: www.alankit.com

Auditors

M/s J.S.Lodha & Co.,
Chartered Accountants
Brindavan Gardens,
Block A5, Flat – 4A, 98 Christopher Road,
Kolkata – 700 046
Fax No. : 033 - 22486960
Phone No.: 033 - 23298545

Banker(s) to the Company

1. Central Bank of India
Press Area
Link House, 3, Bahadur Shah Zafar Marg
New Delhi 110 002
2. Standard Chartered Bank
Naraina Manzil
23, Barakhamba Road
New Delhi- 110001

Compliance Officer and Company Secretary

Shri Dillip Swain
Company Secretary
Bengal & Assam Company Limited
Gulab Bhawan (Rear Wing) 3rd Floor, 6A, Bahadur Shah Zafar Marg
New Delhi 110 002
Tel. No. 41011116, 23311112-5 (Extn.633),
Email id: dswain@jksmail.com

Investors can contact the Compliance Officer in case of any share transfer related problem.

3. CAPITAL STRUCTURE

	Pre-Scheme (as at 31.3.2007)		Post-Scheme (as at 31.12.2008)	
	No. of Shares	Value (in Rs.)	No. of Shares	Value (in Rs.)
A. Authorised Share Capital				
(a) Equity Shares of Rs.10 each	14,32,50,000	1,43,25,00,000	35,67,30,000	3,56,73,00,000
(b) Redeemable Preference Shares of Rs.100 each	4,00,000	4,00,00,000	12,52,000	12,52,00,000
(c) Unclassified shares of Rs.10 each	5,00,000	50,00,000	--	--
		1,47,75,00,000		3,69,25,00,000
B. Issued , Subscribed and Paid – up Share Capital				
(a) Equity Shares of Rs.10 each	51,54,265	5,15,42,650	86,83,553	8,68,35,530
(b) 0.1% Non Cumulative Participating Redeemable Preference Shares of Rs. 100 each	15,000*	5,00,000		
C. Reserves (including statutory reserve) and Surplus				
(a) Share Premium A/c	--	--	--	--
(b) General Reserve including statutory reserve and surplus in P&L A/c	--	48,80,70,850	--	2,02,10,48,343

*1) 0.1% Non Cumulative Participating Redeemable Preference Shares, were redeemed in three equal installments (Rs. 5 lacs each on 4th September, 2005 , 4th September 2006 and 4th September 2007 respectively).

2) 89,161, 7% Cumulative Redeemable Preference Shares (CRPS) of Rs. 10/- each of the aggregating amount of Rs. 8,91,610/- transferred to and vested in the Company pursuant to the Scheme of Amalgamation becoming effective on 11.11.2008 was redeemed on 30.12.2008.

Notes to the Capital Structure

1. Issued/Subscribed and Paid-up Capital of BACL (pre-Scheme) was Rs.5,15,42,650. The details of increase are given hereunder:

S N	Date of Allotment	Date when Fully Paid-up	Consideration (cash,kind, bonus,etc.)	No. of Equity Shares	No. of Ordinary Shares	No. of Deferred Shares	No. of Preference Shares	Face value (Rs.)	Issue Price (rs.)	% of Post-paid up Equity Capital
1	2	3	4	5	6	7	8	9	10	11
PRE SCHEME										
1	08.03.1947	08.03.1947	Cash		760	1,500*	--	100/-	100/-	
2	27.03.1947	27.03.1947	Cash		240	2,000*	--	100/-	100/-	
3	16.04.1947	16.04.1947	Cash		--	250*	--	100/-	100/-	
4	23.05.1947	23.05.1947	Cash		--	250*	--	100/-	100/-	
5	09.02.1950	09.02.1950	Cash		1,000	4,000*	--	100/-	100/-	
6	19.05.1950	19.05.1950	Cash		--	2,500*	--	100/-	100/-	
7	19.06.1952	19.06.1952	Cash		1,000	4,000*	--	100/-	100/-	
8	13.08.1953	13.08.1953	Cash		1,500	3,500*	--	100/-	100/-	
9	21.02.1955	21.02.1955	Cash		1,000	4,000*	--	100/-	100/-	
10	28.11.1956	28.11.1956	Cash		5,000	--	--	100/-	100/-	
11	08.05.1962	08.05.1962	Cash		22,000*	--	--	100/-	100/-	
					(Point I)					
12	30.07.1973	30.07.1973	Cash		4,875	--	--	100/-	100/-	
13	23.12.1981	23.12.1981	Cash		24,910	--	--	100/-	100/-	
14	02.12.1983	02.12.1983	Cash		10,382	--	--	100/-	100/-	
15	20.10.1989	20.10.1989	Cash		30,887	--	--	100/-	100/-	
16	16.05.1990	16.05.1990	Cash		12,713	--	--	100/-	100/-	
17	09.03.1992	09.03.1992	Cash		4,22,201	--	--	100/-	100/-	
18	17.06.1992	17.06.1992	Cash		42,867	--	--	100/-	100/-	
19	02.01.1993	02.01.1993	Cash		12,74,397	--	--	100/-	100/-	
20	15.01.1993	15.01.1993	Cash		33,607	--	--	100/-	100/-	
21	04.09.1995	04.09.1995	Cash		--	--	75,000	100/-	100/-	
							(Point II)			
22	13.09.2000	13.09.2000	Cash		2,51,910	--	--	100/-	100/-	
23	22.10.2003	22.10.2003	Cash		60,000	--	--	100/-	100/-	
					(Point II)					
24	01.04.2004	01.04.2004	Pursuant to the Scheme	62,01,600	(Point III)			10/-	10/-	
25	01.04.2006	01.04.2006	Pursuant to the Scheme	51,54,265	(Point III)			10/-	10/-	
			TOTAL	51,54,265				10/-	10/-	59.36
POST SCHEME										
1	01.12.2008	01.12.2008	Pursuant to the Scheme	35,29,288	(Point IV)	--	--	10/-	10/-	40.64
			TOTAL	86,83,553		--	--	10/-	10/-	100.00

89,161, 7% Cumulative Redeemable Preference Shares of Rs. 10/- each of the aggregating amount of Rs. 8,91,610/- transferred to and vested in the Company pursuant to the Scheme of Amalgamation becoming effective on 11.11.2008 were redeemed on 30.12.2008.

Notes to Capital Structure :

- I. The 22,000 fully paid Deferred Shares of Rs. 100 each were converted into 22,000 ordinary shares of Rs. 100 each on 28.02.1962, since the Company could not have continued to have Deferred shares under the Companies Act 1956.
- II. In the year 2003, the rights attached to the 75,000 Redeemable Preference Shares of Rs. 100 each issued in 1995 were, with due approvals, varied whereby :-
 - a) 60,000 Equity Shares of Rs. 100 each were issued (i) by conversion of 45,000 Preference Shares of Rs. 100 each and (ii) further issue 15,000 Equity Shares of Rs. 100 each for redemption of 15,000 Preference Shares of Rs. 100 each.
 - b) The terms of redemption of the balance 15,000 redeemable Preference Shares of Rs. 100 each were altered whereby the said shares were redeemed in 3 equal installments on 04.09.2005, 04.09.2006 and 04.09.2007.
- III. With a view to consolidate the group investments, in the year 2004-05, some of the investment companies of the group were merged with BACL by a Scheme of Amalgamation sanctioned by the Hon'ble High Court of Delhi. By the said Scheme of Amalgamation, the paid up Equity Capital of BACL was restructured and reduced to Rs. 6,20,16,000 (62,01,600 Equity Shares of Rs. 10 each). In the year 2006-07, the investment divisions of some group companies were demerged and transferred to BACL through a Scheme of Demerger sanctioned by the Hon'ble High Court of Delhi. Pursuant to the Scheme of Demerger as aforesaid, the paid up Equity capital of BACL was reduced to Rs. 5,15,42,650 comprising 51,54,265 equity Shares of Rs. 10 each.
- IV. Pursuant to the Scheme of Amalgamation of Ashim Investment Company Limited(AICL) and its wholly-owned subsidiaries-Mayfair Finance Limited (MFL), Sidhi Vinayak Investment Limited(SVI), Terrestrial Finance Limited (TFL) and Yashodhan Investment Limited (YIL) and Netflir Finco Limited (NFL) and its wholly-owned subsidiaries-Hansdeep Investment Limited (HIL), Hidrive Finance Limited (HFL), Panchanan Investment Limited (PIL) and Radial Finance Limited (RFL) into and with BACL, the existing paid-up Equity Share Capital of Rs.5,15,42,650 (pre-Scheme) was increased to Rs. 8,68,35,530 divided into 86,83,553 fully paid Equity Shares of Rs.10 each by allotment of 35,29,288 Equity Shares of Rs. 10 each to the members of AICL and NFL as on the Record Date i.e. 28th November 2008 fixed by both AICL and NFL. 89,161, 7% Cumulative Redeemable Preference Shares of Rs. 10/- each of the aggregating amount of Rs. 8,91,610/- transferred to and vested in the Company pursuant to the Scheme of Amalgamation becoming effective on 11.11.2008 were redeemed on 30.12.2008.

(2) Details of Lock-in shares:

Name of the Shareholder	Date of Allotment	Date when fully paid-up	Consideration (Cash, Bonus kind, etc.)	No. of Shares	Face value (Rs.)	Issue price (Rs.)	% of post Scheme paid-up Capital	Lock-in Period
Shri A.K. Kinra Trustee for Fenner (India) Ltd.	1.12.2008	1.12.08	Issued and allotted Pursuant to the Scheme	209,589	10/-	10/-	2.41%	Upto 22 nd August 2009

- (3) Promoters of the Company, their relatives and associates, and their Directors have not purchased or sold or financed, directly or indirectly, any Equity Shares of the Company from the date of sanction of the Scheme by the High Court till the date of submission of this Information Memorandum to the extent information available to the Company.
- (4) Shareholding pattern of the Company before and after the Scheme:

	Category	Pre-Scheme		Post Scheme	
		No. of Equity Shares Held	% of Share-holding	No. of Equity Shares Held	% of Share-Holding
A	Shareholding of Promoter and Promoter Group				
(1)	Indian				
(a)	Individuals/ Hindu Undivided Family	49,93,010	96.87	51,71,303	59.55
(b)	Central Government/ State Government(s)	-	-	-	-
(c)	Bodies Corporate	57,348	1.11	8,64,039	9.95
(d)	Financial Institutions/ Banks	-	-	-	-
(e)	Any Other (specify)	-	-	-	-
	Sub-Total (A) (1)	50,50,358	97.98	60,35,342	69.50
(2)	Foreign				
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	-	-	-	-
(b)	Bodies Corporate	-	-	-	-
(c)	Institutions	-	-	-	-
(d)	Any Other (specify)	-	-	-	-
	Sub-Total (A)(2)	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	50,50,358	97.98	60,35,342	69.50
(B)	Public shareholding				
(1)	Institutions				
(a)	Mutual Funs/ UTI	-	-	83,082	0.96
(b)	Financial Institutions/ Banks	45	0.00	92,512	1.06
(c)	Central Government/ State Government(s)			66,571	0.77
(d)	Venture Capital Funds	-	-	-	-
(e)	Insurance Companies	1,364	0.03	4,14,238	4.77
(f)	Foreign Institutional Investors	-	-	14,986	0.17
(g)	Foreign Venture Capital Investors	-	-	-	-
(h)	Any Other (specify)	-	-	-	-
	Sub-Total (B)(1)	1,409	0.03	6,71,389	7.73

(2)	Non-Institution				
(a)	Bodies Corporate	57,341	1.11	4,03,892	4.65
(b)	Individuals-				
	i. Individual shareholders holding nominal share capital up to Rs. 1 lakh.	36,677	0.71	8,32,435	9.59
	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	-	-	2,99,379	3.45
(c)	Any other-				
	i Trusts	34	0.00	2,09,816	2.42
	ii NRI's/OCB's	7,239	0.15	2,30,046	2.65
	iii custodian of enemy property	1,207	0.02	1,254	0.01
	Sub-Total (B)(2)	1,02,498	1.99	19,76,822	22.77
	Total Public Shareholding (B)= (B)(1)+(B)(2)	1,03,907	2.02	26,48,211	30.50
	TOTAL (A)+(B)	51,54,265	100.00	86,83,553	100.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued	-	-	-	-
	GRAND TOTAL (A)+(B)+(C)	51,54,265	100.00	86,83,553	100.00

- (5) The Post Scheme holdings of the persons/entities comprising Promoters and Promoters' Group are given below:

S.No.	Names of Promoters and Promoters Group	No. of Equity Shares of Rs.10 each held as on 30.06.2009	% of total paid up Equity Capital
1.	JK Agri Genetics Ltd.	6,46,811	7.46
2.	JK Tyre & Industries Limited	11,641	0.13
3.	Juggilal Kamapat Udyog Ltd.	66,362	0.76
4.	JK Credit & Finance Ltd.	14,705	0.17
5.	BMF Investments Ltd.	59,931	0.69
6.	Nav Bharat Vanijya Ltd.	58,487	0.67
7.	JK Paper Ltd.	4,677	0.05
8.	Param Shubham Vanijya Ltd.	1,422	0.02
9.	Sago Trading Ltd.	3	0.00
10.	Shri Hari Shankar Singhania	8,19,407	9.44
11.	Shri Hari Shankar Singhania (A/c Habras International)	18,57,619	21.39
12.	Shri Bharat Hari Singhania (A/c Habras International)	997	0.01
13.	Dr. Raghupati Singhania	8,14,661	9.38
14.	Shri Bharat Hari Singhania	1,52,159	1.75

15.	Shri Bharat Hari Singhania (HUF)	1,53,791	1.77
16.	Smt.Vinita Singhania	33,249	0.38
17.	Dr. Raghupati Singhania (HUF)	5,846	0.07
18.	Shri Anshuman Singhania Karta of Shripati Singhania (HUF)	7,77,094	8.95
19.	Smt. Sunanda Devi Singhania	8,415	0.11
20.	Shri Anshuman Singhania	12,158	0.14
21.	Shri Harshpati Singhania	3,228	0.04
22.	Shri Harshpati Singhania (HUF)	2,61,519	3.01
23.	Shri Vikrampati Singhania	5,835	0.07
24.	Shri Vikrampati Singhania (HUF)	2,61,487	3.01
25.	Shri Srivats Singhania	1,951	0.02
26.	Smt. Sharda Devi Singhania	1,031	0.01
27.	Smt. Mamta Singhania	428	0.00
28.	Smt. Swati Singhania	428	0.00
	Total	60,35,342*	69.50

* The entitlement of Fenner (India) Limited, a subsidiary company to 2,09,589 (2.41%) fully paid Equity Shares of the Company which were allotted to a trustee, pursuant to the Scheme are not included in the holdings of the promoter and promoter group of the Company.

(6) The list of top 10 Shareholders of the Company and the number of Equity Shares held by them:

(a) Top ten Shareholders on the date of filing the Information Memorandum with Stock Exchanges (Post-Scheme).

S.No.	Name of the Shareholder	No. of Equity Shares	% of total Equity Shares
1	Shri Hari Shankar Singhania (A/c Habras International)	18,57,619	21.39
2	Shri Hari Shankar Singhania	8,19,407	9.44
3	Dr. Raghupati Singhania	8,14,661	9.38
4	Shri Anshuman Singhania Karta of Shripati Singhania (HUF)	7,77,094	8.95
5	JK Agri Genetics Ltd.	6,46,811	7.45
6	Life Insurance Corporation of India	2,74,654	3.16
7	Shri Harsh Pati Singhania (HUF)	2,61,519	3.01
8	Shri Vikrampati Singhania (HUF)	2,61,487	3.0

9	Shri A.K. Kinra Trustee for Fenner (India) Limited	2,09,589	2.41
10	Edgefield Securities Limited	2,03,039	2.34

(b) Top ten shareholders (Pre-Scheme):

S.No.	Name of the Shareholder	No. of Equity Shares	% of total Equity Shares
1	Shri Hari Shankar Singhania (A/c Habras International)	18,57,619	36.04
2	Dr. Raghupati Singhania	7,82,798	15.20
3	Shri Hari Shankar Singhania	7,82,366	15.18
4	Shri Anshuman Singhania, Karta of Shripati Singhania (HUF)	7,77,094	15.08
5	Shri Vikrampati Singhania (HUF)	2,59,032	5.03
6	Shri Harsh Pati Singhania (HUF)	2,59,031	5.03
7	Shri Bharat Hari Singhania (HUF)	1,51,303	2.94
8	Shri Bharat Hari Singhania	1,12,977	2.19
9	Juggilal Kamlapat Udyog Ltd.	41,221	0.80
10	J.K. Credit & Finance Ltd.	14,705	0.29

Note: Pursuant to the present Scheme of Amalgamation, the existing paid-up Equity Share Capital of Rs.515,42,650 (pre-Scheme) stood increased to Rs. 8,68,35,530 divided into 86,83,553 fully paid Equity Shares of Rs.10 each by allotment of 35,29,288 Equity Shares of Rs. 10 each to the members of AICL and NFL as on the Record Date i.e. 28th November 2008 fixed by both AICL and NFL.

- (7) As on the date of this Information Memorandum, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments into equity shares of the Company.
- (8) There was no further issue of capital whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of approval of the Scheme by the High Court till listing of the existing Equity

Shares and the Equity Shares allotted to the Equity Shareholders of AICL and NFL as on Record Date (28th November 2008), as per the Scheme.

- (9) The Company presently does not have any intention or proposal to alter its capital structure for a period of six months from the date of listing the shares, by way of split/consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into/exchangeable, directly or indirectly for Equity Shares) whether preferential or otherwise.
- (10) There shall be only one denomination for the Equity Shares of the Company, subject to applicable regulations and the Company shall comply with such disclosure and accounting norms specified by SEBI, from time to time.
- (11) The Company has 46,344 Equity Shareholders as on the date of filing this Information Memorandum.

4. SCHEME OF AMALGAMATION - SAILENT FEATURES AND OBJECT THEREOF

The Scheme of Amalgamation of Ashim Investment Company Limited and its 4 wholly-owned subsidiaries - Mayfair Finance Limited, Sidhi Vinayak Investment Limited, Terrestrial Finance Limited and Yashodhan Investment Limited and Netflir Finco Limited and its 4 wholly-owned subsidiaries - Hansdeep Investment Limited, Hidrive Finance Limited, Panchanan Investment Limited and Radial Finance Limited into and with Bengal & Assam Company Limited (BACL) sanctioned by the Hon'ble High Court of Delhi has become effective on 11th November 2008 (hereinafter referred to as "the Scheme"). The Appointed Date under the Scheme was 1st April 2007. Amalgamating Companies under the Scheme are AICL and its 4 wholly-owned subsidiaries and NFL and its 4 wholly-owned subsidiaries as aforesaid. Amalgamated Company under the Scheme means Bengal & Assam Company Limited.

(A) Salient Features of the Scheme

- (i) The Scheme provides for the amalgamation of Amalgamating Companies and transfer and vesting of all the assets and liabilities and the entire business of the Amalgamating Companies in the Amalgamated Company and which is more particularly provided for in Part-III of the Scheme.
- (ii) The Amalgamating Companies under the Scheme include:
 - (a) any and all their assets, movable or immovable, whether present or future, whether tangible or intangible, all rights, title, interests, covenants, undertakings, continuing rights, title and interests in connection with any land (together with the buildings and structures standing thereon), whether leased or otherwise, together with all present and future liabilities including contingent liabilities and debts appertaining thereto;
 - (b) any and all their investments, loans and advances, including dividends declared or interest accrued thereon;
 - (c) any and all their licenses, permissions, approvals, consents, exemptions, registrations, no-objection certificates, quotas, rights, entitlements, certificates, tenancies, trade names, trademarks, service marks, copyrights, domain names, applications for trade names, copyrights, sales tax credits, income tax credits, privileges and benefits of all contracts, agreements and all other rights including lease rights, powers and facilities of every kind and description whatsoever;
 - (d) any and all debts, borrowings and liabilities, present or future, whether secured or unsecured;
 - (e) any and all employees, who are on the payroll of the Amalgamating Companies including those employed at their respective offices and branches; and
 - (f) any and all advance monies, earnest monies and/or security deposits, payment against warrants or other entitlements.

- (iii) The Scheme also provides for the following:
- (a) the transfer and vesting of the immovable properties and movable assets of the Amalgamating Companies in the Amalgamated Company.
 - (b) transfer of all debts, liabilities, contingent liabilities, duties and obligations, secured or unsecured of the Amalgamating Companies so as to become the debts, liabilities, contingent liabilities, duties and obligations of the Amalgamated Company.
 - (c) all contracts, deeds, bonds, agreements, schemes, arrangements and other instruments, permits, rights, entitlements, licenses, privileges, powers, facilities of every kind and description of whatsoever nature in relation to each of the Amalgamating Companies which are subsisting on the Effective Date (as defined in the Scheme), shall be in full force and effect on, against or in favour of the Amalgamated Company.
 - (d) all pending suits/appeals or other proceedings of whatsoever nature relating to each of the Amalgamating Companies, whether by or against the said Companies, shall not abate or be discontinued or in any way prejudicially affected by the reason of the amalgamation or by anything contained in the Scheme, but the proceedings shall continue and any prosecution shall be enforced by or against the Amalgamated Company in the same manner and to the same extent as would or might have been continued, prosecuted and /or enforced by or against each of the Amalgamating Companies.
 - (e) all permanent employees of each of the Amalgamating Companies who are on their respective payrolls shall become employees of the Amalgamated Company with effect from the Effective Date (as defined in the Scheme), on such terms and conditions as are no less favorable than those on which they are currently engaged by the respective Amalgamating Companies without any interruption of service.
 - (f) all approvals, consents, exemptions, registrations, no-objection certificates, permits, quotas, rights, entitlements, licenses (including statutory licenses) and certificates of every kind and description whatsoever in relation to each of the Amalgamating Companies or to the benefit of which the said Companies may be eligible/entitled, and which are subsisting or having effect immediately before the Effective Date (as defined in the Scheme), shall be in full force and effect in favor of the Amalgamated Company and may be enforced as fully and effectually as if, instead of the respective Amalgamating Companies, the Amalgamated Company had been a party or beneficiary or obligee thereto.
 - (g) the manner in which each of the Amalgamating Companies are to carry on their business for the benefit of and in trust for the Amalgamated Company.
 - (h) the dissolution without winding up of each of the Amalgamating Companies upon the Scheme becoming effective.

- (i) the transfer and merger of the Authorised Share Capital of each of the Amalgamating Companies with the Authorised Share Capital of the Amalgamated Company, without any further liability for payment of additional fees or stamp duty by the Amalgamated Company.
- (j) the issuance of 23 Equity Shares of Rs.10 each in the Amalgamated Company for every 59 Fully Paid Up Equity Shares of Rs.10 each held by the shareholders of the AICL as on the Record Date (as defined in the Scheme).
- (k) the issuance of 17 Equity Shares of Rs.10 each in the Amalgamated Company for every 73 Fully Paid Up Equity Shares of Rs.10 each held by the shareholders of the NFL as on the Record Date (as defined in the Scheme).
- (l) cross holdings of Equity Shares between the Amalgamated Company and the Amalgamating Companies and between the Amalgamating Companies *inter se*, shall stand cancelled and no Equity Shares of the Amalgamated Company shall be issued in respect thereof.
- (m) the accounting treatment for the amalgamation in the books of accounts of the Amalgamated Company.
- (n) All the Equity Shares and Preference Shares of BACL will be listed at BSE & CSE i.e. Stock Exchanges where Equity Shares of the Amalgamating Companies (AICL & NFL) were listed.

(B) OBJECT OF THE SCHEME

The Amalgamating Companies and the Amalgamated Company propose through this Scheme to merge/amalgamate the Amalgamating Companies into and with BACL in accordance with the terms hereof, which would be beneficial to the shareholders, creditors and employees and to the public at large on account of consolidation in the Amalgamated Company the investment business presently carried on by and in the Amalgamating Companies.

The object of the Scheme is consolidation of group investments presently held in the ten Amalgamating Companies and BACL, in one investment company, i.e., BACL, the Amalgamated Company.

The proposed consolidation of group investments will result in holding of all these investments in a single company, cancellation of cross holdings and chain holdings amongst the different investment companies in the group, ensure better transparency and enhancement of shareholders' value. It would reflect the consolidated values of the investments in the Amalgamated Company and would also facilitate raising of substantial investible financial resources for expansion of the group businesses and for acquisition of new businesses. It would also reduce replicatory, administrative and management costs and make the activities of the Amalgamated Company more cost and tax effective and would minimize the business risks.

5. **BUSINESS**

BACL since its inception is primarily engaged in the business of holding investments and other financial assets of group companies. BACL is duly registered as a Non-Banking Financial Company (NBFC) with Reserve Bank of India (RBI), New Delhi.

BACL has been carrying on the business of investments from its inception. The book value of investments of BACL, Pre-Scheme, were of Rs.72.51 Crores and Post-Scheme are of Rs. 282.54 Crores. The investments are held largely in group's listed and unlisted companies.

BACL will continue to carry on the business of investments. Its income comprises of dividends received from investee companies ,interest income, rental income, etc.

6. HISTORY AND MAIN EVENTS

Bengal & Assam Company Limited (BACL) was originally incorporated as “Bengal & Assam Investors Limited” as a Public Company under the Companies Act, 1913 on 30th January 1947 with its Registered Office at 7, Council House Street, Calcutta – 700 001. The name of the Company was subsequently changed to “Bengal & Assam Company Limited” w.e.f. 2nd June 1982. The Registered Office of BACL was shifted from the State of West Bengal to the National Capital Territory of Delhi with due approvals w.e.f. 4th September, 2002. Accordingly the Registered Office of the Company is located at Link House, 3 Bahadur Shah Zafar Marg, New Delhi 110 002. The Company Identification Number is U 67120 DL1974 PLC 116830. The main objects of the Company are as set out in the Object Clause of the Memorandum of Association of the Company. BACL is primarily engaged in the business of holding investments and other financial assets of group companies. BACL is duly registered as a Non-Banking Financial Company (NBFC) with Reserve Bank of India (RBI), New Delhi.

The Authorized Share Capital of BACL was Rs. 147.75 crores and the Issued, Subscribed and Paid up capital of BACL as at 1st April 2007 was Rs. 5.20 Crores consisting of 51,54,265 Equity Shares of Rs. 10 each and partly redeemed 15,000 CRPS of Rs. 100 each. The authorised share capital of all the Amalgamating Companies stood transferred to the Company and as a consequence the Authorised Share Capital of the Company stood increased to Rs. 369.25 Crores from Rs. 147.75 Crores. The Company is not a listed company and its paid up capital was raised from time to time through rights issues and/or preferential issues to the constituents of the group. By year 2004, the paid up capital of BACL was Rs. 22.16 Crores comprising 22,01,249 fully paid equity Shares of Rs. 100 each and 15,000 0.1% Non Cumulative Participating Redeemable Preference Shares of Re. 100/- each. The 15,000 CRPS have been fully redeemed by 4.9.2007. The paid up share capital of BACL is held by several companies and individuals in the group.

With a view to consolidate the group investments, in the year 2004-05, some of the investment companies of the group were merged with BACL by a Scheme of amalgamation sanctioned by the Hon’ble High Court of Delhi. By the said Scheme, the paid up Equity Capital of BACL was also restructured and reduced to 62,01,600 equity Shares of Rs. 10 each of the aggregate value of Rs. 6,20,16,000. In the year 2006-07, the investment divisions of some group companies were demerged and transferred to BACL through a Scheme of Demerger sanctioned by the Hon’ble High Court of Delhi. Pursuant to the Scheme of Demerger as aforesaid, the paid up Equity Share Capital of BACL was reduced to Rs. 5,15,42,650 comprising 51,54,265 Equity Shares of Rs.10 each as at 31.03.2007. Pursuant to the present Scheme of Amalgamation the paid-up Equity Share Capital of Rs.51,54,26,500 (pre-Scheme) stood increased to Rs. 8,68,35,530 divided into 86,83,553 fully paid Equity Shares of Rs.10 each by allotment of 35,29,288 Equity Shares of Rs. 10 each to the members of AICL and NFL as on the Record Date i.e. 28th November 2008 fixed by both AICL and NFL. 89,161 7% Cumulative Redeemable Preference Shares of Rs. 10/- each of the aggregate value of Rs. 8,91,610 transferred to the Company pursuant to the present Scheme of Amalgamation were also redeemed on 30.12.2008 in terms of the said Scheme of Amalgamation.

Subsidiary Companies:

- a) Fenner (India) Ltd.
- b) Southern Spinners & Processors Ltd.
- c) Modern Cotton Yarn Spinners Ltd.
- d) Panchmahal Properties Ltd.
- e) LVP Foods Pvt. Ltd.
- f) Dwarkesh Energy Ltd.
- g) Acorn Engineering Ltd.

7. MANAGEMENT

Board of Directors

The following table sets forth details regarding the Board of Directors of Bengal & Assam Company Limited.

Name	Age (years)	Other Directorships
<p>Shri Hari Shankar Singhania</p> <p>S/o Late Lala Lakshmiapat Singhania</p> <p>Designation: Chairman (Non-executive) - Promoter</p> <p>Occupation: Industrialist</p> <p>DIN Number: 00051324</p> <p>Address: 19, Prithviraj Road, New Delhi, 110011</p>	<p>76</p>	<ul style="list-style-type: none"> • JK Tyre & Industries Ltd; • JK Lakshmi Cement Ltd; • JK Paper Ltd.; • Tanvi Commercial Private Ltd; • Niyojit Properties Private Ltd; • HSS Stock Holding Private Ltd; • Henry F. Cockill & Sons Ltd; and • Pushpawati Singhania Research Institute for Liver, Renal & Digestive Diseases.
<p>Shri Bharat Hari Singhania</p> <p>S/o Late Lala Lakshmiapat Singhania</p> <p>Designation: Promoter Director (Non- executive)</p> <p>Occupation: Industrialist</p> <p>DIN Number: 00041156</p> <p>Address: 19, The Greens, Rajokri, New Delhi, 110038</p>	<p>70</p>	<ul style="list-style-type: none"> • JK Tyre & Industries Ltd; • JK Lakshmi Cement Ltd; • JK Sugar Ltd.; • JK Agri Genetics Ltd.; • Rockwood Properties Private Ltd; • Tanvi Commercial Private Ltd; and • Henry F. Cockill & Sons Ltd;
<p>Dr. Raghupati Singhania</p> <p>S/o Late Lala Lakshmiapat Singhania</p> <p>Designation: Promoter Director (Non- executive)</p> <p>Occupation: Industrialist</p>	<p>62</p>	<ul style="list-style-type: none"> • JK Tyre & Industries Ltd; • Fenner (India) Ltd; • DCM Engineering Ltd; • JK Agri Genetics Ltd; • Radico Khaitan Ltd; • JK Lakshmi Cement Ltd; • Hari Shankar Singhania Elastomer & Tyre Research Institute;

<p>DIN Number: 00036129</p> <p>Address: 40, Friends Colony (East), New Delhi, 110065</p>		<ul style="list-style-type: none"> • JKI Employees Welfare Association Ltd; • Niyojit Properties Private Ltd; • Henry F. Cockill & Sons Ltd; • RPS Securities Private Ltd; • Pushpawati Singhania Research Institute for Liver, Renal & Digestive Diseases; • Radical Agro Products Private Ltd; • Sunrise Hold Co Mexico, S.A. DE C.V.; • Empresas Tornel, S.A. de C.V.; and • Automotive Tyre Manufacturers' Association
<p>Smt. Vinita Singhania</p> <p>W/o Late Shri Shripati Singhania</p> <p>Designation: Promoter Director (Non Executive)</p> <p>Occupation: Business Woman</p> <p>DIN Number: 00042983</p> <p>Address: 101, Friends Colony (East), New Delhi 110065</p>	<p>56</p>	<ul style="list-style-type: none"> • JK Lakshmi Cement Ltd; • Niyojit Properties Private Ltd; and • Vinita Stockholdings Private Ltd. • JKLC Employees Welfare Association Limited
<p>Shri Om Prakash Khaitan</p> <p>S/o Late Shri Srimohan Khaitan</p> <p>Designation: Independent Director</p> <p>Occupation: Solicitor and Advocate</p> <p>DIN Number: 00027798</p> <p>Address: N-12, Panchsheel Park, New Delhi 110017</p>	<p>65</p>	<ul style="list-style-type: none"> • JK Tyre & Industries Ltd; • ECE Industries Ltd; • Honda Siel Power Products Ltd; • Shriram Pistons & Rings Ltd; • WGF Financial Services Ltd; • VLCC Health Care Ltd; • Sharda Motor Industries Ltd; • Ilpea Paramount Ltd; • Nipshell Builders Private Ltd; • JKI Employees Welfare Association Ltd; and • Howden Insurance Brokers India Private Ltd.

<p>Shri Shailendra Swarup</p> <p>S/o Shri Devendra Swarup</p> <p>Designation: Independent Director</p> <p>Occupation: Solicitor and Advocate</p> <p>DIN Number: 00167799</p> <p>Address: 127, Sunder Nagar, New Delhi 110003</p>	<p>65</p>	<ul style="list-style-type: none"> • JK Paper Ltd; • Samtel Color Ltd; • Gujarat Fluorochemicals Ltd; • India Thermit Corporation Ltd; • Subros Ltd; • Vis Legis Consult Private Ltd; • Xerox India Enterprises Private Ltd (Formerly known as Xerox Investments India Private Ltd.); • Kangaroo Properties Private Ltd; and • Dev Valley Devcon Private Ltd.
<p>Shri Jatan Roop Chand Bhandari</p> <p>S/o Late Shri N.C. Bhandari</p> <p>Designation: Independent Director</p> <p>Occupation: Retired Company Executive</p> <p>DIN Number: 00292314</p> <p>Address: E/42, Shastri Nagar, Jodhpur, Rajasthan</p>	<p>75</p>	<ul style="list-style-type: none"> • JK Agri Genetics Ltd; • JK Sugar Ltd; and • Ultima Finvest Ltd.
<p>Shri Lajpat Rai Puri</p> <p>S/o Late Shri Shiv Dass Puri</p> <p>Designation: Independent Director</p> <p>Occupation: Business Executive</p> <p>DIN Number: 00033240</p> <p>Address: Bungalow No.7, Block-D, Saket, New Delhi 110017</p>	<p>86</p>	<ul style="list-style-type: none"> • Fenner (India) Ltd; • Param Shubham Vanijya Ltd; • Panchmahal Properties Ltd; • Sago Trading Ltd; • Swasthya Medicare Services Ltd; and • JK Insurance & Risk Managers Ltd.

Manager

Shri Upendra Kumar Gupta is the Manager of the Company appointed pursuant to Section 269 of the Companies Act w.e.f. 2nd February 2009

Details of the Directors

Shri Hari Shankar Singhania, 76 years, is our Chairman. He holds Bachelor's Degree in Science from Calcutta University and has nearly 55 years of experience in managing various industries including paper, cement, automotive tyres, synthetics, jute and hybrid seed industries. He has also served as the President of the International Chamber of Commerce (1993 and 1994) and also of the Federation of Indian Chambers of Commerce and Industry. He was Vice-President of the Confederation of Asia-Pacific Chambers of Commerce & Industry and Member of the Board of Commonwealth Development Corporation, United Kingdom. He has held positions as Director on a number of Boards appointed by Government of India and also in the private sector. He was conferred the prestigious national award "Padma Bhushan" by the Government of India in the year 2003 and has also been conferred with "The Royal Order of Polar Star" by his Majesty, the King of Sweden and has been named as the "Commander First Class" in recognition of his distinguished services to Sweden. Mr. Singhania is presently the Chairman of JK Lakshmi Cement Ltd. and JK Paper Ltd.

Shri Bharat Hari Singhania, 70 years is non-executive Director. He is a Graduate in Commerce, an industrialist with over 44 years of experience in managing various industries including cement, automotive tyres, paper, jute, synthetics, high yielding hybrid seeds and audio magnetic tapes. He has been the President of the Indian Chamber of Commerce and Chairman of the Indian Jute Mills Association. He also headed the Indian Jute Industries Research Association and has served in various government committees.

Dr. Raghupati Singhania, 62 years, is non-executive Director. He holds a Bachelor's Degree in Science from the University of Calcutta and is a Fellow of the Institute of Directors, London. He has over 40 years experience in managing various industries including those engaged in the business of automotive tyres and tubes, power transmission, v-belts, conveyor belt, automotive belts, oil seals, industrial electronics, material handling systems, bulk drugs and hybrid seeds. Dr. Singhania is on the Board of Directors of various companies and is the Chairman of Fenner (India) Limited. He is also associated with a number of institutes in the field of medical research and education, besides being associated with serving trade and industrial bodies such as the CII, ASSOCHAM and CAPAXIL in various capacities. He has been conferred with an honorary doctorate in science by the Mohanlal Sukhadia University, Udaipur for his outstanding contribution in education, training and research in the field of elastomer, polymers and tyres. He is the Chairman of the Automotive Tyre Manufacturers' Association and also served as the President of the PHD Chambers of Commerce and Industry.

Smt. Vinita Singhania, 56 years, is non-executive Director. She holds a bachelor's degree in arts. She has long experience of managing Cement Business. She is presently the Managing Director of JK Lakshmi Cement Limited. She was awarded "Best Women Entrepreneur" by Kalyani Foundation, Pune in the year 1997 and again in the year 2005 by "Meri Dilli" Newspaper Group. She was also awarded "Bharat Shiromani Award - 2006" by Shiromani Institute.

Shri Om Prakash Khaitan, 65 years, is an Independent Director on our Board. He holds a bachelors degree in commerce and is also a law graduate from the Calcutta University and Attorney-at-Law (solicitor) from Calcutta High Court. He has been practicing as a solicitor and an advocate since 1967 in the field of commercial law, corporate law, industrial disputes and labour law, maritime law, insurance law, commission of inquiry, arbitration, conveyancing and foreign

collaborations. He is sole proprietor of O.P. Khaitan & Co., Solicitors & Advocates. He is the recipient of Bell Chambers Gold Medal from Calcutta High Court.

Shri Shailendra Swarup, 65 years is an Independent Director. He holds a degree of bachelor of arts and law Graduate. He has been practicing as a renowned Advocate in the Delhi High Court and the Supreme Court for over 35 years.

Shri Jatan Roop Chand Bhandari, 75 years is an independent Director. He holds masters degree in commerce. He has over 50 years of rich experience in the areas of commerce, administration, mergers and amalgamations, accounts and finance He is a retired Senior Company Executive.

Shri Lajpat Rai Puri, 86 years, is an Independent Director. He has been a Fellow Member of FCIS (London), FCMA(London), J DIP MA (London), MBIM(London) and FCS and AICWA. He has held various senior management positions and has rich experience of managing industrial and commercial enterprises for over five decades. He has been Director of several companies. Previously, he was the Managing Director of Andrew Yule & Company Limited. He is also the past President of the Institute of Company Secretaries of India. He was a Member of the Committees/Sub-Committees of ASSOCHAM, Bengal Chamber of Commerce & Industry, Indian Chamber of Commerce & Industry and Bharat Chamber of Commerce at Kolkata.

Borrowing powers of the Board of Directors

Pursuant to Section 293(1)(d) of the Companies Act, 1956 ,the Board of Directors of the Company may borrow including money already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) upto the aggregate of the paid up capital and free reserves of the Company.

Compensation of Managing Directors/Wholetime Directors/Manager

The Articles of Association of BACL provide that the terms of appointment including remuneration of the Managing Director/Wholetime Director shall be determined by the Company subject to the applicable provisions of the Companies Act, 1956. BACL does not have any Managing Director or Wholetime Director. It has a Manager as defined in the said Act who does not receive any remuneration from the Company except reimbursement of expenses incurred in connection with the business of the Company.

8. CORPORATE GOVERNANCE

The provisions of the Listing Agreement with the stock exchanges with respect to the Corporate Governance are applicable to BACL and the Company is fully compliant with the same.

The Board of Directors of BACL comprises 8 Directors out of which 4 Directors are Independent Directors. An Audit Committee of Directors and an Investors Grievance Committee of Directors are in place as required by Clause 49 of the Listing Agreement entered into with BSE and CSE as per details given hereunder:

S.No.	Name of Director	Category	Member of Audit Committee	Member of Investors Grievance Committee
1.	Shri Hari Shankar Singhania	Chairman (Non-Executive)- Promoter Director		
2.	Shri Bharat Hari Singhania	Promoter Director (Non-Executive)		
3.	Dr. Raghupati Singhania	Promoter Director (Non-Executive)		
4.	Smt. Vinita Singhania	Promoter Director (Non-Executive)		
5.	Shri Om Prakash Khaitan	Independent Director	✓	✓
6.	Shri Shailendra Swarup	Independent Director		
7.	Shri Jatan Roop Chand Bhandari	Independent Director	✓	✓
8.	Shri Lajpat Rai Puri	Independent Director	✓	✓

Audit Committee

The terms of reference of the Audit Committee are those as set out in Clause 49 of the Listing Agreement with Stock Exchanges read with Section 292A of the Companies Act. These broadly include approval of annual internal audit plan, review of financial reporting systems, internal control systems, ensuring compliance with regulatory guidelines, discussion on quarterly/annual financial results, review of business conditions, interaction with statutory and internal auditors, recommending to the Board regarding appointment and removal of statutory auditors, etc. The Audit Committee reviews the financial reports submitted by the Company before they are taken on record/approved by the Board. The Company Secretary acts as the Secretary of the Committee.

Investors Grievance Committee

This Committee will look into various issues relating to shareholders including redressal of complaints from shareholders relating to transfer of shares, non-receipt of annual report, etc.

Code of Conduct

'Code of Conduct' for the Directors and Senior Executives of the Company adopted by the Board is in place and will be posted on the website of the Company.

Financial Year

The Financial Year of the Company is April to March.

The Status of Compliance of Clause 49 of the Listing Agreement by the Company is as follows:

Particulars	Clause of Listing Agreement	Compliance Status Yes/No/ N.A.	Remarks
I. Board of Directors	49 I		
(A) Composition of Board	49 (IA)	Yes	---
(B) Non- executive Directors' compensation & disclosures	49 (IB)	Yes	---
(C) Other provisions as to Board and Committees	49 (IC)	Yes	---
(D) Code of Conduct	49 (ID)	Yes	---
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	---
(B) Meeting of Audit Committee	49 (IIB)	Yes	---
(C) Powers of Audit Committee	49 (IIC)	Yes	---
(D) Role of Audit Committee	49 (IID)	Yes	---
(E) Review of Information by Audit Committee	49 (IIE)	Yes	Being complied
III. Subsidiary Companies	49 (III)	Yes	---
IV. Disclosures	49 (IV)		
(A) Basis of Related Party Transactions	49 (IV A)	Yes	---
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	---
(C) Board Disclosures	49 (IV C)	Yes	---
(D) Proceeds from public issues, rights issues, preferential issues, etc.	49 (IV D)	N.A.	---
(E) Remuneration of Directors	49 (IV E)	N.A.	---
(F) Management	49 (IV F)	Yes	---

(G) Shareholders	49 (IV G)	Yes	---
V. CEO/ CFO Certification	49 (V)		Will be complied with at the time of the Annual Report for the Financial Year ended 31st March 2009.
VI. Report on Corporate Governance	49 (VI)		The Quarterly Compliance Report will be sent upon Listing of its Equity Shares on the Stock Exchanges
VII. Compliance	49 (VII)		Will be complied with at the time of Annual Report for the Financial Year ended 31 st March 2009.

General Meetings

The Annual General Meetings are regularly held in accordance with the provisions of the Companies Act, 1956. In addition to Annual General Meetings, the Company holds Extraordinary General Meetings of the Shareholders as and when need arises.

No resolution has so far been passed by Postal Ballot.

Shareholding of Directors

S.No.	Name of Director	No. of Shares
1.	Shri Hari Shankar Singhania	8,19,407
	Shri Hari Shankar Singhania (HUF)	98
2.	Shri Bharat Hari Singhania	1,52,159
	Shri Bharat Hari Singhania (HUF)	1,53,791
3.	Dr. Raghupati Singhania	8,14,661
	Dr. Raghupati Singhania (HUF)	5,846
4.	Smt. Vinita Singhania	33,249
5.	Shri Om Prakash Khaitan	236
6.	Shri Shailendra Swarup	-
7.	Shri Jatan Roop Chand Bhandari	-
8.	Shri Lajpat Rai Puri	-

Interest of Directors

Except being promoters and their respective shareholdings in the Company as stated above, the Directors of BACL have no other interest in BACL.

Term of Office

All Directors are liable to retire by rotation.

Changes in Board of Directors of BACL during the last three years

Sl.No.	Name of Director	Particulars
1.	Shri Hari Shankar Singhania	Appointed on 2 nd February 2009
2.	Shri Bharat Hari Singhania	Appointed on 2 nd February 2009
3.	Dr. Raghupati Singhania	Appointed on 2 nd February 2009
4.	Smt. Vinita Singhania	Appointed on 2 nd February 2009
5.	Shri Om Prakash Khaitan	Appointed on 2 nd February 2009
6.	Shri Shailendra Swarup	Appointed on 2 nd February 2009
7.	Shri Jatan Roop Chand Bhandari	Appointed on 2 nd February 2009
8.	Shri Lajpat Rai Puri	Appointed on 2 nd February 2009
9.	Shri A.S. Mehta	Ceased w.e.f. 2 nd February 2009
10.	Shri P.K. Rustagi	Ceased w.e.f. 2 nd February 2009
11.	Shri A.C. Choraria	Ceased w.e.f. 2 nd February 2009
12.	Shri R.N. Saraf	Ceased w.e.f. 23 rd October 2006

(The Directors at Sl. No. 7 to 12 resigned from the Board in the normal course of business)

Management Organisational Structure and Key Managerial Personnel (KMP)

Shri Upendra Kumar Gupta has been appointed as the 'Manager' of the Company pursuant to Section 269 of the Companies Act, 1956 for a period of 3 years w.e.f. 2nd February 2009. He looks after the day-to-day affairs under the superintendence, control and directions of the Board of Directors of the Company. The other key managerial personnel is Shri Dillip Swain, Company Secretary.

Shareholding of KMP

No KMP holds any Equity Shares in the Company.

Bonus or Profit Sharing Plan for key managerial personnel

There is no bonus or profit sharing plan for the key managerial personnel.

Changes in key managerial personnel during last 3 years

Shri Upendra Kumar Gupta was appointed as Manager w.e.f. 2nd February 2009 in place of Shri P.S. Sharma who relinquished the position of Manager on the said date. Shri Dillip Swain was appointed as Company Secretary w.e.f. 24th November 2008 in place of Shri Vijay Kumar Sharma.

ESOP Scheme

BACL has no ESOP Scheme at present.

9. FINANCIAL INFORMATION

AUDITORS' REPORT

To the Members of BENGAL & ASSAM COMAPNY LIMITED

We have audited the attached Balance Sheet of BENGAL & ASSAM COMAPNY LIMITED, as at 31st March, 2009, the Profit and Loss Account and also the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

1. As required by the Companies (Auditor's Report) Order, 2003 (as amended) (The Order) issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956, and on the basis of such checks of the books and records of the company as we considered appropriate, we enclose in the Annexure a statement on the matters specified in the paragraphs 4 and 5 of the said Order.
2. Further to our comments in the Annexure referred to in Paragraph 1 above, we report that:
 - (a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (c) The Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (d) In our opinion, the Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in Section 211 (3C) of the Companies Act, 1956;

- (e) As per the information and explanations given to us, none of the directors of the Company is disqualified as on 31st March 2009 from being appointed as a director in terms of clause (g) of sub section (1) of section 274 of the Companies Act, 1956;

In our opinion and to the best of our information and according to the explanations given to us, the said accounts subject to and read with Note nos. 1 & 5 of Schedule 14(B) and read together with other notes thereon, give a true and fair view in conformity with the accounting principles generally accepted in India;

- (i) In the case of Balance Sheet, of the state of affairs of the Company as at 31st March 2009;
- (ii) In the case of the Profit & Loss Account, of the Profit for the year ended on that date; and
- (iii) In the case of Cash Flow Statement, of the Cash Flows for the year ended on that date.

For **J.S. LODHA &
CO.**
Chartered Accountants

V. Matta

(Proprietor)
Membership No.: -54087

Place: Kolkata
Dated:

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph (1) of our Report of even date of BENGAL & ASSAM COMPANY LIMITED for the year ended 31st March 2009.)

1.
 - (a) The Company has maintained proper records in respect of its fixed assets showing full particulars including quantitative details and situation of fixed assets.
 - (b) The fixed assets have been physically verified by the Management at reasonable interval, which in our opinion is reasonable having regard to the size of the Company and the nature of its Fixed Assets. As explained, the discrepancies noticed on such physical verification were not material.
 - (c) As per the records and information and explanations given to us, no substantial fixed assets have been disposed off during the year.
2. The Company has neither granted nor taken any loan, secured or unsecured to and from companies, firms or other parties as covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, the provisions of clause 4 (iii) (b) to (d), (f) & (g) of the Order are not applicable.
3. In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of fixed assets. Based on the audit procedure performed and on the basis of information and explanations provided by the management, during the course of our audit we did not observe any continuing failure to correct major weaknesses in internal control system.
4. According to the information and explanations provided by the Management and based upon audit procedures performed, we are of the opinion that the particular of contracts or arrangements referred to in Section 301 of the Act have been entered in the register required to be maintained under that section; and the transactions made in pursuance of such contracts or arrangements (exceeding the value of Rs. 5 lacs in respect of each party during the financial year) have been made at prices which are generally reasonable having regard to the prevailing market prices at the relevant time.
5. In our opinion, the Company has an internal audit system commensurate with the size of the Company and nature of its business.
6.
 - (a) The company is regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income Tax, Sales-Tax, Wealth-Tax, Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues with the appropriate authorities to the extent applicable and there are no undisputed statutory dues payable for a period of more than six months from the date they became payable as at 31st March, 2009.

- (b) According to the records and information and explanations given to us, there are no dues in respect of, sales tax, service tax, custom duty, excise duty, cess and wealth tax that have not been deposited with the appropriate authorities on account of dispute and the dues in respect of income tax that have not been deposited with the appropriate authorities on account of dispute and the forum where the dispute is pending are given below:-

Name of the statute	Nature of the dues	Period (A/Y)	Amount (In Rs.)	Form where dispute is pending
Income tax Act	Income tax	1995-96, 1997-98, 1998-99, 1999-00, 2001-02, 2002-03	4,40,518/-	CIT (A)
Income tax Act	Income tax	2004-05, 2005-06	2,07,760/-	CIT (A)
Income tax Act	Income tax	2003-04	26,946/-	Assessing Officer

7. The Company has no accumulated losses as at the end of the financial year and has not incurred cash losses in the current financial year and in the immediately preceding financial year.
8. According to the information and explanations given to us, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
9. In our opinion, the Company is not a chit fund or a nidhi /mutual benefit fund /society, therefore, the provisions of clause 4 (xiii) of the Order are not applicable to the Company.
10. According to the information and explanations given to us, proper records have been maintained in respect of transactions and contracts of shares, securities, debentures, and other investments and timely entries have been made therein; also the investments of the company have been held in the name of the company except referred to in Note No. 1 of Schedule 14(B).
11. According to the information and explanations given to us, the Company has given guarantee for loans taken by other body corporate from banks as stated in Note No. 6 of schedule 14(B). In our opinion, the terms and condition on which the company has given guarantee for loans taken by other body corporates from banks are not prima facie prejudicial to the interest of the Company.

12. According to information and explanations given to us and on an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima-facie, not been used for long-term investment.
13. The Company has not made any preferential allotment of shares to the parties and companies covered in the register maintained under section 301 of the Companies Act, 1956. Refer note no. (a) of schedule 1.
14. The Company has not raised any money through a public issue during the year.
15. Based on the audit procedure performed and on the basis of information and explanations provided to us, no fraud on or by the Company has been noticed or reported during the course of our audit.
16. No other matters specified in the said Order are applicable to the Company.

For **J.S. LODHA &
CO.**
Chartered Accountants

V. Matta

(Proprietor)
Membership No.: -54087

Place: Kolkata

Dated:

BENGAL & ASSAM COMPANY LIMITED

BALANCE SHEET AS AT 31.03.09

P A R T I C U L A R S	SCHEDULE	31.03.2009	31.3.2008
		(Amount in Rs.)	(Amount in Rs.)
<u>SOURCES OF FUNDS</u>			
Share Capital	1	86,835,530	52,434,260
Share Capital Suspense		-	35,292,880
Reserves & Surplus	2	2,030,561,982	1,914,805,081
Secured Loans	3	150,000,000	-
Unsecured Loans	4	894,951,011	1,099,936,844
Deferred Tax Liability (Net)		1,138,234	1,616,900
T O T A L		<u>3,163,486,757</u>	<u>3,104,085,965</u>
<u>APPLICATION OF FUNDS</u>			
<u>Fixed Assets</u>			
Gross Block	5	217,133,723	197,251,655
Less:- Depreciation		19,917,798	16,769,123
Net Block		197,215,925	180,482,532
Capital Work In Progress (including advances)		-	19,763,346
		197,215,925	200,245,878
Investments	6	2,774,494,306	2,825,424,832
<u>Current Assets, Loans & Advances</u>			
Cash & Bank Balances		12,131,246	17,425,182
Loans & Advances		285,386,550	186,679,486
		297,517,796	204,104,668
Less: Current Liabilities & Provisions	8	105,741,270	125,689,413
Net Current Assets		191,776,526	78,415,255
T O T A L		<u>3,163,486,757</u>	<u>3,104,085,965</u>

Notes on Accounts

14

Schedules referred to above and Notes attached thereto form an integral part of the Balance Sheet.

As per our report of even date.

For **J.S. LODHA & CO.**

Chartered Accountants

V. Matta

(Proprietor)

Membership No.: -54087

Place: Kolkata

Dated: 30th July 2009

U.K. GUPTA
Manager

DILLIP SWAIN
Secretary

HARI SHANKAR SINGHANIA
BHARAT HARI SINGHANIA
RAGHUPATI SINGHANIA
VINITA SINGHANIA
O.P. KHIATAN
JRC BHANDARI

L.R. PURI
Directors

BENGAL & ASSAM COMPANY LIMITED

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2009

P A R T I C U L A R S	SCHEDULE	2008-09	2007-08
		(Amount in Rs.)	(Amount in Rs.)
<u>INCOME</u>			
Income from Operations	9	161,533,326	161,256,329
Other Income	10	35,024,772	34,313,749
		<u>196,558,098</u>	<u>195,570,078</u>
<u>EXPENDITURE</u>			
Employees Cost	11	3,804,910	4,612,547
Interest Cost	12	37,275,452	17,345,967
Loss on sale of shares (by Trustee)		-	17,521,592
Administrative and other expenses	13	15,735,873	11,411,144
Diminution in the value of Current Investments		554,603	-
		<u>57,370,838</u>	<u>50,891,250</u>
Profit before Depreciation & Tax		139,187,260	144,678,828
Depreciation		3,157,451	2,141,164
Profit before Tax		136,029,809	142,537,664
Provision for Current Tax		7,100,000	7,350,000
Provision for Fringe Benefit Tax		35,000	18,000
Income Tax Adjustments earlier years (Net)		536,809	144,336
Deferred Tax		(478,666)	(872,601)
Profit after Tax		128,836,666	135,897,929
Profit brought forward from previous year		193,226,086	130,608,257
Balance available for appropriation		322,062,752	266,506,186
APPROPRIATIONS			
Transfer to Reserve (As per RBI Guidelines)		25,767,333	27,179,593
Capital Redemption Reserve		-	1,391,610
Dividend Paid		46,810	4,256,115
Interim/Final Dividend - Equity		13,025,330	25,771,325
- Preference shares		-	62,413
Corporate Dividend Tax		7,955	1,021,896
Transfer to General Reserve		150,000,000	13,597,148
Balance Carried to Balance Sheet		133,215,324	193,226,086
		<u>322,062,752</u>	<u>266,506,186</u>
Basic/Diluted Earning per share (in Rs.)		14.83	15.64
{Refer Note 9 of Schedule 14(B)}			
Notes on Accounts	14		

Schedules referred to above and Notes attached thereto form an integral part of the Profit & Loss A/c
As per our report of even date.

For J.S. LODHA & CO.
Chartered Accountants

V. Matta
(Proprietor)
Membership No.: -54087
Place: Kolkata
Dated: 30th July 2009

U.K. GUPTA
Manager

DILLIP SWAIN
Secretary

HARI SHANKAR SINGHANIA
BHARAT HARI SINGHANIA
RAGHUPATI SINGHANIA
VINITA SINGHANIA
O.P. KHIATAN
JRC BHANDARI
L.R. PURI
Directors

INFORMATION MEMORANDUM – BENGAL & ASSAM COMPANY LIMITED

BENGAL & ASSAM COMPANY LIMITED

<u>SCHEDULE TO THE ACCOUNTS</u>	31.03.2009	31.3.2008
	(Amount in Rs.)	(Amount in Rs.)
<u>SCHEDULE 1 : SHARE CAPITAL</u>		
<u>Authorised</u>		
356,730,000 Equity Shares of Rs.10/- each	3,567,300,000	3,567,300,000
1,252,000 Cumulative Redeemable Preference Shares of Rs 100 each	125,200,000	125,200,000
	<u>3,692,500,000</u>	<u>3,692,500,000</u>
<u>Issued, Subscribed & Paid up</u>		
<u>Equity Shares fully paid up (a)</u>		
86,83,553 Equity Shares of Rs.10/- each (Previous Year 51,54,265 Equity Shares of Rs.10/- each)	86,835,530	51,542,650
<u>Preference Shares fully paid up (b)</u>		
NIL (Previous Year 89,161 7% Cumulative Redeemable Preference Shares of Rs.10/- each)	-	891,610
	<u>86,835,530</u>	<u>52,434,260</u>

a) Above includes, 35,29,288 equity shares issued to the shareholders of erstwhile Ashim Investment Company Limited & Netflir Finco Limited, pursuant to the Scheme of Amalgamation without payment being received in cash.

b) Transferred to and vested in the Company w.e.f. 01.04.2007 pursuant to the Scheme of Amalgamation, has been redeemed prematurely by the Company on record date i.e. 30.12.2008.

SCHEDULE 2 : RESERVES & SURPLUS

Capital Reserve **	251,500	-		
Add: Addition during the year **	330	251,830	251,500	251,500
Capital Redemption Reserve	2,391,610		1,000,000	
Add: Addition during the year	-	2,391,610	1,391,610	2,391,610
Reserve (as per RBI guidelines)	97,500,164		70,320,571	
Add: Transfer from Profit & Loss A/c	25,767,333	123,267,497	27,179,593	97,500,164
General Reserve	1,621,435,721		286,142,022	
Add: Pursuant to the scheme of amalgamation	-		1,321,696,551	
Add: Transfer from Profit & Loss A/c	150,000,000	1,771,435,721	13,597,148	1,621,435,721
Surplus in Profit & Loss Account A/c		133,215,324		193,226,086
		<u>2,030,561,982</u>		<u>1,914,805,081</u>

**Proceeds of shares sold by trustee, allotted to them out of fractional entitlement, pursuant to the Scheme of Arrangement and Demerger between JK Tyre & Industries Ltd and Netflir Finco Ltd and kept as distributable surplus.

SCHEDULE 3 : SECURED LOANS

Term Loan From HDFC Limited	150,000,000	-
Note:- Term Loan from Housing Development Finance Corporation Limited(HDFC) is secured by way of exclusive charge, created/to be created, on certain specified movable and immovable properties located at Kolkata and New Delhi and pledge of receivables relating there to. pending creation of final security on the Kolkata property, the Company has provided corporate guarantee of its subsidiary Company namely Fenner (India) Limited.		

SCHEDULE 4 : UNSECURED LOANS

From Body Corporates *	793,333,334	1,079,166,667
Deferred Payment to SASF (Refer note no. 5 (ii) of Schedule 14B)	74,500,000	-
Interest Accrued & Due #	27,117,677	20,770,177
	<u>894,951,011</u>	<u>1,099,936,844</u>

*Includes Rs.63,33,33,334/- (previous year Rs.66,66,66,667/-) (interest free)

#Include on loan from Subsidiary company Rs. NIL/- (previous year Rs.27,62,436/-)

INFORMATION MEMORANDUM – BENGAL & ASSAM COMPANY LIMITED

BENGAL & ASSAM COMPANY LIMITED
SCHEDULE 5 : FIXED ASSETS

(Amount in Rs.)

PARTICULARS	GROSS BLOCK					DEPRECIATION					NET BLOCK	
	Gross Block as at 01.04.08	Pursuant to Scheme @	Additions	Sales/ Adjustments	Gross Block as at 31.03.09	Upto 31.03.08	Pursuant to Scheme @	For The Year	Sales/ Adjustments	Upto 31.03.09	As At 31.03.09	As At 31.03.08
Land (Freehold) @	63,970,366	-	-	-	63,970,366	-	-	-	-	-	63,970,366	63,970,366
Land (Leasehold) @	2,322,737	-	-	-	2,322,737	70,322	-	23,462	-	93,784	2,228,953	2,252,415
Buildings @	123,681,952	-	18,778,948	-	142,460,900	13,957,643	-	2,296,352	-	16,253,995	126,206,905	109,724,309
Furniture & Fixtures	2,274,842	-	1,051,394	88,840	3,237,396	1,348,151	-	325,376	4,850	1,668,677	1,568,719	926,691
Office equipment	4,821,118	-	241,726	101,160	4,961,684	1,247,832	-	503,136	3,926	1,747,042	3,214,642	3,573,286
Computer	79,640	-	-	-	79,640	75,658	-	1,593	-	77,251	2,389	3,982
Vehicles	101,000	-	-	-	101,000	69,517	-	7,531	-	77,048	23,952	31,483
Total	197,251,655	-	20,072,068	190,000	217,133,723	16,769,123	-	3,157,451	8,776	19,917,798	197,215,925	180,482,532
CWIP(Including advances)											-	19,763,346
TOTAL	197,251,655	-	20,072,068	190,000	217,133,723	16,769,123	-	3,157,451	8,776	19,917,798	197,215,925	200,245,878
Previous Year	5,759,880	196,409,614	14,845,507	-	217,015,001	449,518	14,178,440	2,141,164	-	16,769,123	200,245,878	

@ Refer Note 1 of Schedule 14 (B) including pending transfer in the name of the company.

Bengal & Assam Company Limited
Schedule 6- Investment

Name of the Bodies Corporate	Refer Note No.	AS AT 31.03.2009		AS AT 31.03.2008	
		Nos.	Amount (Rs.)	Nos.	Amount (Rs.)
A. Quoted Investments (Long Term)					
(Other than trade, fully paid up)					
Equity Shares					
Others					
A I Champdany Inds. Ltd.	1	28	247	14	247
Abbott India Ltd.		5	737	5	737
Abhishek Jute & Industries Ltd.		66	557	66	557
Aditya Birla Nuvo Limited		844	72,324	844	72,324
All Seasons Foods Limited		45	-	45	-
Ambuja Cement Ltd. (Formerly Gujarat Ambuja Cement Ltd.)		32307	654,257	32,307	654,257
Andhra Cement Company Limited		62	937	62	937
Asahi India Glass Ltd.		74	2,500	74	2,500
Ashok Leyland Ltd		2000	32,500	2,000	32,500
Ashoka Paper Mills Ltd.		100	-	100	-
Astrazeneca Pharma India Ltd.		500	10,831	500	10,831
ATV Projects India Ltd.		2500	-	2,500	-
Auckland International Ltd.		99	-	99	-
Aventis Pharma. Ltd.		5	1,384	5	1,384
Ballarpur Industries Limited		2241	24,976	2,241	24,976
Bally Jute Co. Ltd.		1	-	1	-
Balrampur Chini Mills Ltd.		500	21,425	500	21,425
Bank of India		5	225	5	225
Baranagore Jute Factory Co. Ltd.		5	-	5	-
Bayer Cropscience India Ltd.		66	-	66	-
Bengal Coal Co. Ltd.		2	-	2	-
Bharat Heavy Electricals Limited		200	14,450	200	14,450
Bharat Nidhi Ltd.		20	-	20	-
Bhatpara Jute & Properties Ltd.		115	-	115	-
Bhiwani Denim & Apparel Ltd.		14200	-	14,200	-
Bird Jute & Exports Ltd.		1	-	1	-
Birla Corp Limited		318	5,840	318	5,840
Bonanza Pharmaceuticals Ltd.		200	-	200	-
Brabourne Enterprises Ltd.(Formerly known as RPG Life Science Ltd.)		50	-	50	-
Budge-Budge Co. Ltd.		85	-	85	-
Carol Info. Services Ltd.		200	6,770	200	6,770
Ceat Ltd.		49	1,928	49	1,928
Century Enka Limited		305	21,167	305	21,167
Chambal Fertilizers Limited		5	142	5	142
Cheviot Co. Ltd.		76	12,779	76	12,779
Chi Investment Limited		16	254	16	254
Ciba Speciality Chemical India Ltd.		25	5,025	25	5,025
Clives Mills Ltd.		3	-	3	-
Daewoo Motors India Limited		3000	-	3,000	-
Delta Jute & Industries Ltd.		160	-	160	-
Dewan Tyres Ltd.		240	-	240	-
Digvijay Finlease Ltd.		100	-	100	-
Dunbar Mills Ltd.		20	-	20	-
Dunlop India Ltd.		113	746	113	746
EID Parry (India) Limited		150	3,774	150	3,774
Fort Gloster Industries Ltd.		99	-	99	-
G.E. Capital Transportation Financial Services Ltd.		-	-	100	-
G.K.W. Ltd.		37	400	37	400
Garware Nylons Ltd.		112	-	112	-
Gas authority of India Ltd.	2	375	52,813	250	52,813
GIC Housing Finance Limited		62	992	62	992
Gilt Pack Limited		3700	-	3,700	-
Goodyear India Ltd.		10	495	10	495
Grasim Industries Limited		240	11,107	240	11,107
Gujarat Composite Limited		66	-	66	-
Gujrat Glass Limited(Formerly Kojam Finvest Ltd.)		21	-	21	-
Haryana Petrochemicals Limited		7000	-	7,000	-
Hasimara Industries Ltd.		2	-	2	-
HDFC Bank Limited		1305	40,368	1,305	40,368
Hilton Rubber Limited		100	-	100	-
Hind Engg. Ltd.		-	-	222	-
Hindalco Industries Limited		462	21,317	462	21,317
Hindustan Development Corpn. Ltd.		160	-	160	-
Hindustan Unilever Limited		865	142,307	865	142,307

INFORMATION MEMORANDUM – BENGAL & ASSAM COMPANY LIMITED

Housing Development Finance Corpn. Ltd.		5	-	5	-
I C I C I Bank Limited		27440	622,083	27,440	622,083
I.G. Petrochemicals Ltd.		100	1,425	100	1,425
Incheck Tyres Ltd.		100	-	100	-
Indag Rubber Ltd.		50	-	50	-
India Carbon Ltd.		40	-	40	-
India Cements Limited		100	6,667	100	6,667
India Paper & Pulp Co. Ltd.		19	-	19	-
Indo Rama Synthetics (India) Limited		1560	22,230	1,560	22,230
Indofil Organic Inds. Ltd.		375	6,705	375	6,705
Indraprastha Medical Corporation Limited		500	5,000	500	5,000
Industrial Development Bank of India		8170	471,409	8,170	471,409
Informed Technologies India Ltd.		100	-	100	-
Infosys Technologies Ltd.		240	301,608	240	301,608
Ispat Profiles Limited		1951	-	1,951	-
ITC Limited		555	28,212	555	28,212
J K Sugar Limited		5177691	79,741,266	5,681,691	87,503,336
J.K. Synthetics Limited		900	1,710	900	1,710
J.K. Tyre & Industries Limited	3	8434250	493,930,713	6,325,689	314,703,028
J.K.Cement Limited		320	-	320	-
J.K.Lakshmi Cement Ltd.		14536558	568,686,105	14,528,674	568,071,153
J.K.Paper Limited		14344407	254,613,224	14,344,407	254,613,224
J.K.Pharmachem Ltd. (Under Liquidation)		7651469	-	7651469	-
Jaiprakash Associates Limited		12515	235,485	12,515	235,485
Jaiprakash Hydro Power Limited		500	14,700	500	14,700
Jaipur Udyog Ltd.		1	-	1	-
Jayant Paper Mills Ltd.		700	-	700	-
JCT Ltd.		124	383	124	383
JK Agri Genetics Limited		1351820	130,533,669	1,351,820	130,533,669
Kabir Das Investment Ltd.		160	-	160	-
Kamarthatty Co. Ltd.		50	-	50	-
Kanco Enterprises Ltd.		65	-	65	-
KESORAM TEXTILE MILLS LTD.		330	-	330	-
Khaitan Chem. & Fertilizers Ltd.		152	2,006	152	2,006
Khardah Co. Ltd.		62	-	62	-
Khatau Junker Ltd.		100	-	100	-
Kinnison Jute Mills Co. Ltd.		1	-	1	-
Kiran Overseas Exports Ltd.		1000	-	1,000	-
Larsen & Toubro Limited	4	10010	677,346	5,005	677,346
Mahanagar Telephone Nigam Limited		1600	113,120	1,600	113,120
Malanpur Steel Ltd.		2334	-	2,334	-
Mandya National Paper Mills Ltd.		25	-	25	-
Mangalam Cement Limited		100	3,900	100	3,900
Martin Burn Ltd.		20	424	20	424
Merind India Ltd.		50	-	50	-
Mideast India Ltd.		750	-	750	-
Mideast Integrated Steels Ltd.		200	-	200	-
Modern Terry Towels Ltd.		900	-	900	-
Modern Threads (I) Ltd.		250	-	250	-
Modi Rubber Limited		550	8,703	550	8,703
Modipon Limited		250	3,113	250	3,113
Modistone Limited		150	-	150	-
Montari Industries Limited		218	-	218	-
MRF Tyres		47	93,333	47	93,333
Mukerian Papers Limited		200	-	200	-
Mysore Paper Mills Ltd.		54	314	54	314
Naihati Jute Mills Co. Ltd.		5	-	5	-
Nath Pulp & Paper Limited.		200	-	200	-
National Co. Ltd.		1	-	1	-
National Thermal Power Corporation Ltd.(NTPC)		1785	110,670	1,785	110,670
New Central Jute Mills Co. Ltd.		10	-	10	-
Piramal Healthcare Ltd. (formerly Nicholas Piramal India Ltd.)		505	24,089	505	24,089
North Brooke Jute Co. Ltd.		3	-	3	-
Northern Leasing Ltd.		100	-	100	-
ORG Informatics Ltd.(Formerly Sarabhai Electronics Ltd.)		69	-	69	-
Orient Paper & Industries Limited		1110	11,635	1,110	11,635
Oriental Civil Engg.Co. Ltd.		3400	-	3,400	-
Orissa Extrusions Ltd.		2900	-	2,900	-
Orkay Industries Ltd.		2000	-	2,000	-
Oswal Agro Mills Limited		5150	-	5,150	-
Oswal Chemicals & Fertilizers Limited		4745	22,491	4,745	22,491

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Pentafour Products Ltd.		3200	-	3,200	-
People Investment Limited		3500	38,500	3,500	38,500
Pharmax Corporation Ltd.		250	-	250	-
Piramal Life Sciences Ltd.		50	-	50	-
Piramal Glass Ltd.		24	-	24	-
Polar Investment Limited		12393	128,008	12,393	128,008
Pranav Investment (M.P.) Co. Ltd.		15000	2,472,093	15,000	2,472,093
PTL Enterprises Ltd.(Formerly Premier Tyres Ltd.)		250	-	250	-
Prism Cement Limited		100	918	100	918
Punjab Anand Batteries Ltd.		50	-	50	-
Rain Commodites Limited		100	637	100	637
Rajasthan Breweries Limited		1800	-	1,800	-
Rama Fibres Ltd.		5000	-	5,000	-
Rameshwara Jute Mills Ltd.		100	-	100	-
Rampur Fertilizers Limited		304	-	304	-
Ranbaxy Laboratories Limited		3366	131,142	5,770	224,803
Ready Foods Ltd.		3500	-	3,500	-
Reliance Capital Limited		425	3,654	425	3,654
Reliance Communication Ventures Limited		8100	91,372	8,100	91,372
Reliance Energy Limited		637	20,519	637	20,519
Reliance Industries Limited		6017	1,180,165	6,017	1,180,165
Reliance Jute & Industries Ltd.		112	-	112	-
Reliance Natural Resources Limited		8505	2,081	8,505	2,081
Reliance Petroleum Ltd		5305	381,300	5,305	381,300
Reliance Power Ltd	6	88	6,276	55	6,276
Remington Rand of India Ltd.		22	-	22	-
RJM Fibre Industries Ltd.		56	-	56	-
RJM Investments Ltd.		56	-	56	-
Rohtas Industries Ltd.		22	-	22	-
Sanghi Polyester Limited		4200	10,920	4,200	10,920
Satyam Computers Limited		350	78,896	350	78,896
Seshasayee Paper & Boards Limited		100	9,100	100	9,100
Shree Synthetics Ltd.		88	-	88	-
Siel Limited		13	-	13	-
Sirpur Paper Mills Ltd.		2	68	2	68
SPL Empl.Co-op Stores		250	-	250	-
SRF Limited		5	372	5	372
Sri Digvijay Cement Co.Limited		1900	11,761	1,900	11,761
Star Paper Mills Limited		100	1,710	100	1,710
State Bank of India	7	2336	1,340,853	1,885	623,763
Sterlite Industries (India) Limited		125	19,801	125	19,801
Sterlite Projects Ltd.		100	-	100	-
Surya Agroils Limited		1300	-	1,300	-
Syndicate Bank		1000	55,000	1,000	55,000
Tata Consultancy Services Ltd.(TCS)		500	264,425	500	264,425
Tata Motors Ltd.		5	777	5	777
Tata Steel Ltd.		750	143,325	750	143,325
The Associated Cement Companies Limited(ACC)		847	11,031	847	11,031
The Bengal Paper Mills Ltd.		37	-	37	-
The Burrakur Coal Co. Ltd.		1	-	1	-
The Gourepore Co. Ltd.		100	-	100	-
The Scindia Steam Navigation Co. Ltd.		1	-	1	-
The Tata Iron & Steel Co. Limited		8676	1,305,981	8,676	1,305,981
The West Coast Paper Mills Limited		1000	20,804	1,000	20,804
Tirupati Texknit Ltd. (T T LTD.)		400	3,280	400	3,280
Titagarh Industries Ltd.		14	-	14	-
TVS Srichakra Ltd.		50	812	50	812
Udaipur Cement Works Ltd. (BIFR Co.)		31153242	29,595,580	31,153,242	29,595,580
Ultra Tech Cement Ltd.		2576	673,484	2,576	673,484
Umang Dairies Limited (BIFR Co.)		5294965	24,674,537	5,294,965	24,674,537
Union Jute Co. Ltd.		2	-	2	-
United Wire Ropes Ltd.		5	-	5	-
Universal Tyres Ltd.		100	-	100	-
Usha (INDIA) Ltd.		710	-	710	-
Vegepro Foods & Feeds Ltd.		100	-	100	-
Walford Transport (Eastern) Ltd.		15	-	15	-
Wyeth Lederle Ltd.		55	17,659	55	17,659
Zensar Technologies Ltd.		100	-	100	-
Zuari Industries Limited		17	-	17	-
Total Quoted Equity Shares (A)			1,594,156,152		1,421,452,156

INFORMATION MEMORANDUM – BENGAL & ASSAM COMPANY LIMITED

B. Mutual Funds					
ABN Amro Fixed Term Plan Series 8 Reg. Growth - YLY P		-	-	500,000	5,000,000
BIRLA DIVIDEND YIELD PLUS -PLAN A		-	-	16,051	127,769
Birla Floating Rate Long Term Fund -Growth (Monthly Dividend payout)		-	-	1,442,434	17,560,546
Birla Sunlife Liquid Plus - Inst. Growth		-	-	1,806,441	26,393,199
Birla Sunlife Liquid Plus Retail Growth Fund		-	-	537,411	7,600,499
Birla Sunlife Short Term Plan		-	-	1,268,733	17,293,758
Canara Robeco Limited Plus Retail Growth Fund		-	-	7,775	100,000
HDFC FR IF ST - R.Option-Growth		-	-	30,570	400,000
HDFC FR IF ST - WS Dividend Monthly		-	-	3,112,657	31,600,820
HDFC MIP - LTP - GROWTH		-	-	2,676,039	36,648,892
LIC LIQUID FUND - GROWTH		-	-	1,864,480	25,725,000
LIC MF Floating Rate Fund - ST Plan -Growth Plan		-	-	3,473,329	43,284,562
LIC MF Liquid Fund - Growth		530,545	8,000,694	211,453	3,074,586
LICMF Floating Rate Short Term Plan-Dividend Plan		-	-	108,229	1,098,420
Lotus India Liquid Plus		-	-	27,951	300,000
Prudential ICICI Flexible Income Plan		-	-	250,245	3,500,000
Prudential ICICI Floating Rate Fund - Inst.Growth		-	-	774,641	10,000,000
Sundram BNP Paribas Fixed Term Plan-Series XXVII growth.		-	-	4,000,000	40,000,000
UTI Master Share Unit Scheme-Dividend Plan-Payout		660	9,156	660	9,156
UTI Fixed Maturity Plan Yearly Series YFMP/0507-Inst.Growth		-	-	4,000,000	40,000,000
SBI-SHF-Liquid Plus-Instl. Plan-Daily Dividend (BA)		3,093,450	30,949,967	-	-
LIC Floating Rate Fund - STP-Growth (BACL)		952,865	13,500,000	-	-
HDFC Cash Management Fund-Treasury Advantage Plan-Wholesale-Growth (BACL)		1,118,929	21,500,000	-	-
Total Mutual Funds (B)				73,959,817	309,717,207
C. Quoted Investment (Current) (Other than trade, fully paid up)					
Equity Shares					
Aban Offshore		70	26,617	55	53,578
ACC Limited		85	48,824	-	-
Adlabs Films Limited		-	-	116	63,805
Balrampur Chinni Mills Limited		-	-	1,978	84,757
Bank of India		524	114,966	365	92,436
Bharat Heavy Electricals Limited		120	158,160	100	122,947
Bharti Airtel Limited		210	131,407	250	171,920
Cairns India		390	70,565	-	-
DIVIS LABS		65	61,380	-	-
DLF Ltd.		260	42,745	220	138,514
Eicher Motors Limited		-	-	243	60,726
GOLDBEES		15	22,374	-	-
Gujarat NRE Coke (India) Limited	8	1,281	25,300	800	77,658
HDFC Bank		143	139,196	-	-
Hindustan Construction Limited		-	-	764	90,150
ICSA (I) Ltd.		-	-	205	66,348
India Cements Limited		-	-	503	82,458
IVRCL Infrastructure		678	82,343	-	-
Infosys Technologies		38	50,308	-	-
Jindal Steel		78	79,670	-	-
Jai Prakash Associates Limited		-	-	720	126,834
Kalpataru Power Limited		-	-	74	77,317
Larsen & Toubro Limited	4	242	162,479	103	149,045
Lupin Chemicals		150	102,683	-	-
Maruti Udyog		267	180,971	-	-
Mcdowell (United Spirits Ltd.)		192	124,598	150	117,848
Nestle India Limited		72	111,075	54	73,291
Power Grid Corporation of India Limited		-	-	1,849	181,757
Punj Lloyd Ltd.		500	45,500	230	45,356
Punjab National Bank Ltd.		-	-	168	85,722
Reliance Comm.Ventures Ltd.		134	23,430	134	29,527
Reliance Industries Limited		72	37,120	139	237,829
Samtel Colour Limited		-	-	5,000	67,360
Sesa Goa Ltd.	5	110	-	-	-
Shiv Vani Oil		314	29,720	-	-
State Bank of India Ltd.		91	97,106	172	275,244
Steel Authority Corporation of India Limited		-	-	400	56,592
Tata Iron & Steel Co. Ltd.		400	82,360	-	-
Tata Motors		600	97,235	-	-
Tata Powers		63	48,422	-	-
Titan Limited		54	42,214	160	149,672
UTIMS GILDEF		30	44,657	-	-
Unitech Limited		-	-	150	-
Vijaya Bank Ltd.		-	-	1,587	64,813
Voltas Ltd.		-	-	552	79,997
Total Quoted Equity Shares (C)		7,248	2,283,425		2,923,501
Total Quoted Investment 'I' (A+B+C)			1,670,399,394		1,734,092,865

SCHEDULE 7 : CURRENT ASSETS, LOANS & ADVANCES

A. CURRENT ASSETS

Cash in Hand	45,993	50,895
Cheques in Hand	2,000,000	2,603,581
Balance with scheduled banks :		
-- On Current accounts	10,085,253	14,770,706
TOTAL (A)	<u>12,131,246</u>	<u>17,425,182</u>

B. LOANS & ADVANCES (considered good) #

Secured Loan (Refer to note no. 5 (ii) of Schedule 14B)	79,500,000	-
<u>Unsecured:</u>		
Advances recoverable in cash or in kind or for value to be received	32,612,403	82,221,993
Inter Corporate Deposits	104,300,000	47,300,000
Fixed Deposit with Bodies Corporate	16,500,000	19,500,000
Accrued Interest	6,079,818	1,000,568
Fringe Benefits Tax advance payments	69,592	27,000
Advance payment of tax (including TDS)	46,324,737	36,629,925
TOTAL (B)	<u>285,386,550</u>	<u>186,679,486</u>
# refer note no. 7(c) of Schedule 14B		
TOTAL (A + B)	<u>297,517,796</u>	<u>204,104,668</u>

SCHEDULE 8 : CURRENT LIABILITIES & PROVISIONS

CURRENT LIABILITIES

Sundry Creditors		
--MSME *	-	-
--Others	30,953,477	42,729,278
Investor Education & Protection Fund (not due)		
--Unclaimed Dividend	1,091,551	939,321
Unpaid Dividend		
Equity shares	-	4,256,115
Preference shares	-	62,413
--Unclaimed Preference shares	32,120	
Other Liabilities	31,638,652	27,654,841
Interest accrued but not due	55,479	2,371,938
TOTAL (A)	<u>63,771,279</u>	<u>78,013,906</u>

* To the extent identified by and information available with the management.

PROVISIONS

-- For Income Tax	28,260,887	20,624,078
-- For Fringe Benefits Tax	62,183	27,183
-- For Interim/Final dividend	-	25,771,325
-- For Proposed Dividend	13,025,330	46,810
-- For Corporate Dividend Tax	-	1,029,852
-- For Retirement Benefits	621,591	176,259
TOTAL (B)	<u>41,969,991</u>	<u>47,675,507</u>
TOTAL (A + B)	<u>105,741,270</u>	<u>125,689,413</u>

BENGAL & ASSAM COMPANY LIMITED

<u>SCHEDULE TO THE ACCOUNTS</u>	2008-09	2007-08
	(Amount in Rs.)	(Amount in Rs.)
<u>SCHEDULE 9 : INCOME FROM OPERATIONS</u>		
Interest on :		
-- Loans and deposits {includes TDS amounting to Rs.21,39,277/-(PY Rs. 10,95,763)}	10,040,505	4,725,406
-- Others {includes TDS amounting to Rs.206/- (PY Rs.9634)}	25,245	36,815
Dividend {include Rs. 45,039/- (Previous Year Rs. 68,239/-) on current investments and dividend from subsidiary amounting to Rs. 6,54,79,440/- , (PY -.NIL)}	114,794,823	78,080,125
Profit on sale of Investment {includes Rs.44,35,731/-, profit on current investment, (PY Rs.80,28,078)}	36,672,753	78,413,983
T O T A L	<u>161,533,326</u>	<u>161,256,329</u>
<u>SCHEDULE 10 : OTHER INCOME</u>		
Rent {includes TDS amounting to Rs.67,71,969/- (PY Rs. 67,18,292)}	34,945,327	33,362,287
Miscellaneous Receipts	79,445	951,462
	<u>35,024,772</u>	<u>34,313,749</u>
<u>SCHEDULE 11 : EMPLOYEES COST</u>		
Salaries, wages, gratuity & bonus	3,734,504	4,507,261
Employees welfare & other benefits	70,406	105,286
TOTAL	<u>3,804,910</u>	<u>4,612,547</u>
<u>SCHEDULE 12 : INTEREST COST</u>		
Interest on :- ICD	37,219,973	17,345,967
Term Loan	55,479	-
T O T A L	<u>37,275,452</u>	<u>17,345,967</u>
<u>SCHEDULE 13 : ADMINISTRATIVE & OTHER EXPENSES</u>		
Rent	247,572	287,376
Rates & Taxes	2,853,276	3,114,315
Legal & Professional Charges	1,662,995	1,519,353
Loss on sale of Investments (includes Rs. 14,87,863/-, loss on current investment)	1,863,730	-
Filing Fee	27,140	101,305
Auditors Remuneration		
-- Statutory Audit Fees	50,000	157,981
-- Tax Audit Fees	10,000	48,203
-- Certification	20,474	78,720
Directors' Fee	103,400	107,850
Repairs & Maintanance to Building	1,439,207	931,902
Service & Office Maint. Charges	75,028	303,500
Electricity & Water Charges	254,412	196,365
Postage, Printing & Stationery	3,205,546	1,385,679
Insurance	34,348	21,255
Advertisement & Publicity Exp.	290,119	601,656
Travelling & Conveyance Expenses	438,937	147,435
Securities Transaction Tax	-	39,753
Sundry balances written off	9,305	73,528
Bank Charges,Finance Cost & Miscellaneous Expenses	3,150,384	2,294,968
T O T A L	<u>15,735,873</u>	<u>11,411,144</u>

SCHEDULES TO THE ACCOUNTS

SCHEDULE-14: SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS:-

(A) SIGNIFICANT ACCOUNTING POLICIES:

1. BASIS OF ACCOUNTING:

The Company follows the Mercantile System of Accounting and recognizes Income and Expenditure on Accrual basis except where recovery/realization is doubtful.

The Accounts are prepared on historical cost basis and as a going concern. Accounting Policies not specifically referred to otherwise are consistent with generally accepted accounting principles.

FIXED ASSETS AND DEPRECIATION:

- (a) Fixed Assets are stated at their original cost less accumulated depreciation.
- (b) Leasehold Land is being amortized over the lease period.
- (c) Depreciation on Building is provided as per straight line method and on other assets is provided on written down value method at the rates and in the manner specified in Schedule XIV of the Companies Act, 1956.
- (d) The carrying amount of Assets is reviewed at each Balance Sheet date to assess impairment, if any based on internal / external factors. An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value being higher of value in use and net selling price. An impairment loss is recognised as an expense in the Profit & Loss Account in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been an improvement in recoverable amount.

REVENUE RECOGNITION:

- (a) Dividend Income is accounted for in the year in which it is declared.
- (b) Overdue interest on Lease Rentals, Loans & Advances is accounted for on actual receipt basis.

INVESTMENTS:

Investments made by the company in various shares/stocks/securities are primarily meant to be held over long term period and are stated at cost less diminution, if the same is other than temporary in nature. The current investments are stated at lower of cost or quoted/fair value.

5. EMPLOYEE BENEFITS:

- (a) Gratuity is provided in the accounts on Accrual Basis on estimates though no actuarial valuation of gratuity Liability has been made. The Gratuity Liability has not been actuarially calculated due to limited number of staff.

- (b) Leave Encashment Benefit payable to employees annually and on retirement is provided in the accounts on accrual basis.

6. **TAXES ON INCOME:**

Current Tax is the amount of tax payable on the estimated taxable income for the current year as per the provisions (proposed/enacted) of Income Tax Act, 1961. Deferred Tax Assets and Liabilities are recognised in respect of current year and prospective years. Deferred Tax Asset is recognised on the basis of reasonable / virtual certainty that sufficient future taxable income will be available against which the same can be realized.

7. **CONTINGENT LIABILITIES:**

Contingent Liabilities are not provided for and are disclosed by way of Notes to the Accounts.

(B) NOTES ON ACCOUNTS:-

1. Pursuant to the scheme of Amalgamation of **Ashim Investment Company Limited (AICL)** and its wholly-owned Subsidiaries - Mayfair Finance Limited, Sidhi Vinayak Investment Limited, Terrestrial Finance Limited and Yashodhan Investment Limited and **Netflir Finco Limited (NFL)** and its wholly-owned Subsidiaries - Hansdeep Investment Limited, Panchanan Investment Limited, Hidrive Finance Limited and Radial Finance Limited (**Amalgamating Companies**); into and with **Bengal & Assam Company Limited (The Company)** sanctioned by the Hon'ble High Court of Delhi having become effective on 11.11.2008; with effect from the Appointed Date i.e. 01.04.2007, the necessary steps and formalities in respect of transfer of investments and assets in favour of the Company are under implementation. Listing application have been made to stock exchanges at Mumbai & Kolkata which are pending.

Subsequent to the implementation of above said Scheme, provisions pertaining to 'Systemically important non-deposit taking non-banking finance company' as per 'Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 have become applicable to the Company. The Company has applied to Reserve Bank of India (RBI) for exemption from certain applicable clauses, which is pending for approval.

2. Contingent Liabilities not provided for:-
 - (a) One of the lessees of the Company, Bihar Air Products Ltd., has claimed an amount of Rs.70,08,435/- (previous year Rs. 70,08,435) from the Company towards refund of lease rentals, interest and damages. The company has contested this claim and has not made any provision. The matter is subjudice. However management is of the view that no liability will arise on its final Settlement/ Order.
 - (b) Claims in respect of Income Tax matters estimated at Rs. 6,75,224/- (Previous Year Rs.10,70,537/-).
 - (c) In respect of certain disallowances and additions made by the income tax authorities, appeals are pending before the Appellate Authorities and adjustment, if any, will be made after the same are finally determined.
3. Income Tax calculation has been made considering certain allowances/adjustments available as assessed by the management.

4. Loans & Advances include Rs. 6,79,555/- comprising of securities / receivables (Previous Year - Rs. 84,04,047/- comprising of shares/securities/receivables) with Portfolio Manager.

(i) With a view to rehabilitate Umang Dairies Limited (UDL), a BIFR company, the Company had purchased in the previous year 37,23,000 Nos. 15% Secured Redeemable Partly Convertible Debentures (Part-B Non-Convertible Debentures) of Rs.15 each and 1,50,000 Nos. 18.50% Secured Redeemable Non-Convertible Debentures of Rs.100 each of UDL at a discounted value of Rs.3,25,14,564/-.

(ii) During the year, the company further purchased a debt of UDL and got it assigned in its favour, from Stressed Assets Stabilisation Fund (SASF) at negotiated settlement amount of Rs. 795 lacs of which Rs.50 lacs is payable initially (already paid) and balance Rs. 745 lacs is payable in 7 annual installments to SASF which has been included under Unsecured Loan as deferred liability. The same is subject to terms and conditions for assignment of debt. Consequently debt recoverable from UDL (Rs. 550 lacs of advance against debentures plus accrued interest) has been presently recognized as Secured Loan under 'Loans & Advances' to the extent of negotiated settlement amount of Rs. 795 lacs paid/payable to SASF by the company.

As the revival proposal of UDL is pending before the BIFR, considering the prudence interest on the said debentures and on the above stated debts has not been recognized as income in the accounts.

6. Guarantees have been given to: (i) Bank in respect of loans facility availed by other Body Corporate [outstanding as at 31.03.2009 Rs.1,91,98,169/- (previous year : Rs.2,21,93,660/-)] against counter indemnity; (ii) a Body corporate in respect of loans facility availed by other Body Corporate [outstanding as at 31.03.09 Nil (previous year: Rs.24,48,000/-)].

7. (a) In the opinion of the Board, Current Assets, Loans and Advances have value on realisation in the ordinary course of business at least equal to the amount at which they are stated.

- (b) There is no provision for bad and doubtful debts, loans & advances and diminution in the value of long term investments in their respective carrying values.

- (c) Loans and Advances pursuant to Clause 32 of the Listing Agreement:
(Amount in Rs.)

Sl. No	Subsidiaries	Current Year		Previous Year	
		Year end Outstanding	Maximum Amount Due	Year end Outstanding	Maximum Amount due
A.	Inter Corporate Deposits:				
	LVP Foods Pvt. Ltd. *	4,22,20,937/-	4,22,20,937/-	1,00,46,849/-	1,00,46,849/-
B.	Advances Recoverable:				
	Fenner (India) Ltd.	3,02,00,000/-	4,02,00,000/-	4,02,00,000/-	8,02,00,000/-

* Including accrued interest.

Note - Loans / Advances to employees as per Company's policy are not considered.

8. Pursuant to the Accounting Standard on 'Accounting for Taxes on Income' (AS- 22), deferred tax liability/(assets) are as under:

(Amount in Rs.)		
Particulars	31.03.2009	31.3.2008
Deferred Tax Assets		
- Disallowance u/s 43B	48,527	9,378
- Disallowance u/s 40A(7)	1,62,752	50,532
- Disallowance u/s 35DD	6,53,809	1,45,222
- Unabsorbed Depreciation & carry forward business loss	Nil	Nil
Total (A)	8,65,088	2,05,132
Deferred Tax Liabilities		
- Related to Fixed Assets	20,03,322	18,22,032
Total (B)	20,03,322	18,22,032
Deferred Tax Liabilities (Net) (A-B)	11,38,234	16,16,900

In view of uncertainty in the market value of shares and securities due to volatile market conditions, management does not consider it prudent to create deferred tax asset on carried forward unabsorbed losses.

9. Earning Per Share (EPS):

(In Rupees)		
	Current Period	Previous Year
Net Profit after tax for the year	12,88,36,666	13,58,97,929
Less: Preference dividend & CDT thereon	54,765	73,020
Profit for Basic/Diluted Earning per share	12,87,81,901	13,58,24,909
Weighted Avg. No. of Equity Shares (Face value of Rs. 10 each)	86,83,553	86,83,553*
Basic EPS (Rs.)	14.83	15.64
Diluted EPS (Rs.)	14.83	15.64

* Including Share Capital Suspense

10. As per Accounting Standard 18, issued by the Institute of Chartered Accountants of India, the disclosures of and transactions with the related parties as defined in Accounting Standard are given below:-

(a) List of related parties where control exists and related parties with whom transactions have taken place and relationships (As identified by the management):-

Subsidiaries

Fenner (India) Ltd.

Southern Spinners and Processors Ltd.

Modern Cotton Yarn Spinners Ltd.

Acorn Engineering Ltd.

LVP Foods Pvt.Ltd

Panchmahal Properties Ltd.

Dwarkesh Energy Ltd.

Hifazat Chemicals Ltd. (Under liquidation)

JK Sugar Ltd. (Ceased to be subsidiary w.e.f. 05.11.2008)

Key Management Personnel:

Shri P.S. Sharma (Manager upto 02.02.2009)

Shri U.K. Gupta, (Manager w.e.f. 02.02.2009)

(b) Transactions with related parties

(Amount in Rs.)

Particulars	Subsidiaries	
	Current Year	Previous Year
Sale of Shares to:-		
Fenner (India) Ltd.	--	80200000
Purchase of Share Warrants from:-		
Fenner (India) Ltd.	--	24984375
Purchase of Shares from:-		
Fenner (India) Ltd.	--	3019940
Investment made in:-		
LVP Foods Pvt. Ltd.	--	19900000
Loan Taken from:-		
Fenner (India) Ltd.	--	3000000
BMF Investments Ltd.*	--	2900000
Loan Repaid to:-		
Fenner (India) Ltd.	--	18000000

BMF Investments Ltd.*	--	2900000
Loan Given to:-		
LVP Foods Pvt. Ltd.	30000000	10000000
Fenner (India) Ltd.	--	50000000
Loan Recovered from:		
Fenner (India) Ltd.	--	65000000
Interest Paid to:-		
BMF Investments Ltd. *	--	11252200
Fenner (India) Ltd.	--	1076302
Interest Received from:-		
Fenner (India) Ltd.	--	561644
LVP Foods Pvt. Ltd.	2750301	46849
Unpaid Dividend payable to:		
BMF Investments Ltd.*	--	80410
Receivables from:-		
Fenner (India) Ltd.	30200000	40200000
LVP Foods Pvt. Ltd.	42220937	10046849
Payable to:-		
Fenner (India) Ltd.	--	2762436

* (Ceased to be subsidiary w.e.f. 30.03.2008)

There are no transactions with and remuneration to Key Management Personnel during the current and previous year.

Refer footnote to Schedule 3.

Guarantee has been given by the Company to a bank in respect of loan facility availed by LVP Foods Pvt. Limited, a subsidiary company {outstanding as at 31.03.09 Rs.5,87,88,000 (Previous Year – nil)}.

11. Based on information available with the Company in respect of MSME (as defined in The Micro Small & Medium Enterprise Development Act, 2006), there are no delays in payment of dues to such enterprises and there is no such dues payable at the year end.
12. The balances of certain Creditors, Other Liabilities and Loans & Advances are subject to confirmation/reconciliation.
13. (a) Employee Benefits:-

PARTICULARS	NOT FUNDED (In Rs.)			
	GRATUITY		LEAVE ENCASHMENT	
	31.03.2009	31.03.2008	31.03.2009	31.03.2008
1.Obligation at the beginning of the year	1,48,668	-	27,591	-
2.Obligation pursuant to scheme of Amalgamation	-	1,28,599	-	24,383

3. <u>Add:</u> Expense recognised in the statement of Profit & Loss A/C (included in schedule 11)	3,30,155	20,069	1,15,177	3,208
4. Benefits Paid	-	-	-	-
5. Obligation at the end of the year.	4,78,823	1,48,668	1,42,768	27,591

(b) Gratuity and Leave encashment liability has not been actuarially calculated due to limited number of employees and provided for on accrual basis; however amount of provision made is not material, accordingly detailed / full disclosure as per AS-15 is not considered necessary by the management.

14. Rates and Taxes include Rs. 2,09,272/- for prior period (previous year Rs.5,76,613/-)
15. No provision for diminution in the value of certain long term investments has been considered necessary, since in the opinion of the Management, such diminution in their value is temporary in nature considering the nature of investments, inherent value, investees' assets and expected future cash flows from such investments.
16. Auditors' Remuneration and Directors sitting fee in previous year were inclusive of amounts (including payment/ provision of Rs.73,708/- and Rs.36,737/- of Auditors of the company as audit fee and other matters respectively) pertaining to respective auditors and Directors of the respective amalgamating companies.
17. The information as required in terms of para 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions 2007 are given in enclosed Schedule - 15.
18. Previous year figures have been re-arranged / re-grouped / re-cast wherever considered necessary.
19. Schedules "1" to "15" form an integral part of the Accounts for the year ended 31st 31st March, 2009.

As per our report of even date
For **J. S. LODHA & CO.**
Chartered Accountants

V. MATTA
Proprietor
Membership No. 54087
Place: Kolkata
Date: The 30th day of July, 2009

Manager Secretary Directors

Schedule - 15
BENGAL & ASSAM COMPANY LIMITED

Particulars as per NBFC Directions as at 31.03.2009

(as required in terms of Paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions,2007)

(Rs. in Lacs)

		Particulars		
		Liabilities side :		
(1)		Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid :	Amount Out-standing	Amount Overdue
	(a)	Debtentures : Secured	NIL	NIL
		: Unsecured	NIL	NIL
		(other than falling within the meaning of public deposits)		
	(b)	Deferred Credits	NIL	NIL
	(c)	Term Loans	1500.00	NIL
	(d)	Inter-corporate loans and borrowing	8949.51	NIL
	(e)	Commercial Paper	NIL	NIL
	(f)	Other Loans (Interest)	0.55	NIL
		Assets side :		
			Amount outstanding	
(2)		Break - up of Loans and Advances including bills receivables [other than those included in (4) below] :		
	(a)	Secured	795.00	
	(b)	Unsecured (excluding advance Income tax & FBT of Rs.463.94 Lacs)	1594.92	
(3)		Break-up of Leased Assets and stock on hire and other assets counting towards AFC activities	N.A.	
(4)		Break-up of Investments :		
		<u>Current Investments :</u>		
	1	<u>Quoted :</u>		
	(i)	Shares : (a) Equity	22.83	
		(b) Preference	NIL	
	(ii)	Debtentures and Bonds	NIL	
	(iii)	Units of mutual funds	NIL	
	(iv)	Government Securities	NIL	
	(v)	Others (please specify)	NIL	
	2	<u>Unquoted :</u>	NIL	
	(i)	Shares : (a) Equity	NIL	
		(b) Preference	NIL	
	(ii)	Debtentures and Bonds	NIL	
	(iii)	Units of mutual funds	NIL	
	(iv)	Government Securities	NIL	
	(v)	Others (please specify)	NIL	

INFORMATION MEMORANDUM – BENGAL & ASSAM COMPANY LIMITED

Long Term Investments :				
1	Quoted :			
(i)	Shares : (a) Equity		15941.56	
	(b) Preference		NIL	
(ii)	Debentures and Bonds		NIL	
(iii)	Units of mutual funds		739.60	
(iv)	Government Securities		NIL	
(v)	Others (please specify)		NIL	
2	Unquoted :			
(i)	Shares : (a) Equity		5903.72	
	(b) Preference		4811.79	
(ii)	Debentures and Bonds		325.44	
(iii)	Units of mutual funds		NIL	
(iv)	Government Securities		NIL	
(v)	Others (please specify)		NIL	
(5) Borrower group-wise classification of assets financed as in (2) and (3) above:				
	Category	Amount net of provisions		
		Secured	Unsecured	Total
1	Related Parties *			
(a)	Subsidiaries	-	724.21	724.21
(b)	Companies in the same group #	-	-	-
(c)	Other related parties	-	-	-
2	Other than related parties	795.00	870.70	1665.70
	Total	795.00	1594.92	2389.91
(6) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :				
	Category	Market Value / Break up or fair value or NAV **		Book Value (Net of Provisions)
1	Related Parties *			
(a)	Subsidiaries	17358.19		5508.82
(b)	Companies in the same group #	-		-
(c)	Other related parties			-
2	Other than related parties	20457.75		22236.12
	Total	37815.94		27744.94
(7) Other information				
	Particulars	Amount		
(i)	Gross Non - Performing Assets	NIL		
(a)	Related parties	NIL		
(b)	Other than related parties	NIL		
(ii)	Net Non - Performing Assets	NIL		
(a)	Related parties	NIL		
(b)	Other than related parties	NIL		
(iii)	Assets acquired in satisfaction of debt	NIL		

Notes :

* As per Accounting Standards issued by Institute of Chartered Accountants of India.

** For the purpose of Market/Break-up Value, Quoted Share/Units have been valued at Market Price/NAV as at 31.03.09 while, the Unquoted shares have been valued as per Break up Value calculated as per audited Balance Sheet as on 31.03.08 or cost of acquisition (in case fresh acquired during the year).

The definition of group companies has been taken in terms of Sec 372(11) of the Companies Act, 1956 as per RBI directive issued in Sep' 2001.

FOR J.S. LODHA & CO.
Chartered Accountants

V. Matta
(Proprietor)
Membership No.: -54087
Place: Kolkata
Dated: 30th July 2009

Manager Secretary

Directors

BENGAL & ASSAM CO. LIMITED

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE AS PER SCHEDULE VI, PART IV OF THE COMPANIES ACT, 1956

I. REGISTRATION DETAILS		
Registration No.		116830
State Code		55
Balance Sheet Date		31.03.2009
II. CAPITAL RAISED DURING THE YEAR (Rs. In Thousand)		
Public Issue		-
Right Issue		-
Bonus Issue		-
Private Placement		-
III. POSITION ON MOBILISATION AND DEPLOYMENT OF FUNDS (Rs. In Thousand)		
Total Liabilities		3269228
Total Assets		3269228
<u>SOURCES OF FUNDS</u> (Rs. In Thousand)		
Paid-up Capital		86836
Reserves and Surplus		2030562
Secured Loans		150000
Unsecured Loans		894951
Deferred Tax Liability (Net)		1138
<u>APPLICATION OF FUNDS</u> (Rs. In Thousand)		
Net Fixed Assets		197216
Investments		2774494
Net Current Assets		191777
Deferred Tax Assets		-
IV. PERFORMANCE OF COMPANY (Rs. In Thousand)		
Turnover including Other Income		196558
Total Expenditure		60528
Profit Before Tax		136030
Profit After Tax		128837
Earning Per Share (Rs.) Basic/ Diluted		14.83
Dividend Rate (%) -- Equity		15.00%
-- Preference		7.00%
V. GENERAL NAMES OF PRINCIPAL PRODUCTS/SERVICES OF THE COMPANY (AS PER MONETARY TERMS)		
Product Description :	Investment in Shares and Securities.	
Item Code No.		N. A.

**HARI SHANKAR SINGHANIA
BHARAT HARI SINGHANIA
RAGHUPATI SINGHANIA
VINITA SINGHANIA
O.P. KHIATAN
JRC BHANDARI
L.R. PURI
Directors**

Place: New Delhi
Date: 30th, July, 2009

**U.K. GUPTA
Manager**

**DILLIP SWAIN
Secretary**

INFORMATION MEMORANDUM – BENGAL & ASSAM COMPANY LIMITED

BENGAL & ASSAM COMPANY LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2009

(Amount in Rs.)

Particulars	2008-09		2007-08	
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit before Tax & Extraordinary Items		136,029,809		142,537,664
Adjusted for :				
Wealth tax	410,000		956,970	
Dividend	(114,794,823)		(78,080,125)	
Sundry balances w/o	9,305		73,528	
Interest income	(10,065,750)		(4,762,221)	
Interest expense	37,275,452		17,345,967	
Loss on sale of Investments	1,111,838			
Diminution in the value of investment	554,603			
Depreciation	3,157,451		2,141,164	
Profit on sale of Investments	(36,672,753)	(119,014,677)	(76,831,462)	(139,156,179)
Operating profit before working Capital changes		17,015,132		3,381,485
Adjusted for :				
Trade & Other Receivables	49,609,590		34,157,830	
Trade & Other Payables	(7,352,105)	42,257,485	(33,446,388)	711,442
Cash Generated from Operations		59,272,617		4,092,927
Direct Taxes Paid (Net)	(10,099,365)		(13,655,718)	
Fringe Benefit Tax (Net)	(42,592)	(10,141,957)	(7,017)	(13,662,735)
Net Cash from Operating Activities		49,130,660		(9,569,808)
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Investments	(644,152,862)		(869,900,685)	
Sale of Investments	740,788,490		635,725,204	
Dividend received	114,794,823		78,080,125	
Purchase of Fixed Assets including WIP	(308,722)		(14,845,507)	
Sale of Fixed Assets	181,224		-	
Interest Income received during the year	4,978,405		4,782,551	
Fixed Deposit with Body Corporate (net)	3,000,000		(18,030,000)	
Inter Corporate Deposit (Given)/Recovered Net	(67,700,000)		500,000	
			-	
Net Cash from Investing Activities		151,581,358		(183,688,312)
C. CASH FLOW FROM FINANCIAL ACTIVITIES				
Proceeds from Borrowings	150,000,000		243,400,000	
Repayment of Borrowings	(290,833,333)		(39,233,333)	
Distributable Surplus	330		-	
Redemption of Preference shares	(859,490)		-	
Dividend/CDT Paid	(31,069,050)			
Interest Paid	(33,244,411)		(7,971,739)	
Net Cash used in Financial Activities		(206,005,954)		196,194,928
D. NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)		(5,293,936)		2,936,808
Opening Balance of Cash and Cash Equivalents (Schedule No.7)		17,425,182		14,488,374
Closing Balance of Cash and Cash Equivalents (Schedule No.7)		12,131,246		17,425,182

Notes:-

- 1 Cash Neutral items has not been considered in this statement
- 2 Previous year's figures have been re-grouped/ re-arranged wherever necessary.

For **J.S. LODHA & CO.**
Chartered Accountants

PROPRIETOR
Membership No.: -54087
Place: New Delhi
Dated: 30th July 2009

U.K. GUPTA
Manager

DILLIP SWAIN
Secretary

HARI SHANKAR SINGHANIA
BHARAT HARI SINGHANIA
RAGHUPATI SINGHANIA
VINITA SINGHANIA
O.P. KHIATAN
JRC BHANDARI
L.R. PURI
Directors

BENGAL & ASSAM COMPANY LIMITED
STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT 1956

1	Name of the Subsidiary Company	Fenner (India) Ltd.	Southern Spinners And Processors Ltd. *	Modern Cotton Yarn Spinners Ltd. *	Acorn Engineering Ltd. *	Panchmahal Properties Ltd.	LVP Foods Pvt. Ltd.	Dwarkesh Energy Ltd. **
2	Financial period of the Subsidiary ended on	31.03.09	31.03.09	31.03.09	31.03.09	31.03.09	31.03.09	31.03.09
3	Holding Company's interest in Equity Capital							
	(i) Number - Equity	2182648	-	-	-	351230	1999800	25000
	(ii) Extent of Holding (%age)	87.90%	-	-	-	100.00%	99.99%	49.94%
4	Net aggregate of Profit less Losses of the Subsidiary Companies as far as it concerns the members of the holding Company:							
	1 Not dealt with in the Holding Company's Accounts:							
	a) For the Financial Year of the subsidiary - Rs./Lacs	1,231.79	-	-	-	1.71	(0.24)	-
	b) For the previous Financial years since it became the Holding Company's subsidiary - Rs./Lacs	7,845.71	-	-	-	0.71	1.98	-
	2 Dealt with in the Holding Company's Accounts:							
	a) For the Financial Year of the subsidiary - Rs./Lacs	218.26	-	-	-	-	-	-
	b) For the previous Financial years since it became the Holding Company's subsidiary - Rs./Lacs	1,441.63	-	-	-	-	-	-
5	Changes in the interest of Holding Company between the end of the Financial year of the Subsidiary and the end of the Holding Company's Financial year-increase%	-	-	-	-	-	-	-

* Subsidiaries of Fenner (India) Limited

** Subsidiary of the Company pursuant to joint holding with Fenner (India) Ltd.

Place :- New Delhi

Date :- 30th July,2009

Manager

Secretary

Directors

BENGAL & ASSAM COMPANY LIMITED

CONSOLIDATED BALANCE SHEET AS AT 31.03.09

P A R T I C U L A R S	SCHE- DULE	31.3.2009 (Rs. in Lacs.)	31.3.2008 (Rs. in Lacs.)
<u>SOURCES OF FUNDS</u>			
Share Capital	1	868.36	524.35
Share Capital Suspense		-	352.93
Reserves & Surplus	2	34,645.56	32,798.48
Minority Interest	3	3,091.66	3,023.18
Secured Loans	4	11,174.06	12,143.02
Unsecured Loans	5	15,921.43	16,112.00
Deferred Tax Liability (Net)	6	574.66	16.76
T O T A L		66,275.73	64,970.72
<u>APPLICATION OF FUNDS</u>			
Goodwill on Consolidation of Subsidiaries	7	287.53	287.53
<u>Fixed Assets</u>	8		
Gross Block		24,267.06	23,873.72
Less:- Depreciation		9,594.51	9,251.79
Net Block		14,672.55	14,621.93
Capital Work In Progress (including advances)		5,473.43	1,715.71
		20,145.98	16,337.64
Investments	9	36,047.25	36,547.65
<u>Current Assets, Loans & Advances</u>	10		
Inventories		3,411.74	3,970.31
Debtors		5,161.93	6,465.71
Cash & Bank Balances		775.25	2,091.90
Other Current Assets		510.89	694.62
Loans & Advances		8,517.67	7,775.06
		18,377.48	20,997.60
Less: Current Liabilities & Provisions	11	8,949.02	9,787.09
Net Current Assets		9,428.46	11,210.51
Miscellaneous Expenditure (to the extent not written off or adjusted)			
Voluntary Retirement Payments		363.81	583.79
Preliminary Expenses		2.70	3.60
T O T A L		66,275.73	64,970.72

Notes on Accounts

17

Schedules referred to above and Notes attached thereto form an integral part of the Balance Sheet.

As per our report of even date.

For **J.S. LODHA & CO.**

Chartered Accountants

V. Matta

(Proprietor)

Membership No.: -54087

Place: Kolkata

Dated: 30th July, 2009

U.K. GUPTA
Manager

DILLIP SWAIN
Secretary

HARI SHANKAR SINGHANIA
BHARAT HARI SINGHANIA
RAGHUPATI SINGHANIA
VINITA SINGHANIA
O.P. KHIATAN
JRC BHANDARI
L.R. PURI
Directors

INFORMATION MEMORANDUM – BENGAL & ASSAM COMPANY LIMITED

BENGAL & ASSAM COMPANY LIMITED

CONSOLIDATED PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2009

PARTICULARS	SCHE- DULE	2008-09 (Rs. in Lacs.)	2007-08 (Rs. in Lacs.)
INCOME			
Income from Operations and Other Income	12	34,353.07	32,951.82
Increase / (Decrease) in Stock		(511.99)	(13.84)
		<u>33,841.08</u>	<u>32,937.98</u>
EXPENDITURE			
Employees Cost	13	4,796.71	4,282.23
Materials and Manufacturing Expenses	14	19,065.94	17,527.13
Freight & Transportation		752.04	787.82
Loss on sale of shares (by Trustee)		-	175.22
Administrative and other Expenses	15	2,692.67	2,949.30
Diminution in the value of Current Investments		5.55	-
		<u>27,312.91</u>	<u>25,721.70</u>
Profit before Interest, Depreciation & Tax		6,528.17	7,216.28
Interest Cost	16	1,938.72	1,726.07
Profit before Depreciation & Tax		4,589.45	5,490.21
Depreciation		1,469.48	1,136.00
Transfer from Revaluation Reserve		74.02	80.73
Foreign Exchange Fluctuations		182.49	-
Profit before Tax		3,011.50	4,434.94
Provision for Current Tax		343.63	445.72
MAT Credit Entitlement		(265.00)	(321.50)
Provision for Fringe Benefit Tax		65.18	68.55
Income Tax Adjustments For Earlier Years		5.37	1.40
Deferred Tax		557.90	897.76
Profit after Tax		2,304.42	3,343.01
Minority Interest		152.52	239.93
Loss on disposal of investment in subsidiary (Net)		-	192.27
Profit after Tax (after adjusting for Minority Interest)		2,151.90	2,910.81
Profit brought forward from previous year		3,355.03	3,726.29
Balance available for appropriation		5,506.93	6,637.10
Transfer to Reserve (As per RBI Guidelines)		257.67	271.80
Capital Redemption Reserve		-	13.92
Debenture Redemption Reserve		-	280.56
Dividend Paid		-	42.56
Proposed Dividend on preference shares		-	0.62
Interim/Final Dividend on Equity Shares		130.25	604.23
Dividend on Preference Shares		0.47	-
Corporate Dividend Tax		74.27	-
Transfer to General Reserve		3,000.00	-
Transfer to Capital Reserve on Consolidation		-	-
Balance Carried to Balance Sheet		2,044.27	3,355.03
		<u>5,506.93</u>	<u>6,637.10</u>
Basic / diluted earning per share (in Rs.)		24.77	33.51

{Refer Note 17 of Schedule 17}

Notes on Accounts

17

Schedules referred to above and Notes attached thereto form an integral part of the Profit & Loss A/c As per our report of even date.

For **J.S. LODHA & CO.**
Chartered Accountants

V. Matta

(Proprietor)

Membership No.: -54087

Place: Kolkata

Dated: 30th July 2009

U.K. GUPTA

Manager

DILLIP SWAIN

Secretary

HARI SHANKAR SINGHANIA

BHARAT HARI SINGHANIA

RAGHUPATI SINGHANIA

VINITA SINGHANIA

O.P. KHIATAN

JRC BHANDARI

L.R. PURI

Directors

INFORMATION MEMORANDUM – BENGAL & ASSAM COMPANY LIMITED

BENGAL & ASSAM COMPANY LIMITED

<u>SCHEDULE TO THE ACCOUNTS</u>	31.3.2009	31.3.2008
	(Rs. in Lacs.)	(Rs. in Lacs.)
<u>SCHEDULE 1 : SHARE CAPITAL</u>		
<u>Authorised</u>		
356,730,000 Equity Shares of Rs.10/- each (Previous Year 356,730,000 Equity Shares of Rs.10/- each)	35,673.00	35,673.00
1,252,000 Cumulative Redeemable Preference Shares of Rs 100 each (Previous Year- Nil)	1,252.00	1,252.00
	<u>36,925.00</u>	<u>36,925.00</u>
<u>Issued, Subscribed & Paid up</u>		
<u>Equity Shares fully paid up (a)</u>		
86,83,553 Equity Shares of Rs.10/- each (Previous Year 51,54,265 Equity Shares of Rs.10/- each)	868.36	515.43
<u>Preference Shares fully paid up (b)</u>		
NIL (Previous Year 89,161 7% Cumulative Redeemable Preference of Rs.10/- each)	-	8.92
	<u>868.36</u>	<u>524.35</u>
<p>a) Above includes, 35,29,288 equity shares issued to the shareholders of erstwhile Ashim Investment Company Limited & Netflir Finco Limited, pursuant to the Scheme of Amalgamation without payment being received in cash.</p> <p>b) Transferred to and vested in the Company w.e.f. 01.04.2007 pursuant to the Scheme of Amalgamation, has been redeemed prematurely by the Company on record date i.e. 30.12.2008.</p>		
<u>SCHEDULE 2 : RESERVES & SURPLUS</u>		
Capital Reserve *	76.53	74.01
Add: Addition during the year (Rs. 330/-)*	-	2.52
	76.53	76.53
Capital Redemption Reserve	23.92	10.00
Add: Transfer from Profit & Loss A/c	-	13.92
	23.92	23.92
Debenture Redemption Reserve	872.88	592.32
Add: Transfer from Profit & Loss A/c	-	280.56
Less: Transfer to General Reserve	(872.88)	-
	-	872.88
Share Premium account	121.80	121.80
Add: Addition during the year	-	-
	121.80	121.80
Reserve (as per RBI guidelines)	975.01	703.21
Add: Transfer from Profit & Loss A/c	257.67	271.80
	1,232.68	975.01
General Reserve	18,857.39	3,761.87
Less: Adjustments during the year	-	17.54
Add: Pursuant to the scheme of amalgamation*	-	13,216.97
Add: Transfer from Minority Interest	-	2.12
Add: Transfer from Debenture Redemption Reserve	872.88	-
Add: Transfer from Profit & Loss A/c	3,000.00	1,893.97
	22,730.27	18,857.39
Capital Reserve on Consolidation of Subsidiaries	8,515.92	12,148.45
Add: Addition during the year	-	29.46
Less: Deductions during the year **	99.84 (a)	3661.99
	8,416.08	8,515.92
Surplus in Profit & Loss Account A/c	2,044.27	3,355.03
	<u>34,645.56</u>	<u>32,798.48</u>

* Includes Rs. 2.52 Lacs being proceeds of shares sold by trustee, allotted to them out of fractional entitlement, pursuant to the Scheme of Arrangement and Demerger between JK Tyre & Industries Ltd and Netflir Finco Ltd and kept as distributable surplus.

** Represents Rs.65.07 lacs towards additional depreciation arising out of revaluation of fixed assets, Rs.34.77 lacs on account of assets sold / written off by a subsidiary; which is net off share of minority amounting to Rs.13.74 Lacs.

INFORMATION MEMORANDUM – BENGAL & ASSAM COMPANY LIMITED

Schedule 3

MINORITY INTEREST

Minority Interest Opening	3,023.18	3,533.47
Add: Adjustment on account of acquisition of subsidiaries		0.02
Add: Share of Profits for the year	152.52	239.93
Less: Interim/ Final Dividend to Minority (including CDT)	(70.30)	(70.30)
Less: Adjustment from Reserves	(13.74)	(12.73)
Less: Adjustment on account of disposal of subsidiaries		(522.86)
Less: Adjustment on account of further increase in stake in subsidiaries		(144.35)
	<u>3,091.66</u>	<u>3,023.18</u>

Schedule 4

SECURED LOANS

Banks		
Term Loans	6,592.48	4,999.53
Other Loans	4,581.58	3,143.49
Non Convertible Debentures	-	4,000.00
	<u>11,174.06</u>	<u>12,143.02</u>

Notes in respect of security clause, are disclosed in separate respective financial statements of the company and its subsidiaries.

SCHEDULE 5 : UNSECURED LOANS

Fixed Deposits	945.73	934.62
Short Term Loans From Banks	5,100.00	2,100.00
Term Loans From Banks	-	2,100.00
From Body Corporates*	7,933.33	10,791.67
Buyer's Credit facility from Bank	926.19	-
Deferred Sales Tax	-	5.63
Deferred Payment to SASF (Refer note No. 12(ii) of Schedule 17)	745.00	-
Interest Accrued & Due	271.18	180.08
	<u>15,921.43</u>	<u>16,112.00</u>

*Includes Rs.63,33,33,334/- (previous year Rs.66,66,66,667/-) (interest free)

SCHEDULE 6 : Deferred Tax (Asset)/ Liability (net)

Opening Balance	16.76	(904.32)
Add: Deferred Tax Liability (net) created during the year	557.90	897.76
Add: Deferred Tax Liability (net) recognised pursuant to scheme of amalgamation	-	24.90
Add: Adjustment on account of disposal of a Subsidiary	-	0.08
Less: Adjustment on account of Transitional Provision due to adoption of Revised AS- 15	-	1.66
Closing Balance	<u>574.66</u>	<u>16.76</u>

SCHEDULE 7 : GOODWILL ON CONSOLIDATION

Opening	287.53	305.23
Add: Adjustment on account of acquisitions of subsidiaries	-	0.69
Less: Adjustments on account of increase in further stake of subsidiaries	-	(18.39)
	<u>287.53</u>	<u>287.53</u>

INFORMATION MEMORANDUM – BENGAL & ASSAM COMPANY LIMITED

BENGAL & ASSAM COMPANY LIMITED

SCHEDULE 8 : FIXED ASSETS

(Rs.in Lacs)

PARTICULARS	GROSS BLOCK				DEPRECIATION					NET BLOCK		
	Gross Block as at 01.04.08	Pursuant to Scheme @	Additions	Sales/ Adjust-ments	Gross Block as at 31.03.09 @	Upto 31.03.08	Pursuant to Scheme @	For The Year	Adjust-ments	Upto 31.03.09	As At 31.03.09	As At 31.03.08
Tangible Assets												
Land (Freehold)	3,123.89	-	-	25.41	3,098.48	-	-	-	-	-	3,098.48	3,123.89
Land (Leasehold)	155.84	-	-	-	155.84	3.01	-	1.58	-	4.59	151.25	152.83
Buildings	4,089.34	-	216.24	11.03	4,294.55	666.76	-	107.03	1.11	772.68	3,521.87	3,422.58
Furniture & Fixtures	1,178.42	-	180.26	37.91	1,320.77	640.46	-	110.41	25.31	725.56	595.21	537.96
Plant & Machinery	14,461.57	-	1,162.90	1,198.12	14,426.35	7,652.68	-	1,150.70	1,088.79	7,714.59	6,711.76	6,808.89
Office equipment	48.21	-	2.42	1.01	49.62	12.48	-	5.03	0.04	17.47	32.15	35.73
Computer	0.80	-	-	-	0.80	0.76	-	0.02	-	0.78	0.02	0.04
Vehicles	257.44	-	42.18	31.36	268.26	66.92	-	24.80	10.21	81.51	186.75	190.52
Intangible Assets												
Software	80.31	-	79.95	1.63	158.63	33.49	-	19.48	1.62	51.35	107.28	46.82
Trade Mark License	477.90	-	15.86	-	493.76	175.23	-	50.75	-	225.98	267.78	302.67
Total	23,873.72	-	1,699.81	1,306.47	24,267.06	9,251.79	-	1,469.80	1,127.08	9,594.51	14,672.55	14,621.93
Previous Year	19,411.39	1,896.26	2,801.39	235.32	23,873.72	8,152.57	141.78	1,136.56	179.12	9,251.79	14,621.93	
CWIP (Including Advances)	1,715.71	-	3,956.00	198.28	5,473.43	-	-	-	-	-	5,473.43	1,715.71

@ Refer Note 2 of Schedule 18 including pending transfer in the name of the company

Notes :

1. Depreciation for the period Includes Rs.0.32 lac (Previous year Rs.0.56 lac) on capitalised pre-operative expenses.
2. Sales / adjustments during the year in Gross block and Depreciation includes assets taken out of active use under the heads of Plant & Machinery, Furniture & Fixtures and Software. (Refer Note no 7 of Schedule 18).
3. Sales / adjustments in respect of Land and Buildings represent reversal of provision for registration charges made in an earlier year.

INFORMATION MEMORANDUM – BENGAL & ASSAM COMPANY LIMITED

SCHEDULE 9 : INVESTMENTS

Long Term Investment

Quoted Investment		
- Equity Shares	29,541.52	27,994.48
- Mutual Funds	950.43	3,119.09
	30,491.95	31,113.57
Unquoted Investment		
- Equity Shares	394.90	394.30
- Debentures, Bonds & Govt. Securities	325.62	328.95
- Preference Shares	4,811.79	4,681.43
- Others	0.16	0.16
	5,532.47	5,404.84
Total (A)	36,024.42	36,518.41
 <u>Current Investment</u>		
- Quoted Investment in Shares	22.83	29.24
Total (B)	22.83	29.24
GRAND TOTAL (A) + (B)	36,047.25	36,547.65

SCHEDULE 10 : CURRENT ASSETS, LOANS & ADVANCES

A. CURRENT ASSETS

Inventories		
-- Raw Material	1,587.92	1,499.99
-- Stores & Spares	195.40	274.55
-- Finished Goods	1,358.89	1,870.88
-- Work in Progress	269.53	324.89
	3,411.74	3,970.31
 Debtors (Unsecured, Considered good)		
-- Debts outstanding for a period exceeding six months	877.97	1,019.47
-- Others less than Six months	4,283.96	5,446.24
	5,161.93	6,465.71
 Cash in Hand		
Balance with scheduled banks :	8.98	14.60
-- On Saving accounts	0.03	0.03
-- On Current accounts	435.93	783.62
-- On Deposit accounts	310.31	1,267.62
-- Cheques in hand	20.00	26.03
	775.25	2,091.90
 Other Current Assets		
	510.89	694.62
TOTAL (A)	9,859.81	13,222.54

B. LOANS & ADVANCES

(Unsecured, Considered good)		
Advances recoverable in cash or in kind or for value to be received	3,574.70	3,594.42
Deposits with Govt. Authorities & others	380.11	388.79
MAT Credit Entitlement Receivable	986.50	721.50
Secured Loan (Refer to Note No. 13 of Schedule 18)	795.00	
Inter Corporate Deposits	643.00	373.00
Fixed Deposit with Bodies Corporate	165.00	195.00
Accrued Income	38.59	9.67
Advance payment of tax (including TDS)	1,934.77	2,492.68
TOTAL (B)	8,517.67	7,775.06
TOTAL (A + B)	18,377.48	20,997.60

SCHEDULE 11 : CURRENT LIABILITIES & PROVISIONS

CURRENT LIABILITIES

Sundry Creditors		
--MSME *	-	-
--Others	5,263.14	5,012.82
Acceptances	250.39	62.01
Investor Education & Protection Fund (not due)		-
--Unclaimed Dividend	38.39	30.86
--Unclaimed Deposits	43.42	53.13
Unpaid Dividend		-
Equity shares	-	42.56
Preference shares	-	0.62
Unclaimed Preference Shares	0.32	-
Other Liabilities	1,204.58	1,093.53
Interest accrued but not due	46.05	319.86
TOTAL (A)	<u>6,846.29</u>	<u>6,615.39</u>

* To the extent identified by and information available with the management.

PROVISIONS

-- For Income Tax	1,403.93	1,974.18
-- For Fringe Benefits Tax (Net)	213.82	190.94
-- For Interim/Final dividend	30.04	754.32
-- For Proposed Dividend	130.25	0.47
-- For Corporate Dividend Tax	42.20	94.70
-- For Retirement Benefits	282.49	157.09
TOTAL (B)	<u>2,102.73</u>	<u>3,171.70</u>
TOTAL (A+B)	<u>8,949.02</u>	<u>9,787.09</u>

INFORMATION MEMORANDUM – BENGAL & ASSAM COMPANY LIMITED

BENGAL & ASSAM COMPANY LIMITED

<u>SCHEDULE TO THE ACCOUNTS</u>	31.03.2009 (Rs. in Lacs.)	31.03.2008 (Rs. in Lacs.)
<u>SCHEDULE 12 : INCOME FROM OPERATIONS AND OTHER INCOME</u>		
Sales (Net of Excise Duty)	32,027.68	30,063.87
Interest	84.19	326.96
Dividend	1,194.89	1,091.27
Profit on sale of Investment (Net)	350.87	786.96
Rent	352.40	334.55
Miscellaneous Receipts	343.04	348.21
	<u>34,353.07</u>	<u>32,951.82</u>
<u>SCHEDULE 13 : Employees Cost</u>		
Salaries, wages, gratuity & bonus	4,184.83	3,722.58
Contribution to Provident and Pension Funds	220.93	210.66
Employees welfare & other benefits	390.95	348.99
	<u>4,796.71</u>	<u>4,282.23</u>
<u>SCHEDULE 14 : Materials and Manufacturing Expenses</u>		
Raw Material Consumed	12,654.75	11,762.11
(Increase) / Decrease in WIP	55.35	(9.54)
Purchase of Finished Goods	2,750.91	2,586.07
Consumption of Stores & Spares	1,268.80	1,227.23
Power & Fuel	1,782.85	1,666.83
Repairs to Building	58.30	47.65
Repairs to Machinery	305.86	292.26
Excise duty on variation of stock	189.12	(45.48)
	<u>19,065.94</u>	<u>17,527.13</u>
<u>SCHEDULE 15 : ADMINISTRATIVE & OTHER EXPENSES</u>		
Rent	117.82	99.35
Rates & Taxes	109.03	107.14
Legal & Professional Charges	16.64	15.35
Filing Fee	0.29	1.07
Auditors Remuneration		
-- Statutory & Tax Audit Fees (incl. Service Tax)	4.74	6.45
-- Tax Audit Fee	0.10	-
-- Certification	1.43	2.17
-- Out of Pocket Expenses	1.65	-
Directors' Fee	2.67	3.29
Discount	294.20	254.29
Commission	117.39	148.94
Loss on Sale of Assets / Scrapped (net)	60.64	24.68
Loss on Exchange Difference	137.42	-
Repairs & Maintenance	15.33	9.42
Service & Office Maint. Charges	0.75	3.03
Electricity & Water Charges	2.55	1.96
Postage, Printing & Stationery	32.06	13.86
Insurance	52.50	80.67
Travelling Expenses	560.24	615.83
Advertisement & Publicity Exp.	2.90	6.02
Preliminary expenses written off	0.90	-
Securities Transaction Tax	-	0.40
Sundry balances written off	0.09	0.73
Bank Charges, Finance Cost & Miscellaneous Expenses	1,161.33	1,554.65
	<u>2,692.67</u>	<u>2,949.30</u>
<u>SCHEDULE 16 : INTEREST COST</u>		
Interest	1,938.72	1,726.07
	<u>1,938.72</u>	<u>1,726.07</u>

SCHEDULE FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS
SCHEDULE -17

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS:

1. Principles of Consolidation:

- (a) The Consolidated Financial Statements comprise the financial statements of Bengal & Assam Company Limited ('the Company') and financial statements of the following (incorporated in India) as on 31.03.2009.

Subsidiaries		
S.No.	Name of the Company	Shareholding
1	Fenner (India) Ltd.	87.90%
2	Modern Cotton Yarn Spinners Ltd. *	87.90%
3	Southern Spinners & Processors Ltd. *	87.90%
4	Acorn Engineering Ltd. *	87.90%
5	Panchmahal Properties Ltd.	100.00%
6	LVP Foods Private Ltd.	99.99%
7	Dwarkesh Energy Ltd.	93.84%

* Subsidiaries of Fenner (India) Ltd.

- (b) The Financial Statements of JK Sugar Ltd., which became subsidiary during the previous year and ceased to be subsidiary on 5th Novemebr, 2008 and became Associate from that date and those of Hifazat Chemicals Ltd. (subsidiary under liquidation) have been excluded from consolidation as management have no direct or indirect control / significant influence on their functioning.
- (c) The Financial Statements of the Company and its Subsidiaries have been consolidated on a line-by-line basis by adding together the book value of like items of assets, liabilities, income and expenses, after eliminating intra-group balances and intra-group transactions. Intra-group balances and transactions have been eliminated on the basis of information available with the Company.
- (d) The excess of cost to the Company of its investment in each of its subsidiary over its share of equity in the respective subsidiary, on the acquisition date, is recognised in the financial statements as Goodwill on consolidation and carried in the Balance Sheet as an asset. Negative Goodwill is recognised as Capital Reserve on consolidation.
- (e) The Accounting Policies of the Company and its Subsidiaries are largely similar. However, few Accounting Policies w.r.t. depreciation/amortization, employees benefits etc. differ than the policies followed by the Company. Management is of the view that overall impact of the same on these Consolidated Financial Statements will not be material.
- (f) There is no Associates of the Company, which require to be considered for the purpose of Consolidation, since management has no direct or indirect control / significant influence on their functioning.

- (g) Significant Accounting Policies and Notes on Accounts of the financial statements of the Company and its subsidiaries are set out in their respective financial statements.
 - (h) The Consolidated Financial Statements have been prepared using uniform accounting policies, in accordance with the generally accepted accounting practices.
 - (i) Figures pertaining to the subsidiary companies have been reclassified wherever considered necessary to bring them in line with the Company's financial statements.
2. Pursuant to the scheme of Amalgamation of Ashim Investment Company Limited (AICL) and its wholly-owned Subsidiaries - Mayfair Finance Limited, Sidhi Vinayak Investment Limited, Terrestrial Finance Limited and Yashodhan Investment Limited and Netflir Finco Limited (NFL) and its wholly-owned Subsidiaries - Hansdeep Investment Limited, Panchanan Investment Limited, Hidrive Finance Limited and Radial Finance Limited (Amalgamating Companies); into and with Bengal & Assam Company Limited (The Company) sanctioned by the Hon'ble High Court of Delhi having become effective on 11.11.2008; with effect from the Appointed Date i.e. 01.04.2007, the necessary steps and formalities in respect of transfer of investments and assets in favour of the Company are under implementation. Listing application have been made to stock exchanges at Mumbai & Kolkata which are pending.

Subsequent to the implementation of above said Scheme, provisions pertaining to 'Systemically important non-deposit taking non-banking finance company' as per 'Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 have become applicable to the Company. The Company has applied to Reserve Bank of India (RBI) for exemption from certain applicable clauses, which is pending for approval.

3. Capital commitments (net of advances) – Rs. 1387.33 lacs (Previous year Rs.2739.07)
4. Contingent Liabilities not provided for :-
- (d) One of the lessees of the Company, Bihar Air Products Ltd., has claimed an amount of Rs.70.08 lacs (previous year Rs. 70.08 lacs) from the Company towards refund of lease rentals, interest and damages. The company has contested this claim and has not made any provision. The matter is subjudice. However management is of the view that no liability will arise on its final settlement/ order.
 - (e) Claims in respect of Income Tax matters estimated at Rs. 6.75 lacs (previous year Rs.10.71 lacs).
 - (f) Claims against the subsidiary companies estimated at Rs. 398.06 lacs (Previous Year Rs.351.51 lacs) not acknowledged but disputed by the subsidiary companies and hence not provided for.

- (g) Claims against a subsidiary company not accepted and not provided for Rs. 1194.51 Lacs (Previous Year Rs. 1261.65 Lacs). Details thereof are, Excise duty matters in appeal Rs.63.08 Lacs, Service tax matters Rs.1.97 Lacs and Sales tax matters Rs. 1129.46 Lacs (Previous year : Rs.64.37 Lacs, Rs.294.41 Lacs, & Rs.902.87 Lacs respectively).
- (h) In respect of certain disallowances and additions made by the income tax authorities, appeals are pending before the Appellate Authorities and adjustment, if any, will be made after the same are finally determined.
5. Bills discounted with Banks by a subsidiary outstanding Rs.347.36 lacs (Previous year Rs.484.17 lacs).
- 6.
- (a) Guarantees have been given by the Company to: (i) Bank in respect of loans facility availed by other Body Corporate [outstanding as at 31.03.2009 Rs.1,91,98,169/- (previous year : Rs.2,21,93,660/-)] against counter indemnity; (ii) a Body corporate in respect of loans facility availed by other Body Corporate [outstanding as at 31.03.09 Nil (previous year: Rs.24,48,000/-)].
- (b) Guarantee has been given by the Company to a bank in respect of loan facility availed by LVP Foods Pvt. Limited, a subsidiary company {outstanding as at 31.03.09 Rs.5,87,88,000 (Previous Year – nil)}.
- (c) The subsidiary company; namely Fenner (India) Ltd. has given Corporate Guarantee to an Institution in respect of loan outstanding as at 31.03.2009 of Rs.1500 lacs (Previous Year NIL) in respect of the Company against counter indemnity.
7. The Subsidiary Company's operations at Velappanchavadi plant was closed during the year and major items of Plant, Machinery & Equipments were transferred to other plants of the Company. The difference between the net book value and the estimated realisable value amounting to Rs.170.63 lacs (Previous year Rs. Nil) has been charged under Depreciation for the year.
8. Land, buildings and plant & machinery transferred to a subsidiary under the Scheme of Amalgamation during the year 2006-07 were revalued as at 31st, August 1985 and as at 31st March 1995. The revaluation in respect of factory, service buildings and plant & machinery was further updated as at 31st March 1998 based on current replacement cost by a valuer and as a result, book value of the said assets had been increased by Rs.2990.53 lacs.
9. No provision for diminution in the value of certain long term investments has been considered necessary, since in the opinion of the Management, such diminution in their value is temporary in nature considering the nature of investments, inherent value, investees' assets and expected future cash flows from such investments.
10. Loans & Advances include Rs.6.80 lacs comprising of securities / receivables (Previous Year - Rs.84.04 lacs comprising of shares/securities/receivables) with Portfolio Manager.

11. Debts over six months are net of provisions made for doubtful debts of Rs.331.03 lacs (Previous year Rs.284.68 lacs)
12. Miscellaneous expenses include Provision for Doubtful debts Rs.46.35 lacs (Previous year Nil) and Bad debts Write-off Rs.15.43 lacs (Previous year Rs.10.32 lacs).
13. (i) With a view to rehabilitate Umang Dairies Limited (UDL), a BIFR company, the Company had purchased in the previous year 37,23,000 Nos. 15% Secured Redeemable Partly Convertible Debentures (Part-B Non-Convertible Debentures) of Rs.15 each and 1,50,000 Nos. 18.50% Secured Redeemable Non-Convertible Debentures of Rs.100 each of UDL at a discounted value of Rs.3,25,14,564/-.

(ii) During the year, the company further purchased a debt of UDL and got it assigned in its favour, from Stressed Assets Stabilisation Fund (SASF) at negotiated settlement amount of Rs. 795 lacs of which Rs.50 lacs is payable initially (already paid) and balance Rs. 745 lacs is payable in 7 annual installments to SASF which has been included under Unsecured Loan as deferred liability. The same is subject to terms and conditions for assignment of debt. Consequently debt recoverable from UDL (Rs. 550 lacs of advance against debentures plus accrued interest) has been presently recognized as Secured Loan under 'Loans & Advances' to the extent of negotiated settlement amount of Rs. 795 lacs paid/payable to SASF by the company.

As the revival proposal of UDL is pending before the BIFR, considering the prudence interest on the said debentures and on the above stated debts has not been recognised as income in the accounts.

14. Certain balances of current liabilities & provisions and loans & advances are subject to confirmation/reconciliation.
15. Pursuant to the Scheme of Amalgamation, 2,09,589 Shares of Bengal & Assam Company Ltd.(BACL) are held in the name of a Trustee on behalf of Fenner (India) Ltd., being Subsidiary of BACL, against their holding in Netflir Finco Ltd. Accordingly, the amount against the said shares is shown under Loans and advances, recoverable in cash or in kind or for value to be received.
16. Pursuant to the accounting standard on 'Accounting for Taxes on Income' (AS-22), deferred tax liability/(assets) are as under:-

(Rs. in Lacs.)

Particulars	31.12.2009	31.3.2008
Deferred Tax Assets		
- Disallowance on account of Transitional provisions due to adoption of Revised AS- 15	1.66	1.66
- Unabsorbed depreciation and Carried Forward Losses	308.78	835.48
- Others	183.03	202.93
Total (A)	493.47	1040.07
Deferred Tax Liabilities		
- Related to Fixed Assets	1068.13	1056.83
Total (B)	1068.13	1056.83
Deferred Tax Liabilities (Net) (A-B)	574.66	16.76

In view of uncertainty in the market value of shares and securities due to volatile market conditions, management of the Company does not consider it prudent to create deferred tax asset on carried forward losses.

17. Earning per share (EPS):

Particulars	(Rs. in Lacs.)	
	Current Year	Previous Year
Profit/(Loss) after tax (after adjusting for Minority Interest)	2151.90	2910.81
Less: preference dividend & CDT thereon	0.55	0.73
Profit/(Loss) for Basic earning per share	2151.35	2910.08
Weighted Avg. Number of equity shares (Face value of Rs. 10 each)	8683553	8683553*
Basic and Diluted EPS (Rs.)	24.77	33.51

* Including Share Capital Suspense

18. As per Accounting Standard 18, prescribed under Accounting Standard Rules 2006, the disclosures of and transactions with the related parties as defined in Accounting Standard are given below:-

- (c) list of related parties where control exists and related parties with whom transactions have taken place and relationships (As identified by the management):

Key Management Personnel:

Shri P. S. Sharma, Manager (upto 2nd February, 2009)

Shri U.K. Gupta, Manager (w.e.f. 2nd February, 2009).

Shri L. Ramkumar, Wholetime Director - Fenner (India) Ltd. (upto 31.12.2007)

Shri A N Ravichandran, President and Director - Fenner (India) Ltd. (w.e.f. 24th December 2008)

Mr. R. Natarajan, Vice President – Southern Spinners and Processors Ltd.

Mr. A K Kinra, Director – Dwarkesh Energy Ltd.

Mr. D K Mehta, Director – Dwarkesh Energy Ltd.

- (d) Transactions with related parties:

Particulars	(Rs./lacs)	
	Key Management Personnel	
	Current Period	Previous Year
Remuneration	28.99	80.15
Deposits received	15.00	-
Interest paid on Deposits	0.36	-
Amount Payable:		
- Fixed Deposits	15.00	-

19. Segment information:

(A) Information about Business Segments (Primary Segments) :

		(In Rs. Lacs)					
		Business Segment			Others	Unallocable	Total
		Investment	Polymers	Cotton-Yarn			
A	REVENUE						
1	Gross Revenue (External)	1,885.52	27,297.79	5,872.82	352.40	-	35,408.53
	Less: Inter Segment	(255.57)	(85.87)	(1,057.06)	-	-	(1,398.50)
	Total revenue	1,629.95	27,211.92	4815.76	352.40	-	34,010.03
2	Other Income	343.04	--	--	-	-	343.04
3	Total Revenue	1,972.99	27,211.92	4,815.76	352.40	-	34,353.07
B	RESULTS						
1	Segment Result (PBIT)	2,021.71	3,750.26	(565.83)	(0.29)	(255.57)	4,950.28
2	Interest Expense (Net)						1,938.72
3	Profit Before Tax						3,011.50
4a	Provision for Current Tax						343.63
4b	Deferred Tax (NET)						557.90
4c	Income Tax Paid/Adjustments for earlier years						5.37
4d	Fringe Benefit Tax						65.18
4e	Minimum Alternate Tax Credit entitlement						(265.00)
5	Profit after Tax						2304.42
C	Other Information:						
1	Segment Assets	39,122.10	26,863.28	3,312.19	1887.50	3,752.16	74,937.20
2	Segment Liabilities	11,094.00	6,206.37	327.75	593.69	18,267.12	36,488.90
3	Capital Expenditure	3.09	4,908.28	146.66	427.00	-	5,485.03
4	Depreciation and Amortization expenses	31.57	1289.72	147.65	0.54	-	1,469.48

(B) Information about Geographical Segments (Secondary Segments):

		Domestic	Overseas	Total
1	Gross Sales (External)	29,127.16	5,225.00	34,352.16
2	Segment Assets	70192.52	992.52	71,185.04

Notes:

Primary segment reporting (by business segment)

Segments have been identified in line with Accounting Standard on 'Segment reporting' (AS-17) taking into account risks and returns of these segments. The company has identified three segments i.e. Investment, Polymers, Cotton-Yarn and others which includes renting of property and therefore reported accordingly.

Secondary Segments reporting (by Geographical Segments-customer location)

In respect of secondary segment information, the company has identified its geographical segments as (a) Domestic and (b) Overseas on the basis of location of customers.

19. Figures less than Rs.500 have been shown at actual in bracket.
20. Previous year figures have been re-arranged/re-grouped/re-cast wherever considered necessary.
21. Schedules "1" to "17" form an integral part of the Accounts for the year ended 31st March, 2009.

As per our report of even date attached

for **J. S. LODHA & CO.**
Chartered Accountants

V. MATTA
Directors
Proprietor
Membership No.: 54087

Manager

Secretary

Date : 30.07.2009
Place: Kolkata

INFORMATION MEMORANDUM – BENGAL & ASSAM COMPANY LIMITED

BENGAL & ASSAM COMPANY LIMITED
CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2009

(Rupees in lacs)

Particulars	2008-09		2007-08	
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit/(loss) before Tax & Extraordinary Items		3,011.50		4,434.94
Adjusted for :				
Welath Tax	4.10		9.57	
Depreciation	1,469.48		1,136.00	
Voluntary Retirement Payments (VRS) written off	363.82		132.66	
Preliminary Expenses Written Off	0.90		-	
Transfer from Revaluation Reserve	(74.02)		(80.73)	
Interest Income	(84.19)		(326.96)	
Interest & Finance Charges	1,938.72		1,726.07	
Diminution in the value of investment	5.55		-	
(Profit) / Loss on sale of Investment (net)	(358.38)		(771.13)	
(Profit) / Loss on sale of Assets (net)	60.64		24.68	
Provision for Doubtful Debts	46.35			
Bad Debts	5.11			
Sundry Balance written off	0.09		0.73	
Dividend Income	(1,194.89)	2,183.28	(1,091.27)	759.62
Operating Profit before working Capital Changes		5,194.77		5,194.56
Adjusted for :				
(Increase)/Decrease in Trade and Other receivables	1,756.85		(91.39)	-
(Increase)/Decrease in Inventories	558.55		(342.97)	-
Increase/(Decrease) in Trade and Other Payables	1,354.04	3,669.44	(1,022.93)	(1,457.29)
Cash Generated from Operations		8,864.22		3,737.27
Direct Taxes Paid (Including FBT)	(406.88)		(410.46)	
Voluntary Retirement Payments (VRS)	(143.84)			
Share of Minority in Profits	(152.52)	(703.24)	(239.93)	(650.39)
Net Cash From Operating Activities (A)		8,160.98		3,086.88
B. CASH FLOW FROM INVESTMENT ACTIVITIES				
Purchase of Fixed Assets & CWIP	(5,457.21)		(3,277.06)	
Sale of Fixed Assets	42.74		25.57	
Sale of Investments	7,420.80		6,378.63	
Purchase of Investments	(7,405.59)		(9,791.57)	
Interest Received	60.81		327.17	
Fixed Deposits with Body Corporates	30.00		(180.30)	
Inter Corporate Deposit (Given) / Received Net	(377.00)		5.00	
Dividend Received	758.36		1,091.27	
Change in Minority Interest	82.22		510.28	
Adjustment on acquisition of Subsidiary	-		(611.05)	
Adjustment on disposal of Subsidiary	-		30.30	
Net Cash used in Investing Activities		(4,844.85)		(5,491.76)
C. CASH FLOW FROM FINANCIAL ACTIVITIES				
Redemption of Preference Shares	(8.59)		-	
Dividend Paid (Including dividend tax)	(457.12)		-	
Proceeds from Long Term Borrowings	6,436.05		5,000.00	
Repayment of Long Term Borrowings	(5,735.01)		(8.86)	
Distributable Surplus (Rs. 330/-)	-		-	
Proceeds from Short Term Borrowings	-		2,739.63	
Repayment of Short Term Borrowings	(2,746.66)		(3,502.46)	
Interest Paid	(2,121.43)		(1,366.12)	
Net Cash from Financing Activities		(4,632.77)		2,862.19
D. CHANGES IN CAPITAL RESERVE AND GOODWILL ARISING ON CONSOLIDATION				
Net (Decrease) in Cash & Cash Equivalent (A+B+C+D)		(1,316.65)		767.58
Cash & Cash Equivalent at the beginning of the year				
Opening Balance (as per last CFS)	2,091.90		1,352.64	
Addition Pursuant to Scheme	-		23.39	
Addition on acquisition of Subsidiaries	-	2,091.90	0.55	1,376.58
Cash & Cash Equivalent at the end of the year	775.25		2,144.16	
Addition on acquisition of Subsidiary	-		4.21	
Adjustment on disposal of Subsidiary	-		(56.47)	
Cash & Cash Equivalent at the end of the year		775.25		2,091.90

Notes:-

Cash Neutral items has not been considered in this statement.

Previous year's figures have been re-grouped/ re-arranged /re-cast wherever necessary.

For **J.S. LODHA & CO.**
Chartered Accountants

V.MATTA
PROPRIETOR
 Membership No. 54087
 Place: New Delhi
 Dated : 30th July,2009

U.K. GUPTA **DILLIP SWAIN**
 Manager Secretary

HARI SHANKAR SINGHANIA
BHARAT HARI SINGHANIA
RAGHUPATI SINGHANIA
VINITA SINGHANIA
O.P. KHATAN
JRC BHANDARI
L.R. PURI
 Directors

BENGAL & ASSAM COMPANY LIMITED

DETAILS OF SUBSIDIARY COMPANIES FOR THE YEAR ENDED 31.03.2009

Rs. In Lacs

	Name of the Subsidiary Company	Fenner (India) Limited	Southern Spinners and Processors Limited	Modern Cotton Yarn Spinners Limited	Acorn Engineering Limited	Panchmahal Properties Ltd.	LVP Foods Pvt. Ltd.	Dwarkesh Energy Ltd.
(a)	Share Capital	248.31	505.00	305.00	5.05	35.12	200.00	5.01
(b)	Reserves & Surplus (Net)	22353.23	1404.81	1010.19	0.91	5.73	1.71	(0.39)
(c)	Total Assets	47210.61	2796.87	1824.08	5.99	42.62	1219.71	4.73
(d)	Total Liabilities	47210.61	2796.87	1824.08	5.99	42.62	1219.71	4.73
(e)	Investment (excluding investment in subsidiaries)	13600.30	-	-	5.75	14.85	185.82	4.41
(f)	Turnover and Other Income	27287.25	3389.58	2643.86	0.39	4.35	1.00	0.01
(g)	Profit/(Loss) before Taxation	2492.48	(230.05)	(367.74)	0.34	2.35	(0.25)	(0.10)
(h)	Provision for Taxation	842.82	(76.31)	(131.99)	-	0.64	-	-
(i)	Profit/(Loss) after Taxation	1649.66	(153.74)	(235.75)	0.34	1.71	(0.25)	(0.10)
(j)	Proposed Dividend	496.61	-	-	-	-	-	-

Place :- NEW DELHI

Date :- 30th July,2009

Manager

Secretary

Directors

10. PROMOTERS

The promoters of BACL are the group companies and individuals and their relatives and HUF's as detailed in the first paragraph under the head financial information of the "Group Companies". The holdings (in the Company) of group companies and individuals are detailed at item 5 to Notes to the Capital Structure.

The promoters group lays strong emphasis on best Corporate Governance practices leading to increased value to all stakeholders including customer satisfaction, professional management, employee welfare and R&D.

The flagship companies of the Group are JK Tyre & Industries Ltd.(JK Tyre), JK Lakshmi Cement Ltd.(JKLC) (formerly known as Straw Products Ltd./JK Corp Ltd.), and JK Paper Ltd.(JKPL) and Fenner (India) Limited.

JK Lakshmi Cement Ltd. is a cement Company. JK Lakshmi Cement Plant is located in the State of Rajasthan. It has a cement manufacturing capacity of 4.75 million tpa. The Cement manufactured by JKLC is marketed under the reputed brand name "JK Lakshmi Cement", ranks amongst the best in the country.

JK Paper Ltd., a paper company with a manufacturing capacity of 2,40,000 tpa of Paper and Boards, is the leader in the branded segment. JK Paper premium brands are "JK Excel Bond", "JK Copier Plus", "JK Savannah". "JK Copier" enjoys No.1 position and "JK Copier", "JK Easy Copier", "JK Cote", "JK TuffCote", "JK Ultima" and "JK PureFil" are the country's largest copier paper brands.

JK Tyre & Industries Limited is an automotive tyre manufacturing company under reputed brand names "JK Tyre" and "Vikrant". It has four most modern automotive tyre manufacturing units located in India strategically located in the States of Rajasthan, Madhya Pradesh and Karnatka with annual capacity of 8.8 million tyres. JK Tyre is the largest producer of four-wheeler tyre has also recently acquired a tyre manufacturing facility in Mexico with an annual capacity of 6.6 million tyres per annum under the brand name "Tornel". With this acquisition, the combined capacity for manufacturing automotive tyres has gone upto 15.4 million tyres. JK Tyre is the largest exporter of tyres from India to over 75 countries in six continents. JK Tyre pioneered radial technology in India.

Fenner (India) Limited (Fenner) is engaged in 'V' Belts, Oil Seals and Engineering Products marketed, through a wide dealer network, under the most popular brand name 'Fenner'. Fenner is a leader in all its products. In 'V' Belts, it has the highest market share, selling more belts than the next 4 competitors put together. The group acquired equity and management control of Fenner in the year 1987 when it was going through financial and management difficulties. Through various initiatives, the Company was turned around in a very short period, and made into a very profitable company. It also has a textile business.

The group has a very high level of managerial and technical expertise. It employs more than 1,000 professional Managers, 2,000 Engineers and Chemists in addition to a large work force in different skills. All the plants work at high efficiency and productivity levels benchmarked with the best in India and abroad. The group companies have a wide marketing network of distributors, retailers, stockists and service centres operating all over the country.

Most factory units in the group have housing colonies for the employees with schooling, hospital and recreational facilities.

The promoters believe that success of the Companies is based on deployment of latest technology, innovation, continuous research and development. With a view to achieve excellence in products and processes and competitive edge in business, in addition to in house research in each Company, the group has established several R&D Institutions like Pulp and Paper Research Institute and Hari Shankar Singhanian Elastomer and Tyre Research Institute (HASETRI). HASETRI has also established a postgraduate programme in Rubber Technology and Polymer Sciences jointly with Mohanlal Sukhadia University of Udaipur.

The group has also setup a number of educational institutions and hospitals. Lakshmipat Singhanian Higher Secondary School at JK Paper Mills is rated No.1 in the entire State of Orissa. Pushpawati Singhanian Research Institute set up in New Delhi is the first ever super specialities Institution in Liver, Digestive and Renal diseases.

11. FINANCIAL INFORMATION OF GROUP COMPANIES INCLUDING SUBSIDIARIES

Names of persons constituting group in relation to BACL pursuant to Regulation 3(1)(e)(i) of the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations 1997 as disclosed in its Annual Report 2007-08 are JK Lakshmi Cement Limited, JK Tyre & Industries Limited, JK Paper Limited, Fenner (India) Limited, BMF Investments Limited, Florence Alumina Limited, JK Agri Genetics Limited, JK Sugar Limited, Nav Bharat Vanijya Limited, Juggilal Kamalapat Udyog Limited, Param Shubham Vanijya Limited, Southern Spinners and Processors Ltd., Modern Cotton Yarn Spinners Ltd., Swasthya Medicare Services Ltd., Bhopal Udyog Ltd., Accurate Finman Services Ltd., Sago Trading Ltd., Dwarkesh Energy Ltd., Saptarishi Consultancy Services Ltd., JK Enviro-Tech Ltd., JK Risk Managers and Insurance Brokers Ltd., Panchmahal Properties Ltd., Acorn Engineering Ltd., Elate Builders Pvt. Ltd., LVP Foods Pvt. Ltd., CliniRx Research Pvt. Ltd., Rouncy Trading Pvt. Ltd., JK Credit & Finance Limited, Pranav Investment (M.P.) Company Limited, M/s Habras International, M/s Juggilal Kamalapat Lakshmiapat and Promoters, Directors of the Company and their relatives.

Pursuant to clause 6.10.3.2 of SEBI (Disclosure and Investor Protection) Guidelines 2000, the financial information of group listed companies is given in respect of the five listed group companies and of subsidiaries of BACL.

1. JK LAKSHMI CEMENT LIMITED

(1) Financial Information
(as per audited Balance Sheets)

Date of Incorporation	6 th August 1938		
Nature of Activities	Manufacture and Sale of Cement		
Financial Information	(Rs. in lacs except per share data)		
For the year ended	31/03/2008	31/03/2007	31/03/2006
Equity Capital	6119.01	5708.76	4976.68
Reserves (Excluding revaluation reserve) & Surplus	57348.54	33198.18	12972.25
Sales	128636	97099	70003
Profit After Tax (PAT)	22367	17811	5545
Earnings per Share (EPS)	38.72	32.34	11.14
Net Asset Value per Share	103.74	68.17	36.07
Whether the Company is a Sick Company or is under winding up	No	No	No
Details of Public/Rights issue in past three years	Nil	Nil	Nil

(2) Details of Listing.

The Company's Equity Shares are listed on Bombay Stock Exchange (BSE) and National Stock Exchange of India Limited (NSE). The details of the highest and lowest price on the said Stock Exchanges during the preceding six months are as follows:

(In Rs.)

Stock Exchange	Month	Date	Monthly High	Date	Monthly Low
BSE	August 2008	7 th Aug 08	97.00	1 st Aug 08	76.65
	September 2008	2 nd Sep 08	81.00	30 th Sep 08	55.50
	October 2008	3 rd Oct 08	62.00	27 th Oct 08	30.25
	November 2008	5 th Nov 08	43.95	25 th Nov 08	31.00
	December 2008	15 th Dec 08	43.50	3 rd Dec 08	31.25
	January 2009	7 th Jan 09	44.20	9 th Jan 09	34.50

(In Rs.)

Stock Exchange	Month	Date	Monthly High	Date	Monthly Low
NSE	August 2008	6 th Aug 08	87.00	22 nd Aug 08	76.60
	September 2008	2 nd Sep. 08	80.00	30 th Sep 08	54.15
	October 2008	1 st Oct 08	63.00	27 th Oct 08	31.00
	November 2008	5 th Nov 08	44.50	25 th Nov 08	31.70
	December 2008	17 th Dec 08	45.00	3 rd Dec 08	31.50
	January 2009	7 th Jan 09	44.05	23 rd Jan 09	35.00

(3) **The Shareholding Pattern of the Company as on 31st December 2008 is as follows:**

Sl. No.	Category	No. of Shares	% of Shares
1.	Promoters and Promoters Group Holding	2,79,16,006	45.63
2.	Non Promoters Holding	3,32,63,456	54.37
	Total	6,11,79,462	100.00

(4) **Board of Directors**

S. No.	Name of Directors	DIN No.	No. of shares held
1.	Shri Hari Shankar Singhania	00051324	83259
2.	Shri Bharat Hari Singhania	00041156	50473
3.	Shri B.V. Bhargava	00001823	3330
4.	Shri Nand Gopal Khaitan	00020588	10012
5.	Smt. Amita Narain	00017703	-
6.	Shri Raghupati Singhania	00036129	88974
7.	Shri V.K. Guruswamy*	00111639	-
8.	Smt. Vinita Singhania	00042983	44379
9.	Shri Shailendra Chouksey	00040282	-
10.	Shri Sushil Kumar Wali	00044890	12
11.	Shri Kashi Nath Memani	00020696	-
12.	Dr. Ajay Dua	02318948	-

* Nomination withdrawn by LIC on 10th November 2008 and accordingly Mr. V.K. Guruswamy ceased to be a Director w.e.f. 10th November 2008.

2. JK PAPER LIMITED

(1) Financial Information (as per audited Balance Sheets)

Date of Incorporation	4 th July 1960		
Nature of Activities	Manufacture and sale and trading of writing and printing papers, specialty papers and packaging board		
Financial Information	(Rs. In lacs except per share data)		
For the year ended	31/03/2008 (9 Months)	30/06/2007 (12 Months)	31/06/2006 (12 months)
Equity Capital	7814.99	7814.99	7814.99
Reserves (Excluding revaluation reserve) & Surplus	30712.47	29340.46	27628.42
Sales	74931	93255	84462
Profit After Tax (PAT)	3471	4591	3552
Earnings per Share (EPS)	4.43	5.85	5.35
Net Asset Value per Share	49.89	48.22	52.64
Whether the Company is a Sick Company or is under winding up	No	No	No
Details of Public/Rights Issue in past three years	Nil	Nil	Nil

(2) Details of Listing.

The Company's Equity Shares are listed on National Stock Exchange of India Ltd (NSE) and Bombay Stock Exchange Limited (BSE). The details of the highest and lowest prices on the said Stock Exchanges during the preceding six months are as follows:

(In Rs.)

Stock Exchange	Month	Date	Monthly High	Date	Monthly Low
BSE	August 2008	12 th Aug 08	34.00	28 th Aug 08	29.25
	September 2008	2 nd Sep 08	29.95	30 th Sep 08	22.05
	October 2008	16 th Oct 08	26.30	27 th Oct 08	16.10
	November 2008	3 rd Nov 08	18.95	28 th Nov 08	15.60
	December 2008	23 rd Dec 08	17.00	29 th Dec 08	15.50
	January 2009	5 th Jan 09	18.00	29 th Jan 09	14.75

(In Rs.)

Stock Exchange	Month	Date	Monthly High	Date	Monthly Low
NSE	August 2008	6 th Aug 08	33.45	29 th Aug 08	29.00
	September 2008	4 th Sep 08	29.90	30 th Sep 08	23.40
	October 2008	3 rd Oct 08	25.80	27 th Oct 08	16.05
	November 2008	18 th Nov 08	20.85	20 th Nov 08	14.50
	December 2008	5 th Dec 08	16.95	29 th Dec 08	15.10
	January 2009	5 th Jan 09	18.00	22 nd Jan 09	14.70

(3) **The Shareholding Pattern of the Company as on 31st December 2008 is as follows:**

Sl. No.	Category	No. of Shares	% of Shares
1.	Promoters and Promoters Group Holding	3,08,99,539	39.54
2.	Non Promoters Holding	4,72,50,400	60.46
	Total	7,81,49,939	100.00

(4) **Board of Directors**

S. No.	Name of Directors	DIN No.	No. of shares held
1.	Shri Hari Shankar Singhania	00051324	100000
2.	Shri Arun Bharat Ram	00694766	-
3.	Shri Dharendra Kumar	00153773	-
4.	Shri Gajanan Khaitan*	00318534	-
4.	Shri R.V. Kanoria	00003792	-
5.	Shri Shailendra Swarup	00167799	-
6.	Shri S.K. Pathak	00928630	-
7.	Shri Udayan Bose	00004533	-
8.	Shri Shailesh Haribhakti	00007347	-
19.	Shri Harsh Pati Singhania	00086742	75000
10.	Shri O.P. Goyal	00030115	10015

*Expired on 23.01.2009.

3. J K TYRE & INDUSTRIES LIMITED

(1) Financial Information
(as per audited Balance Sheets)

Date of Incorporation	14 th February 1951		
Nature of Activities	Manufacture and sale of Automobile Tyres, Tubes & Flaps		
Financial Information	(Rs. in lacs except per share data)		
For the year ended	30/9/2007	30/9/2006	30/9/2005
Equity Capital	3079	3079	3745
Reserves (Excluding revaluation Reserve)	33718	36909	34170
Misc Expenditure (to the extent not written off)	822	916	1294
Sales	319571	295269	238382
Profit After Tax (PAT)	6673	1705	1676
Earnings per Share (EPS)- Basic – Diluted (Rs.)	21.67	6.01	4.40
Net Asset Value (NAV) per share	116.82	126.88	97.76
Whether the Company is a Sick Company or is under winding up	No	No	No
Details of Public/Rights Issue in past three years	Nil *	Nil	Nil

* Rights Issue was opened on August 4, 2008 accordingly it relates to the Financial Year ending March 2009 i.e. (1.10.2007 to 31.03.2009).

(2) Details of Listing

The Company's Equity Shares are listed on Bombay Stock Exchange Ltd. (BSE), National Stock Exchange of India Ltd. (NSE) and The Calcutta Stock Exchange Association Ltd. (CSE). The details of the highest and lowest price on BSE and NSE during the preceding six months are as follows:

(In Rs.)

Stock Exchange	Month	Date	Monthly High	Date	Monthly Low
BSE	August 2008	5 th Aug 08	104.80	1 st Aug 08	87.00
	September 2008	8 th Sep 08	91.95	30 th Sep 08	75.00
	October 2008	3 rd Oct 08	85.20	27 th Oct 08	40.50
	November 2008	11 th Nov 08	55.80	21 st Nov 08	40.60
	December 2008	1 st Dec 08	49.00	31 st Dec 08	41.05
	January 2009	6 th Jan 09	46.35	23 rd Jan 09	33.20

(In Rs.)

Stock Exchange	Month	Date	Monthly High	Date	Monthly Low
NSE	August 2008	6 th Aug 08	100.80	27 th Aug 08	87.20
	September 2008	12 th Sep 08	89.95	18 th Sep 08	71.65
	October 2008	1 st Oct 08	90.00	27 th Oct 08	40.30
	November 2008	5 th Nov 08	52.00	20 th Nov 08	41.00
	December 2008	12 th Dec 08	47.45	29 th Dec 08	41.75
	January 2009	5 th Jan 09	46.00	22 nd Jan 09	32.85

The trading in the Equity Shares of the Company on CSE is insignificant and infrequent hence data has not given.

(3) The Company made an issue of 1,02,64,836 Equity Shares at a price of Rs.85/- per Equity Share (Rs.10/- towards the face value and Rs.75/- towards the premium per Equity Share) on Rights Basis aggregating to Rs.87,25,11,060/-. The Issue opened on 4th August 2008 and closed on 2nd September 2008. The Company allotted said 1,02,64,836 Equity Shares on 20th September 2008 in accordance with the Basis of Allotment finalized by BSE being the Designated Stock Exchange. This being Rights Issue pursuant to Section 81(1) of the Companies Act 1956, the Letter of Offer was filed only with SEBI. The closing market price on BSE i.e. as on 24th February 2009 is Rs. 31.00.

Implementation Schedule

The net proceeds of the Issue were proposed to be used for part financing the expansion projects, the details of which are as follows:

(Rs. in crore)

Sr. No.	Expenditure Items	Total estimated cost	Funds deployed up to May 31, 2008	Funds deployed up to February 10, 2009	Balance funds	Implementation Schedule as per Letter of Offer dated 18 th July 2008		Actual Implementation	
(a)	Expansion of the truck/bus radial tyre facilities	315	14.12	203.48	111.52	Commercial Production	May 2009	Commercial Production	May 2009
(b)	Manufacture of specialty tyres/special application tyres	21	0.18	0.35	20.65	Commercial Production	September 2009	Commercial Production	September 2009*
(c)	Implementation of various energy saving projects	24	14.62	18.64	5.36	Completion Date	December 2008	Completion Date	December 2008
	Total	360.00	28.92	222.47	137.53	-	-	-	-

* Given the present global slowdown, Specialty Tyre Project is being reviewed and accordingly date of commercial production may vary.

(4) **The Shareholding Pattern of the Company as on 31st December 2008 is as follows:-**

Sl. No.	Category	No. of Shares	% of Shares
1.	Promoters and Promoters Group Holding	1,92,84,481	46.97
2.	Non Promoters Holding	2,17,74,865	53.03
	Total	4,10,59,346	100.00

(5) **Board of Directors**

S. No.	Name of Directors	DIN No.	No. of shares held
1.	Shri Hari Shankar Singhania	00051324	151526
2.	Dr. Raghupati Singhania	00036129	46798*
3.	Shri Arvind Singh Mewar	00008244	-
4.	Shri Bakul Jain	00380256	1200
5.	Shri Govind Ballabh Pande	01174568	-
6.	Shri Om Prakash Khaitan	00027798	2736
7.	Shri V. Madhu	01906274	-
8.	Dr. T.K. Mukhopadhyay	00239251	-
9.	Shri Bharat Hari Singhania	00041156	140914**
10.	Shri Vikrampati Singhania	00040659	51492***
11.	Shri Swaroop Chand Sethi	00328990	200

* Includes 15000 Equity shares held as Karta of HUF

** Includes 42749 Equity shares held as Karta of HUF

*** Includes 42186 Equity shares held as Karta of HUF

4. JK AGRI GENETICS LIMITED

(1) **Financial Information**
(as per audited Balance Sheets)

Date of Incorporation	25 th May 1993		
Nature of Activities	Research & Development, Production and Marketing of Hybrid seeds.		
Financial Information	(Rs. in lacs except per share data)		
For the year ended	31/03/2008	31/03/2007	31/03/2006
Equity Capital	350.65	350.65	350.65
Reserves (Excluding revaluation reserve)	4318.94	3674.18	3149.14
Sales and other Income	9655.21	8488.06	7600.02
Profit After Tax (PAT)	644.76	547.24	1067.84
Earnings per Share (EPS)	18.39	15.61	30.45
Net Asset Value (NAV) per share	133.15	114.77	99.79
Whether the Company is a Sick Company or is under winding up	No	No	No
Details of Public/Rights Issue in past three years	Nil	Nil	Nil

(2) **Details of Listing :**

The Company's Equity Shares are listed on Bombay Stock Exchange Ltd. (BSE) and The Calcutta Stock Exchange Association Ltd.(CSE). The details of the highest and lowest price during the preceding six months on BSE are as follows:

(In Rs.)

Stock Exchange	Month	Date	Monthly High	Date	Monthly Low
BSE	August 2008	4 th Aug 08	339.00	1 st Aug 08	255.25
	September 2008	2 nd Sep 08	322.95	30 th Sep 08	260.00
	October 2008	3 rd Oct 08	294.90	27 th Oct 08	162.35
	November 2008	3 rd Nov 08	223.90	19 th Nov 08	165.10
	December 2008	1 st Dec 08	197.95	30 th Dec 08	136.25
	January 2009	12 th Jan 09	219.00	22 nd Jan 09	125.00

The trading in the Equity Shares of the Company on CSE is insignificant and infrequent, hence data has not been given.

(3) **The Shareholding Pattern of the Company as on 31st December 2008 is as follows:-**

Sl. No.	Category	No. of Shares	% of Shares
1.	Promoters and Promoters Group Holding	14,47,071	41.27
2.	Non Promoters Holding	20,59,439	58.73
	Total	35,06,510	100.00

(4) Board of Directors

S.No.	Name of Director	DIN No.	No. of shares held
1.	Shri Bharat Hari Singhania, Chairman	00041156	13,088
	Shri Bharat Hari Singhania (HUF)		5,700
2.	Dr. Raghupati Singhania	00036129	6,240
3.	Shri Vikrampati Singhania	00040659	6,866
4.	Shri Swaroop Chand Sethi	00328990	30
5.	Shri Sanjay Kumar Khaitan	00156816	10
6.	Shri Sanjeev Kumar Jhunjhunwala	00177747	-
7.	Shri Jatan Roop Chand Bhandari	00292314	-

5. JK SUGAR LIMITED

(1) Financial Information
(as per audited Balance Sheets)

Date of Incorporation	19 th April 1996		
Nature of Activities	Production and Sale of Sugar and co-generation of power.		
Financial Information	(Rs. in lacs except per share data)		
For the year ended	31/03/2008	31/03/2007	31/03/2006
Equity Capital	1035.96	1035.96	1035.96
Reserves (Excluding revaluation reserve) & Surplus	1257.22	1561.38	2273.09
Sales	11318.79	12424.28	14651.63
Profit After Tax (PAT)	(198.38)	(589.78)	522.45
Earnings per Share (EPS)	(1.91)	(5.69)	5.04
Net Asset Value (NAV)	22.13	25.07	31.94
Whether the Company is a Sick Company or is under winding up	No	No	No
Details of Public/Rights Issue in past three years	Nil	Nil	Nil

(2) The Company's Equity Shares are listed on Bombay Stock Exchange Ltd. (BSE) and The Calcutta Stock Exchange Association Ltd. (CSE). The details of the highest and lowest price during the preceding six months on BSE are as follows:

(In Rs.)

Stock Exchange	Month	Date	Monthly High	Date	Monthly Low
BSE	August 2008	7 th Aug 08	29.90	29 th Aug 08	22.70
	September 2008	8 th Sep 08	26.80	30 th Sep 08	16.25
	October 2008	1 st Oct 08	21.85	24 th Oct 08	11.20
	November 2008	5 th Nov 08	18.35	20 th Nov 08	10.90
	December 2008	31 st Dec 08	17.97	4 th Dec 08	11.15
	January 2009	7 th Jan 09	22.25	13 th Jan 09	13.55

The trading in the Equity Shares of the Company on CSE is insignificant and infrequent, hence data has not been given.

(3) **The Shareholding Pattern of the Company as on 31st December 2008 is as follows:-**

Sl. No.	Category	No. of Shares	% of Shares
1.	Promoters and Promoters Group Holding	66,39,407	64.09
2.	Non Promoters Holding	37,20,178	35.91
	Total	1,03,59,585	100.00

(4) **Board of Directors**

S.No.	Name of Director	DIN No.	No. of shares held
1.	Shri Bharat Hari Singhania	00041156	1,45,633
	Shri Bharat Hari Singhania (HUF)		8,550
2.	Shri Vikrampati Singhania	00040659	8,437
	Shri Vikrampati Singhania (HUF)		1,861
3.	Shri Ashok Kumar Kinra	00066421	45
4.	Shri Gautam Khaitan	00021117	-
5.	Shri Pramod Kumar Jain	00008714	-
6.	Shri Arun Kumar Jain	01569412	-
7.	Shri Jatan Roop Chand Bhandari	00292314	-

Subsidiaries

1. FENNER (INDIA) LIMITED

(1) Financial Information
(as per audited Balance Sheet)

Date of Incorporation	15.07.1955		
Nature of Activities	Engaged in manufacture and marketing of V Belts, Oil Seals, Engineering Products, Wind Power and has its manufacturing facilities at Madurai, Velappanchavadi, Patancherru.		
Financial Information	(Rs. In lacs except per share data)		
For the year ended	31.03.2008	31.03.2007	31.03.2006*
Equity Capital	248.31	248.31	
Reserves (Excluding revaluation reserve) & Surplus	19977.08	18560.8	
Sales (Gross)	28884.28	25992.46	
Profit After Tax (PAT)	2014.83	5099.95	
Earnings per Share (EPS)	81.14	205.39	
Net Asset Value (NAV) per share	814.55	757.52	
Whether the Company is a Sick Company or is under winding up	No	No	No
Details of Public/Rights Issue in past three years	Nil	Nil	Nil

* Not available as the Company amalgamated with R.R. Belts & Seals Limited (name since changed to Fenner (India) Limited.

(2) Details of Listing: Unlisted

(3) The Shareholding Pattern of the Company as on 31st December 2008 is as follows:-

Sl. No.	Category	No. of Shares	% of Shares
1.	Promoters Holding	2,421,246	97.50
2.	Non Promoters Holding	61,820	2.50
	Total	2,483,066	100.00

(4) **Board of Directors**

S. No.	Name of Director	DIN No.	No. of shares held
1.	Dr. Raghupati Singhania, Chairman	00036129	20150
2.	Shri H.V. Lodha, Director	00394094	-
3.	Shri Surendra Malhotra, Director	00271508	-
4.	Shri L.R. Puri, Director	00033240	-
5.	Shri Harshpati Singhania, Director	00086742	6715
6.	Shri A.N. Ravichandran, President & Director	02485840	2

2. SOUTHERN SPINNERS & PROCESSORS LIMITED

(1) Financial Information
(as per audited Balance Sheet)

Date of Incorporation	09.06.2005		
Nature of Activities	Engaged in Manufacture of Cotton Yarn Knitted Fabric Cotton & Polyester Cotton Industrial Fabric at its Salem Plant		
Financial Information	(Rs. in lacs except per share data)		
For the year ended	31.03.2008	31.03.2007	31.03.2006
Equity Capital	505.00	505.00	5.00
Reserves (Excluding revaluation reserve) & Surplus	1599.99	1657.02	52.59
Sales (Gross)	2850.21	3167.38	10.80
Profit After Tax (PAT)	(98.48)	(54.43)	2.60
Earnings per Share (EPS)(Basic & Diluted)	(1.95)	1.50	6.41
Net Asset Value(NAV) per share	41.68	42.81	115.18
Whether the Company is a Sick Company or is under winding up	No	No	No
Details of Public/Rights Issue in past three years	Nil	Nil	Nil

(2) Details of Listing: Unlisted

(3) The Shareholding Pattern of the Company as on 31st December 2008 is as follows:-

Sl. No.	Category	No. of Shares	% of Shares
1.	Fenner (India) Ltd. & its Nominees	50,50,000	100.00

(4) Board of Directors

S. No.	Name of Director	DIN No.	No. of shares Held
1.	Shri P.K. Rustagi	00006979	-
2.	Shri C. Suresh Kumar	00080153	1*
3.	Shri A.N. Ravichandran	02485840	1*

* Held as nominee of Fenner (India) Limited

3. MODERN COTTON YARN SPINNERS LIMITED LIMITED

(1) Financial Information
(as per audited Balance Sheet)

Date of Incorporation	24.08.2005		
Nature of Activities	Engaged in Manufacture of Cotton Yarn for exports, TFO yarn, Multiply Yarn, Industrial Fabric, etc., at its Salem Plant		
Financial Information	(Rs. in lacs except per share data)		
For the year ended	31.03.2008	31.03.2007	31.03.2006
Equity Capital	305.00	305.00	5.00
Reserves (Excluding revaluation reserve) & Surplus	1274.79	1308.54	14.97
Sales	3534.74	3381.60	8.25
Profit After Tax (PAT)	(62.60)	96.17	0.18
Earnings per Share (EPS)(Basic & Diluted)	(2.05)	4.36	0.60
Net Asset Value(NAV) per share	51.80	52.90	39.94
Whether the Company is a Sick Company or is under winding up	No	No	No
Details of Public/Rights Issue in past three years	Nil	Nil	Nil

(2) Details of Listing: Unlisted

(3) The Shareholding Pattern of the Company as on 31st December 2008 is as follows:-

Sl. No.	Category	No. of Shares	% of Shares
1.	Fenner India Ltd. & its Nominees	30,50,000	100.00

(4) Board of Directors

S. No.	Name of Director	DIN No.	No. of shares Held
1.	Shri A.K. Kinra	00066421	-
2.	Shri V. Abraham	00079818	1*
3.	Shri A.N. Ravichandran	02485840	1*

* Held as nominee of Fenner (India) Limited

4. PANCHMAHAL PROPERTIES LIMITED

(1) Financial Information
(as per audited Balance Sheet)

Date of Incorporation	23.05.1995		
Nature of Activities	Real Estate		
Financial Information	(Rs. in lacs except per share data)		
For the year ended	31.03.2008	30.06.2007	30.06.2006
Equity Capital	35.12	35.12	35.12
Reserves (Excluding revaluation reserve) & Surplus	4.02	4.20	2.64
Sales/Gross Income	0.75	2.69	2.82
Profit After Tax (PAT)	(0.18)	1.56	1.10
Earnings per Share (EPS)	(0.05)	0.44	0.31
Net Asset Value (NAV) per share	11.14	11.20	10.75
Whether the Company is a Sick Company or is under winding up	No	No	No
Details of Public/Rights Issue in past three years	Nil	Nil	Nil

(2) Details of Listing: Unlisted

(3) The Shareholding Pattern of the Company as on 31st December 2008 is as follows:-

Sl. No.	Category	No. of Shares	% of Shares
1.	Bengal & Assam Company Limited and its Nominees	3,51,230	100.00

(4) Board of Directors

S. No.	Name of Director	DIN No.	No. of shares Held
1.	Shri S.C. Jain*	000060806	10
2.	Shri L.R. Puri*	00033240	10
3.	Shri L.N. Gupta	00046749	-

* Held as nominee of Bengal & Assam Company Limited

5. LVP FOODS PVT. LIMITED

(1) Financial Information
(as per audited Balance Sheet)

Date of Incorporation	05.12.2006		
Nature of Activities	Sale and Purchase of Milk Products		
Financial Information	(Rs. in lacs except per share data)		
For the year ended	31.03.2008	31.03.2007	31.03.2006*
Equity Capital	200.00	1.00	
Reserves (Excluding revaluation reserve) & Surplus	1.96	-	
Sales	1365.74	-	
Profit After Tax (PAT)	1.98	-	
Earnings per Share (EPS)	NIL		
Net Asset Value (NAV) per share	0.10	10.00	
Whether the Company is a Sick Company or is under winding up	No	No	
Details of Public/Rights Issue in past three years	Nil	Nil	

* Company was incorporated on 5th December 2006

(2) Details of Listing: Unlisted

(3) The Shareholding Pattern of the Company as on 31st December 2008 is as follows:-

Sl. No.	Category	No. of Shares	% of Shares
1.	Promoter Holding- Bengal & Assam Company Limited	19,99,800	99.99%
2.	Non- Promoter Holding	200	0.01%
	Total	20,00,000	100.00%

(4) Board of Directors

S. No.	Name of Director	DIN No.	No. of shares Held
1.	Shri O.P. Goyal	00030115	-
2.	Shri S.C. Jain	00060806	-
3.	Shri U.K. Gupta	00088669	100
4.	Shri A.C. Choraria	00055702	100

6. DWARKESH ENERGY LIMITED

(1) Financial Information
(as per audited Balance Sheet)

Date of Incorporation	08.08.2005		
Nature of Activities	No Business Activity at present		
Financial Information	(Rs. in lacs except per share data)		
For the year ended	31.03.2008	31.03.2007	31.03.2006
Equity Capital	5.01	5.01	5.01
Reserves (Excluding revaluation reserve) & Surplus	-	-	-
Sales (Turnover)	0.53	-	-
Profit After Tax (PAT)	0.41	(0.05)	(0.65)
Earnings per Share (EPS)	0.81	(1.30)	(1.30)
Net Asset Value (NAV) per share	11.08	10.00	10.00
Whether the Company is a Sick Company	No	No	No
Details of Public/Rights Issue in past three years	Nil	Nil	Nil

(2) Details of Listing: Unlisted

(3) The Shareholding Pattern of the Company as on 31st December 2008 is as follows:-

Sl. No.	Category	No. of Shares	% of Shares
1.	Promoter Holding- Bengal & Assam Company Limited Fenner (India) Limited	25,000 25,000	99.88%
2.	Non- Promoter Holding	60	00.12%
	Total	50,060	100.00%

(4) Board of Directors

S. No.	Name of Director	DIN No.	No. of shares Held
1.	Shri A.K. Kinra	00066421	10
2.	Shri D.K.Mehta	00050628	10
3.	Shri L. Ramkumar	00090089	-

7. ACORN ENGINEERING LIMITED

(1) Financial Information
(as per audited Balance Sheet)

Date of Incorporation	11.08.1978		
Nature of Activities	No Business Activity at present		
Financial Information	(Rs. in lacs except per share data)		
For the year ended	31.03.2008	31.03.2007	31.03.2006
Equity Capital	5.05	5.05	5.05
Reserves (Excluding revaluation reserve) & Surplus	0.58	0.37	0.15
Sales /Gross Receipts	0.34	0.27	0.18
Profit After Tax (PAT)	0.21	0.22	0.08
Earnings per Share (EPS)	0.42	0.44	0.16
Net Asset Value (NAV) per share	11.26	10.84	10.40
Whether the Company is a Sick Company	No	No	No
Details of Public/Rights Issue in past three years	Nil	Nil	Nil

(2) Details of Listing: Unlisted

(3) The Shareholding Pattern of the Company as on 31st December 2008 is as follows:-

Sl. No.	Category	No. of Shares	% of Shares
1.	Fenner India Ltd. & its Nominees	50,500	100.00

(4) Board of Directors

S. No.	Name of Director	DIN No.	No. of shares Held
1.	Shri V. Abraham	00079818	1*
2.	Shri C Suresh Kumar	00080153	1*
3.	Shri A.N. Ravichandran	02485840	1*

* Held as nominee of Fenner (India) Limited

12. **MANAGEMENT DISCUSSION AND ANALYSIS**

The Company is essentially an Investment Company. Its sources of income are from the dividends receivable on investments made and held by it in other companies. Any adverse financial impact on the operations/business of the investee companies may impact on the revenues of BACL.

Management Perception

Pre-Scheme, as on 31st March 2007, the investments of BACL were of the order of Rs.72.51 Crores. Post -Scheme, as on 31st March 2008, the investments of BACL are of the order of Rs. 282.54 Crores. On account of the multifold increase in the size of investments and other assets, the income of BACL is expected to grow.

The investments in the subsidiaries are backed by investments largely in listed companies with potential for reasonable income therefrom. Further, the investments of both BACL and its subsidiaries in listed companies are shown in the books at cost of acquisition. With the improvement in the capital market, the listed investments should have a good capital appreciation.

It may be mentioned that the paid-up Equity Capital of BACL Pre-Scheme was Rs. 5.15 Crore and Post-Scheme Rs. 8.68 Crore.

13. OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

To the best of our knowledge, there are no defaults or material outstanding litigation against BACL, its subsidiary companies or their directors or group companies or their directors or group companies or their directors or promoters. However, group companies / promoter companies are involved in legal proceedings in the ordinary course of business before various Judicial and quasi-judicial bodies, the majority of which pertain to disputes regarding payment of Excise Duties/ Income Tax/ Sales Tax etc,. It is believed that none of these claims or proceedings individually or in the aggregate will have material adverse effect on the business or financial condition of the respective companies. Despite, there being well founded defences to the claims/ proceedings, as in most legal cases, no assurance can be given as to the outcome thereof. The gist of various such claims and the amount involved is given hereunder:

JK Tyre & Industries Ltd. : Estimated aggregate amount Rs. 78.65 Crores; Details: Civil Matters: Rs. 30.07 Crores; Excise Matters: Rs. 12.37 Crores; Sales Tax Matters: Rs.13.65 Crores; Arbitration Matters: Rs. 13.23 Crores; Misc Matters: Rs. 9.33 Crores

JK Lakshmi Cement Ltd.: Estimated aggregate amount Rs.64.05 Crores. Details: Civil Matters :Rs.7.44; Excise Matters: Rs. 21.79 Crores ; Sales Tax Matters: Rs. 13.87 Crores ; Entry Tax Matters: Rs. 16.86 Crores ; Land Tax Matters: Rs. 4.09 Crore.

JK Paper Ltd. : Estimated aggregate amount Rs. 57.37 Crores. Details: Civil Matters: Rs. 1.55 Crore ; Excise Matters: Rs.32.51 Crore ; Income Tax Matters: NIL ; Sales and Entry Tax Matters: Rs. 10.05 Crore ; Other Tax Matters: Rs. 13.26 Crore.

JK Agri Genetics Ltd. : Estimated aggregate amount Rs. 1.785 Crores. Details: Civil Matters: Rs. 0.005 Crore ; Consumer Matters: Rs.1.78 Crore

JK Sugar Ltd. : Estimated aggregate amount Rs. 4.36 Crores. Details: Income Tax Matters: Rs.0.39 Crore ; Trade Tax Matters: Rs. 0.94 Crore ; Excise Matters: Rs.0.08 Crore ; Entry Tax Matters: Rs.2.27 Crore ; Other Matters: Rs.0.67 Crore.

Fenner (India) Ltd. : Estimated aggregated amount Rs.15.32 Crores. Details: Income Tax Matters:Rs. 5.47 Crore ; Excise Matters: Rs.0.64 Crore ; Service Tax Matters: Rs. 2.49 Crore ; Sales Tax Matters: 6.72 Crores.

Southern Spinners & Processors Ltd. : NIL

Modern Cotton Yarn Spinners Limited Ltd. : NIL

Panchmahal Properties Ltd. : NIL

LVP Foods Pvt. Ltd. : NIL

Dwarkesh Energy Ltd. : NIL

Acorn Engineering Ltd. : NIL

14. **GOVERNMENT AND REGULATORY APPROVALS**

The Scheme of Amalgamation of Ashim Investment Company Limited and its wholly-owned Subsidiaries-Mayfair Finance Limited , Sidhi Vinayak Investment Limited, Terrestrial Finance Limited and Yasodhan Investment Limited and Netflir Finco Limited and its wholly-owned Subsidiaries-Hansdeep Investment Limited , Hidrive Finance Limited , Panchanan Investment Limited and Radial Finance Limited into and with Bengal & Assam Company Limited was sanctioned by Hon'ble High Court, New Delhi vide its order dated 22nd August 2008, the Certified Copy of which was received by the Company on 24th October 2008. Upon filing of the said Certified Copy of the Order in the Office of Registrar of Companies, New Delhi by all the Amalgamating Companies and the Amalgamated Company on 11th November 2008, the Scheme became effective on 11th November 2008, operative w.e.f. 1st April 2007 i.e. the Appointed Date under the Scheme.

BACL is an investment company and is duly registered as a Non-Banking Financial Company with the Reserve Bank of India, New Delhi.

BACL is an Unlisted Company at present. Pursuant to the Scheme the Equity Shares of the Company are required to be listed at BSE and CSE and accordingly necessary listing applications for listing of its Equity Shares on BSE and CSE are being sent simultaneously.

The Company has since received approval from SEBI vide its letter no. CFD/DIL/PB/EHM/171674/2009 dated 31st July 2009, being the relaxation from applicability of Clause (b) to sub-rule (2) of Rule 19 of the Securities Contracts (Regulation) Rules, 1957.

Upon the Scheme becoming effective as aforesaid and with effect from the Appointed date, the authorized share capital of each of the Amalgamating Companies stood transferred to and merged with the authorized share capital of BACL, without any liability for payment of any additional fees or stamp duty. Accordingly the Authorized Share Capital Clause of Memorandum of Association of BACL was modified and reclassified.

15. **OTHER REGULATORY DISCLOSURES**

BACL is an Unlisted Company at present. Applications are being sent simultaneously to BSE and CSE for listing of its Equity Shares.

Particulars regarding previous public and rights issue during the last 5 years

There were no public and rights issue during the last 5 years

Disclosure on negative networth/winding up/sick companies/dissociation/strike off from ROC.

Udaipur Cement Works Limited, JK Pharmachem Limited and Umang Dairy and Foods Limited are sick industrial companies under the Sick Industrial Companies (Special Provisions) Act, 1985. Further, none of the above companies has applied for strike-off of its name from the ROC concerned.

Companies under the same management

Companies under the same management within the meaning of Section 370(1B) of the Companies Act, 1956 are as under:

1. Fenner (India) Limited
2. Southern Spinners & Processors Limited
3. Modern Cotton Yarn spinners Limited
4. Panchmahal Properties Limited
5. LVP Foods Private Limited
6. Dwarkesh Energy Limited
7. Acorn Engineering Limited
8. Udaipur Cement Works Limited
9. Umang Dairy and Foods Limited
10. JK Sugar Limited
11. JK Risk Managers & Insurance Brokers Limited
12. JK Enviro-tech Limited
13. JK Agri Genetics Limited

Tax Benefits:

For the Company: Income by way of dividends received by the Company on its investments in Shares is exempt from tax.

For the Shareholders: Dividends declared by the Company are exempt from tax in the hands of the shareholders and the Company shall have to bear the dividend tax on the amount of dividend payable.

Except as stated above, there are no special tax benefits.

16. **DIVIDEND POLICY**

The Company does not have any formal dividend policy on its Equity Shares. The declaration and payment of equity dividend in Company is required to be recommended by Board of Directors, for approval of the shareholders and will depend on a number of factors, including but not limited to profits, capital requirements and overall financial condition.

17. **MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION OF BACL**

I. TRANSFER OF SHARES

Application for Transfer

59. (1) An application for the registration of transfer of Shares of a Member in the Company may be made either by the transferor or by the transferee; No fee will be charged by the Company for registration of transfer/transmission of shares based on a proper transfer deed, probate, succession certificate or other legal representation;
- (2) Where the application made by the transferor relates to partly paid Shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice;
- (3) For the purpose of sub-clause (2) hereof, notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.

Transfer to whom cannot be made

60. No transfer shall be made to a minor, insolvent or a person of unsound mind.

Execution of the Instrument of Transfer

61. The instrument of transfer of any Share in the Company shall be executed by or on behalf of both the transferor and the transferee. The transferor shall be deemed to remain a holder of the Share until the name of the transferee is entered in the Register in respect thereof.

Form of Instrument of Transfer

62. Subject to Company's right to refuse transfer, the Shares in and Debentures of the Company shall be transferred by an instrument in the prescribed form and/or as the Board may approve.

Board's right to refuse to Register Transfer

63. The Board may, subject to the right of appeal conferred under the Act, at its absolute discretion decline to register or acknowledge any transfer of shares and shall not be bound to give any reasons for refusal and in particular, may so refuse in respect of Shares upon which the Company has a lien or whilst any moneys in respect of the Shares desired to be transferred or any of them remain unpaid or unless the transferee is approved by the Directors, and such refusal shall not be affected by the fact that the proposed transferee is already a member. In case of refusal, the Company shall within two months from the date on which the proper instrument of transfer duly stamped and executed was delivered to the Company send notice of refusal to the transferor and the transferee or to the person giving intimation of such transfer as the case may be and thereupon the provisions of Section 111 of the Act will apply.

Provided that the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except a lien on Shares.

Registration of Transfer and Transmission

64. The Company shall not register a transfer of Shares in the Company unless a proper instrument of transfer of only one class of Shares duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee, accompanied by the Certificate of the Share to be transferred, and such other evidence as the Board may reasonably require to show the right of the transfer or to make the transfer has been delivered to the Company.

Provided that where on an application in writing made to the Company by the transferee and bearing the stamp required for the instrument of transfer, it is proved to the satisfaction of the Board that the instrument of transfer, signed by or on behalf of the transferee has been lost, the Company may register the transfer on such terms as to indemnity as the Board may think fit.

Provided further that nothing in this Article shall prejudice any power of the Company to register as Shareholder any person to whom the right to any Shares in the Company has been transmitted by operation of law.

Closure of Register of Transfers and Register of members

66. The Register of Transfers and the Register of Members may be closed, on giving not less than seven days' previous notice by advertisement in some newspaper in the District in which the Registered Office of the Company is situated during such time as the Directors think fit but not exceeding in the whole forty-five days in each year and not exceeding thirty days at any one time.

Company not liable for disregard of any notice prohibiting Registration of Transfer

67. The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of Shares made or purporting to be made, by an apparent legal owner thereof (as shown or appearing in the Register), to the prejudice of any person or persons having or claiming any equitable right, title or interest to or in the same Shares, notwithstanding that the Company may have had notice of such equitable right, title or interest, or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto in any book of the Company, and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting to do so, though it may have been entered or referred to in some book of the Company; but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.

Title to Shares of deceased member

68. The executors or administrators or a holder of a succession certificate in respect of the estate of a deceased Member (whether a Hindu, Mohammedan, Parsi, Christian or otherwise) shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such member; except in cases of joint holders in which case, the surviving holders shall be the only persons entitled to be so recognised, but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any Share jointly held by him. The Company shall not be bound to recognise such executor, administrator unless he shall have

first obtained Probate or Letters of Administration or other legal representation from a duly constituted Court in India having effect in the State of Delhi;

Provided nevertheless that in case where the Board in its absolute discretion think fit, it shall be lawful for the Board to recognise the title of any person claiming to be entitled to the Share whether in a representative capacity or not and to dispense with production of Probate or Letters of Administration or the production of such other evidence of title as the Board may require and upon such terms as to indemnity and otherwise as it may think fit.

Transmission

69. Any person becoming entitled to a Share in consequence of the death or insolvency of a Member or the marriage of any female Member or any lawful means other than by a transfer subject to the provisions of these Presents and the Act, may, if the Directors think fit, be registered in the Register as holder of such Share upon the terms that may be required by the Directors and upon his producing such evidence and upon his giving such indemnity as to the title and otherwise as the Directors may deem sufficient; but, the Directors shall have the same right to refuse registration in their absolute discretion as they would have had in the case of a transfer of Shares by that Member before his death or insolvency as the case may be.

Conditions to be fulfilled on electing to be a Member or to transfer Shares

70. (1) If the person becoming entitled as aforesaid shall elect to be registered as holder of the share himself, he shall deliver and send to the Company a notice in writing signed by him stating that he so elects;
- (2) If the person aforesaid shall elect to transfer the Share, he shall testify his election by executing a transfer of the Share;
- (3) All the limitations, restrictions and provisions of these Presents relating to the right to transfer, and the registration of transfers of Shares shall be applicable to any such notice of transfers as aforesaid as if the death or insolvency of the Member had not occurred and the notice of transfer were a transfer signed by that Member.

Transmission Evidence

71. Every transmission of a Share shall be verified in such manner as the Directors may require, and the Directors, at their absolute discretion, may refuse to register any such transmission until the same be so verified, or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion may consider sufficient: Provided nevertheless that there shall not be any obligation on the Directors to accept any such indemnity.

Limitation of rights before Registration

72. A person becoming entitled to a Share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the Share, except that he shall not, before being registered as a Member in respect of the Share, be entitled in respect of it to exercise any right conferred by membership in relation to Meetings of the Company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be himself registered or to transfer the Share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all Dividends, bonuses and all

other moneys payable in respect of the Shares until the requirements of the notice have been complied with.

J. STOCK

Conversion of Shares into Stock

73. The Company may, by Ordinary Resolution:

- (a) Convert any paid-up Share into Stock; and
- (b) Re-convert any Stock into paid-up Shares of any denomination.

Transfer of Stock

74. The holder of Stock may transfer the same or any part thereof in the same manner as and subject to the same regulations under which the Shares from which the Stock arise might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may from time to time fix the minimum amount of Stock transferable, so however that such minimum shall not exceed the Nominal amount of the shares from which the stock arose.

Rights of Stockholders

75. The holders of Stock shall, according to the amount of Stock held by them have the same rights, privileges and advantages as regards Dividends, voting at Meetings of the Company, and other matters, as if they held the Shares from which the stock arose; but no such privilege or advantage (except participation in the Dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in Shares, have conferred that privilege or advantage.

Application of the Regulations to Stock

76. Such of the Regulations of the Company (other than those relating to Share Warrants) as are applicable to paid-up Shares shall apply to Stock and the words "Share" and "Shareholder" in those regulations shall include "Stock" and "Stockholder" respectively.

K. SHARE WARRANTS

Issue of Share Warrants

77. The Company may issue Share Warrants subject to and in accordance with, the provisions of the Act and accordingly the Board may, in its discretion, with respect of any Share which is fully paid up, on application in writing signed by the person registered as holder of the Share, and authenticated such evidence (if any) as the Board may, from time to time, require as to the identity of the person signing the application, and on receiving the Certificate, if any, of the Share, and the amount of the stamp duty on the Warrant and such fee as the Board may from time to time require, issue under its Common Seal a Share Warrant stating that the bearer thereof is entitled to the Share specified therein, and may provide by coupons or otherwise for the payment of future dividends on the Share specified in the Share Warrant.

Transfer and Transmission Articles not to apply to Share Warrants

78. The provisions of these Presents with respect to transfer and transmission of Shares shall not apply to Share Warrants.

Deposit of Share warrants

79. (1) The bearer of a Share Warrant may at any time deposit the Warrant at the office of the Company, and so long as the Warrant remains so deposited, the depositor shall have the same right of signing a requisition for calling a meeting of the Company, and of attending, and voting and exercising the other privileges of a Member at any Meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the Register of Members as the holder of Shares included in the deposited Warrant;
- (2) Not more than one person shall be recognised as depositor of the Share Warrant;
- (3) The Company shall, on two days' written notice return the deposited Share Warrant to the depositor.

Surrender for Cancellation

80. (1) The bearer of a Share Warrant shall be entitled on surrendering the Share Warrant for cancellation and paying such fee to the Company as the Board of Directors from time to time may determine, to have his name entered as a Member in the Register and the date of the surrender shall be entered in Register;
- (2) The Company shall be responsible for any loss incurred by any person by reason of the Company entering in the Register the name of a bearer of a Share Warrant in respect of the Share therein specified without the Warrant being surrendered and cancelled.

Bearer of Share Warrants not to exercise privileges of Members

81. (1) Subject as herein otherwise expressly provided, no person shall, as bearer of a Share Warrant, sign a requisition for calling a Meeting of the Company, or attend or vote or exercise any other privilege of a member at a meeting of the Company or be entitled to receive any notices from the Company;
- (2) The bearer of a Share Warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the Register of Members as the holder of the Shares included in the Warrant, and he shall be a Member of the Company.

Renewal Share Warrant

82. The Board may, from time to time, make rules as to the terms on which, if it shall think fit, a new Share Warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.

L. ALTERATION OF CAPITAL, INCREASE, DECREASE ETC.

Power to alter Capital

83. Subject to the provisions of Section 94 of the Act or any statutory modification thereof, the Company shall have the power to alter the conditions of its Memorandum of Association as follows, that is to say, it may by Ordinary Resolution:
 - (1) Increase its Share capital by such amount as it thinks expedient by issuing new Shares subject to the provisions of the Act;
 - (2) Consolidate and divide all or any of its Share capital into Shares of larger amounts than its existing Shares;

- (3) Sub-divide its Shares or any of them into Shares of smaller amount than is fixed by the Memorandum, subject to the provisions of Clause (d) of sub-section (i) of Section 94 of the Act;
- (4) Convert all or any of its fully paid-up Shares into stock and reconvert that stock into fully paid-up shares of any denomination;
- (5) Cancel Shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by person or persons, and diminish the amount of its Share Capital by the amount of the Shares so cancelled.

Provided, however, the cancellation of Shares in pursuance of the exercise of this power shall not be deemed to be a reduction of Share capital within the meaning of the Act.

Increase of Capital

84. (1) The Company may by Resolution in General Meeting, from time to time increase its Share Capital by the issue of new Shares of such amount as it thinks expedient;
- (2) Subject to the provisions of the Act, the new Shares shall be issued upon such terms and conditions and with such rights and privileges attached thereto as by the General Meeting creating the same shall be directed and if no direction be given by the General Meeting as the Directors shall determine; and in particular such Shares may be issued with a preferential or qualified right to Dividends and in the distribution of assets of the Company and any Preference Shares may be issued on the terms that they are, or at the option of the Company are, to be liable to be redeemed.

New Capital to be treated as part of original Capital

85. Except in so far as otherwise provided by the conditions of issue or by these Presents, any capital raised by the issue of new or additional Shares shall be considered part of the original capital and shall be subject to the same provisions with reference to the payment of calls, instalments or other sums, line, forfeiture, transfer, transmission, surrender, voting or otherwise as if it had been part of such original capital.

Reduction of Share Capital

86. Subject to confirmation by Court, the Company may, by Special Resolution, reduce the Share Capital in accordance with Section 100 of the Act.

Reduction of Share Premium Account

87. The Company may reduce the Share Premium Account, if any, in accordance with Sections 78 and 100 of the Act, and the Capital Redemption Reserve, if any, in accordance with Sections 80 and 100 of the Act.

Surrender of Shares

88. The Directors may, subject to the provisions of Section 100 to 105 (both inclusive) of the Act, accept a surrender of any Share from or by any Member desirous of surrendering it on such terms as they deem fit.

Quorum

96. Five persons personally present shall be the quorum for a Meeting of the Company. No business shall be transacted at any General Meeting unless a quorum of Members is present when the Meeting proceeds to transact business.

Dissolution and adjournment of Meeting for want of Quorum

97. If within half an hour from the time appointed for holding a Meeting, a quorum is not present, the Meeting, if called upon the requisition of the members shall stand dissolved. In any other case, the Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Board may determine.

Quorum at adjourned Meeting

98. If, at the adjourned Meeting also, a quorum is not present within half an hour from the time appointed for holding the Meeting, the Members present shall be the quorum and may do all business which a quorum might have done.

No business to be transacted, whilst chair is vacant

99. No business shall be transacted at any General Meeting except the election of a Chairman, whilst the Chair is vacant.

Number of Directors

111. The number of Directors shall not be less than three, nor more than twelve excluding the nominee Directors to the extent permitted by the Central Govt. or under the Act.

Notice of candidature for office of Director except in certain cases

- 113 (1) No person, not being a retiring Director, shall be eligible for election to the office of Director at any general meeting unless he or some other member intending to propose him has, at least fourteen days before the meeting, left at the office a notice in writing under his hand signifying his candidature for the office of Director or the intention of such member to propose him as a Director for that office as the case may be, along with a deposit of a sum of five hundred rupees or such other sum as may be prescribed by the Act which shall be refunded to such person or, as the case may be, to such member, if the person succeeds in getting elected as a Director.
- (2) The Company shall inform its members of the candidature of the person for the office of Director or the intention of a member to propose such person as a candidate for that office by serving individual notices of the members not less than seven days before the meeting:
- Provided that it shall not be necessary for the Company to serve individual notice upon the members as aforesaid if the Company advertises such candidature or intention not less than seven days before the meeting in at least two newspapers circulating in the place where the Registered Office of the company is located, of which one is published in the English language and the other in the regional language of that place.
- (3) Every person (other than a Director retiring by rotation or otherwise or a person who has left at the office of the Company a notice under Section 257 of the Act signifying his candidature for the office of a Director) proposed as a candidate for the office of a Director shall sign and file with the Company his consent in writing to act as a Director, if appointed.
- (4) A person other than –
- (a) A Director re-appointed after retirement by rotation immediately on the expiry of his term of office, or

- (b) An additional or alternate Director or a person filling a casual vacancy in the office under Section 262 of the Act, appointed as a Director or re-appointed as an additional or alternate Director immediately on the expiry of his term of office, shall not act as a Director of the Company unless he has within thirty days of his appointment signed and filed with the Registrar his consent in writing to act as such Director.

Non-rotational and Rotational Directors

- 114.(1) Subject to the provisions of Section 255 of the Companies Act 1956, not more than one-third of the total number of Directors of the Company shall be Directors not liable to retire by rotation. Not less than two-thirds of the total number of Directors of the Company shall be Directors liable to retire by rotation.
- (2) Subject as aforesaid, at every Annual General Meeting of the Company, one-third of such of the Directors for the time being as are liable to retire by rotation or, if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office.

Nominee Directors

115. The Company may accept nomination of any person(s) as Director or Directors in pursuance of any arrangement(s) or agreement(s) between the Company of the one part and any Financial Institutions, Bank, Debenture Trustee or other party of the other part, on such terms as may be agreed to between the Company and such institution, trustee or party.

Additional Directors

116. The Board of Directors shall have power to appoint additional Directors, so as not to exceed the maximum strength fixed under Article 111 hereof :

Provided that such additional Director shall hold office only upto the date of the next Annual General Meeting of the Company, but subject to the provisions of the Act shall be eligible for appointment by the Company as a Director at such meeting.

Casual Vacancy

117. Any casual vacancy occurring among the Directors may be filled up by the Directors, but any person so chosen shall remain in office so long as the vacating Director would have retained the same if no vacancy had occurred.

Alternate Directors

118. The Board may appoint an Alternate Director to act for a Director (hereinafter in this Article called "the Original Director") during his absence for a period of not less than three months from the State in which the meetings of the Board are ordinarily held provided such Alternate Director is a person recommended by the Original Director.

Remuneration of Directors

120. (1) Each Director shall be entitled to receive out of the funds of the Company by way of remuneration for his services in attending meetings of the Board or any Committee of Directors attended by him such sum as may be determined by the Directors from time to time subject to the provisions of the Act and the Rules made thereunder.
- (2) Subject to the provisions of Section 309 of the Act, subject to the provisions of Section 309 of the Act, the Directors may also appropriate out of the net proceeds of the Company during any year, a sum not exceeding 1% of such

net profits if the Company shall have a Managing Director or Wholetime Director or Manager and otherwise not exceeding 3% of such net profits, and distribute the sum so appropriated amongst others in such proportion as they may mutually agree upon or equally in the absence of any such agreement. The amounts so appropriated shall be deemed to be a part of the working expenses of the Company.

Directors may receive traveling expenses

- (3) The Directors may also allow and pay to any Director who incurs travelling and other expenses for attending a meeting of the Company or of the Board of Directors or of a Committee, such sum as the Directors may consider fair and reasonable for his travelling and other expenses in addition to his fee for attending a meeting of the Board of Directors or of a Committee, as above specified.
- (4) The Directors shall be entitled to be repaid any travelling and other expenses incurred in connection with the business of the Company.

Remuneration for extra service

121. If any Director, being willing, shall be called upon to do any work other than that which would be his duty as a Director to do, or to make any special exertion in going out or residing out or otherwise in the interest of the Company, the Directors may, in addition to reimbursing him in respect of any expenses incurred by him on behalf of the Company and in addition to any remuneration to which under these Presents he is entitled, award, subject to the provisions of the Act, such special remuneration as may be determined by them to such Directors for his extra services.

Other provisions regarding Directors

122. The provisions under these Presents as regards the disqualification of the Directors, their rights, duties, liabilities, retirement because of age limit, rotation, vacation of office and removal shall be those as laid down under the Act.

Board to exercise all powers of Company except those exercised by Company in General Meeting

123.(1) The business of the Company shall be managed by the Directors who, subject to the provisions of the Act and these Presents shall be entitled to exercise all such powers and to do all such acts and things as the Company is authorised to exercise or to do;

Provided that the Board shall not exercise any power or do any act or things which is directed or required, whether by the Act or by any other Act or by these Presents or otherwise, to be exercised or done by the Company in General Meeting;

Provided further that in exercising any such power or doing any such act or thing, the Board shall be subject to the provisions contained in that behalf in the Act or these Presents or any regulations not inconsistent therewith and duly made thereunder including those made by the Company in General Meeting.

- (2) No regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that Regulation had not been made.

Provisions in respect of contracts in which Directors are interested

130. The provisions of these Articles in respect of matters relating to the contracts of the Company with a Director in which the Director is interested in one way or the other shall be those as laid down under the Act.

Appointment of Managing Director, Wholetime Director, Manager

140. Subject to the provisions of Sections 197A, 198, 267, 268, 269, 309, 310, 311, 316 and 317 and other applicable provisions of the Act and of these Articles, the Directors may from time to time appoint/re-appoint one or more of their body to be a Managing Director or Managing Directors (in which expression shall be included a Joint or Deputy Managing Director) or Manager or a Whole-time Director or Directors of the Company for a term not exceeding five years at a time for which he or they is or are to hold such office and may from time to time remove or dismiss him or them from office and appoint another or others in his or their place or places. The Directors may whenever there is more than one Managing Director decide whether the Managing Directors should act jointly or severally and may delegate powers separately to one or more Managing Directors.

141. The Managing Director or Managing Directors or Wholetime Director or Wholetime Directors, while he or they continue to hold that office shall not be subject to retirement by rotation and shall not be taken into account in determining the retirement by rotation of Director or the number of Director to retire, but he or they shall be subject to the same provisions as to resignation or removal of the Directors of the Company and he or they shall *ipso facto* immediately cease to be a Managing Director or Managing Directors or Wholetime Director or Wholetime Directors if he or they cease to hold the office of a Director or Directors for any cause.

Terms of appointment of Managing Director

142. (1) The terms of the appointment including Remuneration of Managing Director shall be determined by the Company subject to the applicable provisions of the Act;
- (2) The Board may, subject to its superintendence, control and direction, entrust to and confer upon a Managing Director any of the powers of Management which would not otherwise be exercisable by him upon such terms and conditions and with such restrictions as the Board deems fit, and either collaterally with or to the exclusion of its own powers and may from time to time revoke, withdraw, alter or vary all or any such powers;
- (3) The provisions contained in sub-clauses (1) and (2) of this Article shall apply *mutatis mutandis* to a Manager or a Wholetime Director.

Dividend – How paid

151. The profit of the Company which shall be from time to time determined to be divided amongst the members in respect of any year or other period shall first be applied in paying to the holders of the Redeemable Preference Shares a preferential Dividend for the year on the amounts paid or credited as paid for the time being on the said Preference Shares. The balance shall be divided amongst the holders of Equity Shares. All Dividends shall be declared and paid according to the amounts paid or credited as paid on the Shares in respect whereof Dividend is paid; but no amount paid in advance of calls shall be treated for the purposes of this Article as paid on the Share. Dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the Shares during any portion or portions of the period in respect of which the Dividend is paid; but, if a Share is issued on terms providing that it shall rank for Dividend as from a particular date, it shall so rank.

Rights in respect of Dividends when moneys due

152. No member shall be entitled, subject to the applicable provisions of the Act, to receive payment of any interest or Dividend in respect of his Share or Shares, whilst any moneys may be due or owing from him to the Company in respect of such Share or Shares, either alone or jointly with any person or persons, and the Board may deduct from his payable interest or Dividend any sums of money so due and presently payable by him to the Company.

Setting of Dividend against call

153. Any General Meeting declaring a Dividend may make a call on the Members for such amounts as the Meeting appoints, but so that a call on each Member shall not exceed the Dividend payable to and so that the call be made payable simultaneously with Dividends and the Dividend may, if so arranged between the Company and the members, be set off against the calls.

Transfer to be registered to pass Dividend right

154. A transfer of Shares shall not pass the right to any Dividend declared thereon before registration of such transfer.

Production of Share Certificates when applying for Dividend

155. The Board may, if it deems fit, call upon Members, when applying for Dividends, to produce their Share Certificates to the person or persons appointed by it in that behalf.

Dividend and Transmission Article

156. The Board, if it thinks fit, may retain Dividends payable upon Shares in respect of which any person under the Transmission Article is entitled to become a Member or which any person under the same Article is entitled to transfer until such person shall become a Member in respect thereof or shall duly transfer the same.

Payment of Dividends

157. (1) Any Dividend, interest or other moneys payable in cash in respect of Shares may be paid by cheque or warrant sent through the post directed to the Registered address of that one of the joint holders who is first named on the Register of Members or to such address as the holder or joint holders may in writing direct;
- (2) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent and in the case of joint holders, to the order of the person first named in the Register of Members.

Dividend not to bear interest

158. No Dividend shall bear interest against the Company.

Unclaimed Dividends and their utilisation

159. Dividends unclaimed or unpaid will be dealt with in accordance with the provisions of the Act.

Payment of interest out of Capital

160. The Company may make payments of interest out of capital in the events mentioned by and subject to the provisions of Section 208 of the Act.

Capitalisation

- 165.(1) The Company in General Meeting may, upon the recommendation of the Board, resolve:
- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the Profit and Loss account or otherwise available for distribution; and
 - (b) that such sum be accordingly set for free distribution in the manner specified in following clause (2) amongst the Members who would have been entitled thereto, if distributed by way of Dividend and in the same proportions.
- (2) The sum aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in clause (3) either in or towards:
- (a) paying up any amounts for the time being un-paid on any Shares held by such Members respectively;
 - (b) paying up in full, unissued Shares or other securities or financial instruments of the Company to be allotted and distributed, credited as fully paid up, to and amongst such Members in the proportions aforesaid; or
 - (c) partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b)
- (3) A Share Premium Account and a Capital Redemption Reserve Fund may, for the purpose of this Regulation only be applied in the paying up of unissued Shares to be issued to members of the Company as fully paid bonus Shares.
- (4) The Board shall give effect to the resolution passed by the Company in pursuance of this Regulation.

Prohibition on seeking information, etc.

175.No Member or other person (unless he is a Director or other person in the management of the affairs of the Company) shall be entitled to visit or to inspect or examine the Company's premises or properties of the Company without the permission of the Directors or officers authorised by the Directors for the time being, or to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Directors or officers authorised by the Directors, it will be in-expedient in the interest of the Members of the Company to communicate.

Indemnity Clause

176. Subject to the provisions of Section 201 of the Act, every Managing Director, Director, Manager, Secretary, Trustee, Auditor and other officer or employee or servant of the Company, shall be indemnified by the Company against and it shall be the duty of the Directors out of the funds of Company to pay all losses, costs and expenses which any such Managing Director, Director, Manager, Secretary, Trustee, Auditor, officer or employee, or servant may incur or become liable to pay by reason of any contract entered into or any act or thing done by him as such Managing Director, Director, Manager, Secretary, Trustee, Auditor, officer or employee or servant in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or he is acquitted or in connection with any application under Section 633 of the Act in

which relief is granted by the Court and the amount for which such indemnity is provided shall immediately attach as a lien upon the property of the Company and have priority as between the Members over all other claims.

Application of Assets on winding up

178. If the Company shall be wound up, the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall be applied: first, in repaying to the holders of Preference Shares the amounts paid up or credited as paid up on such Preference Shares respectively, together with all arrears, if any, and accruals of preferential Dividends thereon, whether earned or declared or not, down to the date of such repayment, secondly, in repaying to the holders of Equity Shares the amounts paid up or credited as paid up on such Equity Shares respectively; and the balance, if any, shall be distributed among the holders of Equity Shares in proportion to the number of Equity Shares held by them respectively. If, however, the surplus assets shall be insufficient to repay the whole of the capital paid up on the Equity Shares, such surplus assets shall be distributed so that, as near as may be, the losses shall be borne by the holders of Equity Shares in proportion to the capital paid up or credited as paid up or which ought to have been paid up on the Equity Shares held by them respectively.

Division of Assets

179. If the Company shall be wound up, whether voluntarily or otherwise, the liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Act, divide among the Members in specie or kind, the whole or any part of the assets of the Company and may with the like sanction, vest the whole or any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories or any of them as the liquidator, with the like sanction shall think fit. The liquidation of the Company may, thereupon be closed and the Company dissolved but so that no member shall be compelled to accept any Shares whereon there is any liability.

Arbitration

180. Whenever any difference shall arise between the Company on the one hand and any of the members, their executors, administrators or assigns on the other hand, touching the true intent or construction or the incidents or consequences of these Articles or the statutes or enactments of the Legislature or touching anything then or thereafter done, executed, omitted, suffered in pursuance of these Articles or of the statutes or enactments or touching any breach or alleged breach of these Articles or any claim on account of any such breach or alleged breach or otherwise relating to these Articles, every such difference between the Arbitrators, or an Umpire appointed by them (i.e. the Arbitrators) before entering on the reference or failing such agreement by the Court or to the arbitration of a single Arbitrator if the parties to the difference agree to such reference. The Arbitration Act, 1940, shall apply to such arbitration proceedings

18. **MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION**

The following contracts (not being contracts entered into in the ordinary course of business carried on by the Company or entered into more than two years before the date of this Information Memorandum) which are or may be deemed material have been entered or to be entered into by the Company:

1. Memorandum and Articles of Association of the Company as amended upto the date of Information Memorandum.
2. Copy of the fresh Certificate of Incorporation consequent on change of name dated 02.06.1982 issued by Registrar of Companies, West Bengal.
3. Copy of the Certificate dated 04.09.2002 issued by Registrar of Companies, NCT of Delhi & Haryana consequent on change of Registered Office.
4. Certified copy of the Order of the Hon'ble High Court of Delhi at New Delhi dated 22nd August 2008 sanctioning the Scheme of Amalgamation of Ashim Investment Company Limited and its wholly-owned subsidiaries-Mayfair Finance Limited , Sidhi Vinayak Investment Limited, Terrestrial Finance Limited and Yashodhan Investment Limited and Netflir Finco Limited and its wholly-owned subsidiaries-Hansdeep Investment Limited , Hidrive Finance Limited , Panchanan Investment Limited and Radial Finance Limited into and with Bengal & Assam Company Limited
5. Copies of the "No-objection" letters dated 20.02.2008 and 22.02.2008 from the Bombay Stock Exchange Limited and Calcutta Stock Exchange Association Limited respectively issued to Ashim Investment Company Limited.
6. Copies of the "No-objection" letters dated 20.02.2008, 22.02.2008 and 28.02.2008 from the Bombay Stock Exchange Limited, Calcutta Stock Exchange Association Limited and National Stock Exchange Limited respectively issued to Netflir Finco Limited.
7. Copy of Tripartite Agreement between the Company, National Securities Depository Ltd. and the Registrar and Share Transfer Agent dated 13th January 2009.
8. Copy of Tripartite Agreement between the Company, Central Depository Services (India) Ltd. and the Registrar and Share Transfer Agent dated 29th January 2009.
9. Audit Report of the Auditors, M/s J.S. Lodha & Co., Chartered Accountants dated 31st January 2009 as mentioned in this Information Memorandum.
10. Certificate of Registration as NBFC issued by Reserve Bank of India, Regional Office, Delhi.

11. Memorandum of Understanding dated 1st December 2008 entered into between the Company and M/s Alankit Assignments Ltd. (Registrars & Share Transfer Agent).
12. Copy of letter of SEBI (Letter no. CFD/DIL/PB/EHM/171674/2009 dated July 31, 2009) granting relaxation under rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957.

Any of the contracts or documents mentioned in this Information Memorandum may be amended or modified at any time if so required in the interest of the Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act, 1956 and other relevant statutes.

19. DECLARATION

No statement made in this Information Memorandum shall contravene any of the provisions of the Companies Act, 1956 and the rules made thereunder. All the legal requirements as also the Guidelines, instructions, etc., issued by SEBI, Government or any other competent authority in respect of listing of securities have been duly complied with.

By order of the Board of Directors of
BENGAL & ASSAM COMPANY LIMITED

Sd/-
(L.R. Puri)
Director

Dated: 6th August 2009

