

**62nd
Annual Report
2008-2009**

BENGAL & ASSAM COMPANY LIMITED

BENGAL & ASSAM COMPANY LIMITED

BOARD OF DIRECTORS	:	HARI SHANKAR SINGHANIA <i>Chairman</i> BHARAT HARI SINGHANIA J.R.C. BHANDARI L.R. PURI O.P. KHAITAN DR. RAGHUPATI SINGHANIA SHAILENDRA SWARUP VINITA SINGHANIA
BANKERS	:	CENTRAL BANK OF INDIA NEW DELHI STANDARD CHARTERED BANK NEW DELHI
AUDITORS	:	J. S. LODHA & CO. <i>Chartered Accountants</i>
COMPANY SECRETARY	:	DILLIP SWAIN
REGISTERED & ADMINISTRATIVE OFFICE	:	LINK HOUSE 3, BAHADUR SHAH ZAFAR MARG NEW DELHI-110 002
REGISTRAR & SHARE TRANSFER AGENT	:	ALANKIT ASSIGNMENTS LTD. ALANKIT HOUSE 2E/21, JHANDEWALAN EXTENSION, NEW DELHI-110055 (INDIA) PH: 91-11-23541234,42541234 FAX: 91-11-42541967 EMAIL: rta@alankit.com WEBSITE: www.alankit.com

DIRECTORS' REPORT

TO THE MEMBERS

The Directors have pleasure in presenting the 62nd Annual Report together with the Audited Accounts of the Company for the year ended 31st March 2009.

FINANCIAL RESULTS

	<u>Rs./Lacs</u>
Profit before Depreciation and Tax	1,391.87
Profit after Tax	1,288.37
Surplus brought forward	1,932.26
Amount available for appropriation	<u>3,220.63</u>
Appropriations:	
Transfer to Reserve	257.67
Transfer to General Reserve	1,500.00
Dividend including Dividend Tax	130.80
Surplus carried to Balance Sheet	1,332.16
	<u>3,220.63</u>

DIVIDEND

The Directors are pleased to recommend a dividend of Rs. 1.50 per Share (15%) on the Equity Share Capital of Rs. 8.68 Crores (86,83,553 Equity Shares of Rs. 10 each) for the year ended 31st March 2009. The dividend outgo would amount to Rs. 130.25 lacs.

PROSPECTS

The year 2008 was one with daunting challenges. The year started on a promising note with high GDP growth leading to buoyancy in the capital markets. Later in the second half of the year, following a severe economic downturn, markets registered a significant fall and value of several asset classes fell drastically. This adversely impacted the business sentiments which further dampened the capital markets.

The Indian economy is now showing signs of turnaround with its positive impact on capital & finance markets. With the improvement in business environment, it is expected that the Company shall have a satisfactory growth in the current year.

The Company has been a Non-Banking Finance Company. Pursuant to the Scheme of Amalgamation sanctioned by the Hon'ble High Court of Delhi, the Company has become Systemically Important Non Deposit Taking Non-Banking Finance Company. The Company has sought exemption from Reserve Bank of India from applicability of certain provisions applicable to Systemically Important Non Deposit Taking Non-Banking Finance Company.

DIRECTORS

The Board of Directors of the Company comprises of all Non-Executive Directors. It has witnessed several changes during the year including as per the requirements of Corporate Governance under the Listing Agreement.

Shri Hari Shankar Singhania, Shri Bharat Hari Singhania, Dr. Raghupati Singhania, Smt. Vinita Singhania, Shri O.P. Khaitan, Shri Shailendra Swarup, Shri L.R. Puri and Shri J.R.C. Bhandari were appointed as additional Directors w.e.f. 2nd February 2009 and they shall hold the said office upto the date of the forthcoming Annual General Meeting. The Company has received requisite notices from members pursuant to Section 257 of the Companies Act 1956, proposing the candidatures of the said Directors for appointment as Directors liable to retire by rotation.

Shri A.C. Choraria, Shri A.S. Mehta and Shri P.K. Rustagi resigned from the Board of Directors of the Company from conclusion of business hours on 2nd February 2009. The Board of Directors places on record its sincere appreciation of the valuable services rendered by the said Directors during their respective tenures of office.

MANAGER

Shri U.K. Gupta has been appointed as Manager of the Company for a period of three years w.e.f. 2nd February 2009 subject to approval of the members pursuant to Section 269 of the Companies Act 1956, in place of Shri P.S. Sharma who resigned as Manager of the Company from the said date. The Board places on record its appreciation for the contribution made by Shri P.S. Sharma during his tenure of office.

CONSOLIDATED ACCOUNTS

Pursuant to Accounting Standard (AS-21), consolidated financial statements are being presented by the Company for the period under report. In terms of approval granted by the Central Government under Section 212(8) of the Companies Act 1956, copies of the Balance Sheets, Profit & Loss Accounts, Reports of the Board of Directors and the Auditors, etc. of the subsidiary companies, namely, Fenner (India) Ltd., Southern Spinners & Processors Ltd., Modern Cotton Yarn Spinners Ltd., Panchmahal Properties Ltd., LVP Foods Pvt. Ltd., Dwarkesh Energy Ltd. and Acorn Engineering Ltd. have not been attached to the Balance Sheet of the Company. These documents/details will be made available upon request by the members.

AUDITORS

M/s. J.S. Lodha & Co., Chartered Accountants, Auditors of the Company, retire at the present Annual General Meeting and are eligible for re-appointment.

The observations of the Auditors in their Report on Accounts have been suitably explained in the relevant notes to the Accounts.

DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 217(2AA) of the Companies Act 1956, your Directors state that —

- in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- the accounting policies selected and applied are consistent and judgements and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the financial year ended 31st March 2009;
- proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the said Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- the annual accounts have been prepared on a going concern basis.

CORPORATE GOVERNANCE

Your Company reaffirms its commitment to good corporate governance practices. Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, Management Discussion and Analysis, Corporate Governance Report and Auditors' Certificate regarding compliance of conditions of Corporate Governance are made a part of this Annual Report.

LISTING ON STOCK EXCHANGES

Pursuant to the Scheme of Amalgamation sanctioned by the Hon'ble High Court of Delhi, 35,29,288 Equity Shares of Rs.10 each, fully paid up, were issued and allotted to the Members of Ashim Investment Company Ltd. and Netflier Finco Ltd., resulting into increase of the paid up capital from Rs. 5.15 Crore to Rs. 8.68 Crore. New Share Certificates pursuant to this allotment were dispatched to the shareholders holding shares in physical form and the shares issued in dematerialized form have been credited to the respective Beneficiary Accounts. The Company's Application for listing of the 86,83,553 Equity Shares has been approved by the Bombay Stock Exchange Ltd.(BSE). As required, under SEBI (DIP) Guidelines, 2000, BSE has forwarded Company's Application to SEBI for relaxation of the conditions of Rule 19(2)(b) of Securities Contracts (Regulation) Rules, 1957 before permitting trading in the Company's Equity shares. The matter is being pursued with them.

PARTICULARS OF EMPLOYEES

During the period under review, the Company had no employee in the category specified under Section 217(2A) of the Companies Act 1956.

INFORMATION PURSUANT TO SECTION 217(1)(e) OF THE COMPANIES ACT 1956

The requirement of furnishing particulars of energy conservation, technology absorption, etc. is not applicable to the Company. There has been no foreign exchange earning or outgo during the year.

FIXED DEPOSITS

The Company is registered with the Reserve Bank of India(RBI) as a Non-Banking Finance Company and does not accept public deposits and as required by the RBI, the Board of Directors have also passed necessary resolution for not accepting public deposits, without prior approval of RBI.

ACKNOWLEDGEMENTS

The Directors wish to acknowledge the continued support and co-operation received from Government agencies, Lending Institutions and the esteemed shareholders of the Company. The Directors also record their appreciation for the total dedication of the employees.

On behalf of the Board

New Delhi
30th July, 2009

HARI SHANKAR SINGHANIA
Chairman

MANAGEMENT DISCUSSION AND ANALYSIS

OVERVIEW

The Company is engaged in the investment and finance business and is thus dependent upon economic growth in general and the state of capital markets in particular. After impressive economic growth of last few years, the year 2008-09 saw slowing down of domestic industrial production, rising inflation and bearish stock markets. This impacted the business environment which particularly affected the resource mobilization and the primary & secondary capital markets. The Indian economy is showing signs of recovery with improvement in industrial domestic growth and significantly lower inflation. This has had a positive impact on the capital markets with increased activity and better valuations.

PERFORMANCE DURING THE YEAR

Despite difficult economic conditions, your Company has recorded Profit After Tax of Rs. 1,288.36 lacs as against Rs. 1,358.98 lacs in the last year.

OUTLOOK

Considering the present economic conditions and the state of capital markets, the Company foresees improvement in its assets valuations.

NBFC

The Company is a Non-Banking Finance Company (NBFC) governed by the Reserve Bank of India Act, 1934 (RBI). Pursuant to the Scheme of Amalgamation sanctioned by the Hon'ble High Court of Delhi, the Company has become Systemically Important Non Deposit Taking Non-Banking Finance Company. The Company has sought exemption from Reserve Bank of India from applicability of certain provisions applicable to Systemically Important Non Deposit Taking Non-Banking Finance Company.

The Company does not accept Fixed Deposits and as required by RBI, the Board of Directors have passed necessary resolution not to accept Fixed Deposits without prior approval of RBI.

ADEQUACY OF INTERNAL CONTROL SYSTEM

The Company's internal control system and procedures are commensurate with the size of operation and are adequate to ensure –

- safeguarding its assets and resources against loss, unauthorized use or disposition,
- compliance with the statutes and regulatory policies and framework, and
- all transactions are authorized, recorded and reported correctly.

The group Internal Audit department evaluates the functioning and quality of internal control and provides assurance of periodic reporting. The Audit Committee reviews the Internal Audit Reports and the adequacy on regular basis which also acts as a tool for minimizing any possible risks in the operations of the Company.

CAUTIONARY STATEMENT

The statement in this Management Discussion and Analysis Report, describing the Company's outlook, projections, estimates, expectations may be "Forward-looking Statements" within the meaning of applicable securities laws or regulations. Actual results could differ materially from those expressed or implied.

REPORT ON CORPORATE GOVERNANCE

The requirement of providing Corporate Governance Report in the Annual Report of the Company will be applicable to the Company in the Financial Year 2009-10, on listing of its Equity shares pursuant to the Scheme of Amalgamation. However, as a responsible corporate citizen, substantial information regarding Corporate Governance are provided in this report.

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Corporate Governance is an integral part of values, ethics and the best business practices followed by the Company. The core values of the Company are :-

- Commitment to excellence and customer satisfaction.
- Maximising long term shareholders value.
- Socially valued enterprise.
- Caring for people and environment.

In nutshell, the philosophy can be described as observing of business practices with the ultimate aim of enhancing long term shareholders' value and commitment to high standards of business ethics. The Company has in place a Code of Corporate Ethics and Conduct reiterating its commitment to maintain the highest standards in its interface with stakeholders and clearly laying down the core values and corporate ethics to be practised by its entire management cadre.

2. BOARD OF DIRECTORS:

The Board presently consists of eight Non-Executive Directors (NED) out of which four are Independent Directors (IND). The Chairman is Non-Executive. During the financial year ended 31st March 2009, 12 meetings of the Board were held on 8th April 2008, 10th July 2008, 5th August 2008, 20th August 2008, 2nd September 2008, 25th October 2008, 14th November 2008, 26th November 2008, 1st December 2008, 23rd December 2008, 31st January 2009 and 2nd February 2009. Attendance and other details are as given hereunder:

Sl. No.	Name of Director	Category	No. of Board Meetings attended	Whether last AGM attended	Outside Directorships and Committee positions		
					Directorships*	Committee Memberships**	Committee Chairmanships**
1.	Shri Hari Shankar Singhania, Chairman (w.e.f. 02.02.2009)	NED	NA	NA	3	-	-
2.	Shri Bharat Hari Singhania (w.e.f. 02.02.2009)	NED	NA	NA	4	1	-
3.	Dr. Raghupati Singhania (w.e.f. 02.02.2009)	NED	NA	NA	7	2	1
4.	Smt. Vinita Singhania (w.e.f. 02.02.2009)	NED	NA	NA	2	-	-
5.	Shri O.P. Khaitan (w.e.f. 02.02.2009)	IND	NA	NA	8	6	2
6.	Shri Shailendra Swarup (w.e.f. 02.02.2009)	IND	NA	NA	4	2	1
7.	Shri L.R. Puri (w.e.f. 02.02.2009)	IND	NA	NA	6	-	1
8.	Shri J.R.C. Bhandari (w.e.f. 02.02.2009)	IND	NA	NA	3	1	2
9.	Shri P.K. Rustagi (Upto 02.02.2009)	NED	11	Yes	4	1	-
10.	Shri A.C. Choraria (Upto 02.02.2009)	NED	12	Yes	3	-	-
11.	Shri A.S. Mehta (Upto 02.02.2009)	NED	10	Yes	2	-	-

* As per Section 275 read with Section 278 of the Companies Act 1956.

** Only covers Memberships/Chairmanships of Audit Committee and Shareholders/Investors Grievance Committee.

NA:- Not Applicable

The Board periodically reviews compliance reports of all laws applicable to the Company and the steps taken by the Company to rectify instances of non-compliances, if any.

In terms of Clause 49 of the Listing Agreement and contemporary practices of good corporate governance, a Code of Conduct was laid down by the Board for all the Board Members and Senior Management of the Company. The said code is available on the Company's website (www.bengalassam.com). All the Board Members and Senior Management Personnel have affirmed compliance with the said Code. This Report contains a declaration to this effect signed by the Manager.

3. AUDIT COMMITTEE:

The Company has an Audit Committee of Directors. The Audit Committee had consisted of Shri A.C. Choraria, Shri A.S. Mehta and Shri P.K. Rustagi. During the year, the Audit Committee was reconstituted. The Audit Committee now consists of Shri L.R. Puri (Chairman of the Committee), Shri O.P. Khaitan and Shri J.R.C. Bhandari. Shri Bharat Hari Singhania and Dr. Raghupati Singhania are Invitees to the Audit Committee. Shri U.K. Gupta, Manager regularly attends the meetings and the Company Secretary acts as the Secretary of the Committee. The "Terms of Reference" of the Audit Committee are in conformity with the provisions of Section 292A of the Companies Act 1956 and Clause 49 of the Listing Agreement with the Stock Exchanges.

During the financial year ended 31st March 2009, four meetings of the Audit Committee were held. Dates of meetings (number of members attended): 8th April 2008 (3), 5th August 2008 (2), 2nd September 2008 (3) and 25th October 2008 (3).

4. SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE:

The Company has Shareholders/Investors Grievance Committee of Directors, which consists of Shri J.R.C. Bhandari, (Chairman of the Committee), Shri Bharat Hari Singhania, Dr. Raghupati Singhania and Shri L.R. Puri. Shri Dillip Swain, Company Secretary, is the Compliance Officer, who oversees the Investor Grievances including related to Transfer/Transmission of Shares/ Dematerialisation/Non-receipt of interest/Redemption proceeds on Preference Shares, Dividend warrants, Annual Report, etc. During the process of sanction and implementation of the Scheme, queries were received from shareholders regarding the Scheme, status of listing of shares of the Company, non-receipt of share certificates, etc. The said letters were promptly attended to and replied. Share certificates sent to the shareholders on allotment pursuant to the Scheme and returned in undelivered mail were sent again to the shareholders concerned. In addition, the Company has also a Committee of Directors which approves registration of transfers of shares in physical mode, etc. All the valid requests for transfers and transmission of shares in physical form were processed in time and there are no pending transfers of shares.

5. REMUNERATION COMMITTEE:

Remuneration Committee was not required to be constituted.

SITTING FEE:

The Non-Executive Directors have not drawn any remuneration from the Company except sitting fees of the Board/Committee of Directors attended by them. During the financial year ended 31st March 2009, the Company has paid sitting fees aggregating to Rs. 27,500/-.

The number of Equity Shares (shares) held by Non - Executive Directors in the Company : Shri Hari Shankar Singhania - 8,19,407, Shri Bharat Hari Singhania - 1,52,159, Dr. Raghupati Singhania - 8,14,661, Smt. Vinita Singhania - 33,249, Shri O.P. Khaitan - 236. Shri Shailendra Swarup, Shri J.R.C. Bhandari and Shri L.R. Puri do not hold any shares. The Company does not have any outstanding convertible instruments.

6. GENERAL BODY MEETINGS:

Location and time for the last three Annual General Meetings (AGMs): 29th November 2006 (3.00 P.M.), 29th December 2007 (3.00 P.M.) at Registered Office of the Company: Link House (4th floor), 3, Bahadur Shah Zafar Marg, New Delhi-110 002 and 30th December 2008 (11.00 A.M.) at Sri Sathya Sai International Centre, Pragati Vihar, Lodi Road Institutional Area, Lodi Road, New Delhi-110 003. No special resolutions were passed in the previous 3 AGMs. Also, no special resolutions were required to be put through postal ballot.

BENGAL & ASSAM COMPANY LIMITED

In addition to Annual General Meetings, Company holds Extraordinary General Meetings (EGM) of the shareholders as and when need arises.

7. DISCLOSURES:

- (a) Disclosures on materially significant related party transactions i.e., transactions of the Company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large. None. Suitable disclosures as required by Accounting Standard (AS-18) on Related Party Transactions has been made in the Annual Report.
- (b) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any Statutory Authority, on any matter related to capital market, during the last three years. None. There were no cases of non-compliance of any matter related to capital markets during the last three years.
- (c) Risk Management procedures are being laid down.

8. MEANS OF COMMUNICATION:

Quarterly, half-yearly and annual results of the Company are normally published in the leading English newspapers namely, Financial Express and one regional daily, Vir-Arjun having wide circulation and promptly furnished to the Stock Exchanges for display on their respective websites. As the results are published in newspapers having wide circulation and also displayed on the respective websites of the Stock Exchanges, quarterly and half-yearly results are not separately sent to the Shareholders.

“Management Discussion and Analysis Report” forms part of the Annual Report.

9. GENERAL SHAREHOLDERS' INFORMATION:

(i) Annual General Meeting (AGM)

- (a) Day & Date : Tuesday, 22nd September 2009
Time : 11.30 A.M.
Venue : Sri Sathya Sai International Centre, Lodi Road, New Delhi-110003
- (b) As required under Clause 49 (IV)(G)(i), brief resume and other particulars of Directors retiring by rotation and/or seeking re-appointment/appointment at the aforesaid AGM are given in the Notes/ Explanatory Statement to the Notice convening the said AGM.

(ii) Financial Calendar (Tentative)

Financial Reporting for the Quarter/Year ending

<u>Quarter ending</u>	<u>By end</u>
June 30, 2009	: July 2009
September 30, 2009	: October 2009
December 31, 2009	: January 2010
March 31, 2010(If unaudited)	: April 2010
(If audited)	: June 2010
Annual General Meeting for the year ending March, 2010	: September 2010

- (iii) **Date of Book Closure** : From 17th September 2009 to 22nd September 2009 (both days inclusive)
- (iv) **Dividend Payment Date** : Before 21st October 2009

(v) **Listing on Stock Exchanges**

Pursuant to the Scheme of Amalgamation sanctioned by the Hon'ble High Court of Delhi, 35,29,288 Equity Shares of Rs.10 each, fully paid up, were issued and allotted to the Members of Ashim Investment Company Ltd. and Netflir Finco Ltd., resulting into increase of the paid up capital from Rs.5.15 Crore to Rs.8.68 Crore. New Share Certificates pursuant to this allotment were dispatched to the shareholders holding shares in physical form and the shares issued in dematerialized form have been credited to the respective Beneficiary Accounts. The Company's Application for listing of the 86,83,553 Equity Shares made on 26th February 2009 with the Stock Exchanges at Mumbai and Kolkata (9th March 2009), has been approved by the Bombay Stock Exchange Ltd.(BSE). As required, under SEBI (DIP) Guidelines, 2000, BSE has forwarded Company's Application to SEBI for relaxation of the conditions of Rule 19(2)(b) of Securities Contracts (Regulation) Rules, 1957 before permitting trading in the Company's Equity shares. The matter is being pursued with them.

(vi) **Share Transfer System**

All valid requests for transfer/transmission of Equity shares held in physical form are processed within a period of 15-20 days from the date of receipt thereof and the Share Certificates duly transferred are immediately returned to the transferee/ lodger. Transaction in the demated Shares are processed by NSDL/ CDSL through the Depository Participants with whom the Shareholders have opened their demat account.

(vii) **Dematerialisation of Shares and Liquidity**

Trading in the Equity Shares of the Company is permitted only in dematerialised form. Shareholders may therefore, in their own interest, dematerialise their holdings in physical form, with any one of the Depositories namely, NSDL and CDSL. The ISIN No. for Equity Shares of the Company for both the depositories is INE083K01017. As on 31st March 2009, 38.79% of the Equity Shares stand dematerialised. It may be noted that in respect of shares held in demat form, all the requests for nomination, change of address, ECS, Bank Mandate and rematerialisation, etc. are to be made only to the Depository Participant (DP) of the Shareholders.

(viii) **Distribution of Shareholding as on 31st March 2009**

Category (No. of Shares)	No. of Equity Shares	%	No. of Shareholders	%
1 to 500	5,37,265	6.19	46,002	99.22
501 to 1000	98,476	1.13	140	0.30
1001 to 2000	1,23,693	1.42	88	0.19
2001 to 3000	83,157	0.96	34	0.07
3001 to 4000	78,749	0.91	23	0.05
4001 to 5000	31,614	0.36	7	0.01
5001 to 10000	1,66,795	1.92	22	0.05
10001 and above	75,63,804	87.11	49	0.11
Total :	86,83,553	100.00	46,365	100.00

(ix) **Outstanding GDRs/ADRs/Warrants/Options or any convertible instruments, conversion date and likely impact on Equity**

The Company had not issued any GDRs.

(x) **Plant locations**

The Company being an investment company, does not have any plant.

(xi) Address for correspondence for Share Transfer and Related Matters

1. **Bengal & Assam Company Ltd.**
Secretarial Deptt.
Gulab Bhawan (Rear Block), 3rd Floor
6A, Bahadur Shah Zafar Marg
New Delhi -110 002
Ph. : (011) 23311112-5 (Extn. 633)
Fax : (011) 23739475
Attn. : Shri Dillip Swain
E-mail: dswain@jksmail.com

2. **Registrar and Share Transfer Agent (RTA):**
Alankit Assignments Ltd.
Alankit House
2E/21, Jhandewalan Extension
New Delhi-110 055 (India)
Ph. : (011) 23541234, 42541234
Fax : (011) 42541967
E-mail: rta@alankit.com
Website: www.alankit.com
Contact Person: Shri Mahesh Jairath

Shareholders are requested to quote their Folio No./DP Id No./Client Id No. and details of shares held in physical/demat mode, E-mail Ids and Telephone/Fax numbers for prompt reply to their communications.

10. DECLARATION:

This is to confirm that all the Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct for Directors and Senior Management adopted by the Board.

U.K. Gupta
Manager

AUDITOR'S COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of BENGAL & ASSAM COMPANY LIMITED

We have examined the compliance of conditions of Corporate Governance by Bengal & Assam Company Limited for the year ended 31st March 2009, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanation given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement as applicable for the reasons explained in para 9(v) of report on Corporate Governance.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For J.S. LODHA & CO.
Chartered Accountants

Place: Kolkata
Dated: 30th July, 2009

V. Matta
(Proprietor)
Membership No. 54087

Disclosure of names of persons constituting group in relation to Bengal & Assam Company Limited pursuant to Regulation 3(1)(e)(i) of the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations 1997 :

JK Lakshmi Cement Ltd., JK Tyre & Industries Ltd., JK Paper Limited, Fenner (India) Ltd., JK Agri Genetics Ltd., BMF Investments Ltd., Florence Alumina Ltd., JK Sugar Ltd., Nav Bharat Vanijya Ltd., Juggilal Kamalapat Udyog Ltd., Param Shubham Vanijya Ltd., J.K. Credit & Finance Ltd., Pranav Investment (M.P.) Company Ltd., Southern Spinners and Processors Ltd., Modern Cotton Yarn Spinners Ltd., Hansdeep Industries and Trading Company Ltd., Bhopal Udyog Ltd., Accurate Finman Services Ltd., Sago Trading Ltd., Dwarkesh Energy Ltd., Saptrishi Consultancy Services Ltd., JK Enviro-Tech Ltd., J.K. Risk Managers & 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., M/s. Habras International, M/s Juggilal Kamalapat Lakshmiapat and Directors of the promoter group and their relatives.

FOR ATTENTION OF THE SHAREHOLDERS

The 86,83,553 Equity Shares of the Company has since been listed on Bombay Stock Exchange Ltd. and permitted for trading on the said Exchange w.e.f. 17th August 2009 (**Scrip Code 533095**).

AUDITORS' REPORT

To the Members of BENGAL & ASSAM COMPANY LIMITED

We have audited the attached Balance Sheet of BENGAL & ASSAM COMPANY 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: 30th July, 2009

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.)	Forum 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.

BENGAL & ASSAM COMPANY LIMITED

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

Place: Kolkata
Dated: 30th July, 2009

V. Matta
(Proprietor)
Membership No. 54087

BALANCE SHEET
As at 31st March 2009

(Amount in Rs.)

PARTICULARS	Schedule	31.03.2009	31.03.2008
SOURCES OF FUNDS			
Share Capital	1	8,68,35,530	5,24,34,260
Share Capital Suspense		–	3,52,92,880
Reserves & Surplus	2	2,03,05,61,982	1,91,48,05,081
Secured Loan	3	15,00,00,000	–
Unsecured Loans	4	89,49,51,011	1,09,99,36,844
Deferred Tax Liability (Net)		11,38,234	16,16,900
TOTAL		<u>3,16,34,86,757</u>	<u>3,10,40,85,965</u>
APPLICATION OF FUNDS			
Fixed Assets			
Gross Block	5	21,71,33,723	19,72,51,655
Less: Depreciation		1,99,17,798	1,67,69,123
Net Block		<u>19,72,15,925</u>	<u>18,04,82,532</u>
Capital Work-in-Progress (including advances)		–	1,97,63,346
		<u>19,72,15,925</u>	<u>20,02,45,878</u>
Investments	6	2,77,44,94,306	2,82,54,24,832
Current Assets, Loans & Advances	7		
Cash & Bank Balances		1,21,31,246	1,74,25,182
Loans & Advances		28,53,86,550	18,66,79,486
		<u>29,75,17,796</u>	<u>20,41,04,668</u>
Less: Current Liabilities & Provisions	8	10,57,41,270	12,56,89,413
Net Current Assets		<u>19,17,76,526</u>	<u>7,84,15,255</u>
TOTAL		<u>3,16,34,86,757</u>	<u>3,10,40,85,965</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
Company Secretary

HARI SHANKAR SINGHANIA
BHARAT HARI SINGHANIA
J.R.C. BHANDARI
L.R. PURI
O.P. KHAITAN
RAGHUPATI SINGHANIA
VINITA SINGHANIA
Directors

BENGAL & ASSAM COMPANY LIMITED

PROFIT AND LOSS ACCOUNT For the year ended 31st March 2009

(Amount in Rs.)

P A R T I C U L A R S	Schedule	2008-09	2007-08
INCOME			
Income from Operations	9	16,15,33,326	16,12,56,329
Other Income	10	3,50,24,772	3,43,13,749
		<u>19,65,58,098</u>	<u>19,55,70,078</u>
EXPENDITURE			
Employees Cost	11	38,04,910	46,12,547
Interest Cost	12	3,72,75,452	1,73,45,967
Loss on sale of shares (by Trustee)		-	1,75,21,592
Administrative & Other Expenses	13	1,57,35,873	1,14,11,144
Diminution in the value of Current Investments		5,54,603	-
		<u>5,73,70,838</u>	<u>5,08,91,250</u>
Profit before Depreciation & Tax		13,91,87,260	14,46,78,828
Depreciation		31,57,451	21,41,164
Profit before Tax		13,60,29,809	14,25,37,664
Provision for Current Tax		71,00,000	73,50,000
Provision for Fringe benefit Tax		35,000	18,000
Income Tax Adjustments earlier years (Net)		5,36,809	1,44,336
Deferred Tax		(4,78,666)	(8,72,601)
Profit after Tax		12,88,36,666	13,58,97,929
Profit brought forward from previous year		19,32,26,086	13,06,08,257
Balance available for appropriation		32,20,62,752	26,65,06,186
APPROPRIATIONS			
Transfer to Reserve (As per RBI Guidelines)		2,57,67,333	2,71,79,593
Capital Redemption Reserve		-	13,91,610
Dividend Paid		46,810	42,56,115
Interim / Final Dividend - Equity		1,30,25,330	2,57,71,325
- Preference Shares		-	62,413
Corporate Dividend Tax		7,955	10,21,896
Transfer to General Reserve		15,00,00,000	1,35,97,148
Balance Carried to Balance Sheet		13,32,15,324	19,32,26,086
		<u>32,20,62,752</u>	<u>26,65,06,186</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
Company Secretary

HARI SHANKAR SINGHANIA
BHARAT HARI SINGHANIA
J.R.C. BHANDARI
L.R. PURI
O.P. KHAITAN
RAGHUPATI SINGHANIA
VINITA SINGHANIA
Directors

	(Amount in Rs.)	
SCHEDULES TO THE ACCOUNTS	31.03.2009	31.03.2008

Schedule-1

SHARE CAPITAL

Authorised

35,67,30,000 Equity Shares of Rs.10 each	3,56,73,00,000	3,56,73,00,000
12,52,000 Cumulative Redeemable Preference Shares of Rs. 100 each	12,52,00,000	12,52,00,000
	<u>3,69,25,00,000</u>	<u>3,69,25,00,000</u>

Issued, Subscribed & Paid up

Equity Shares fully paid up (a)

86,83,553 Equity Shares of Rs.10 each (Previous Year 51,54,265 Equity Shares of Rs.10 each)	8,68,35,530	5,15,42,650
--	-------------	-------------

Preference Shares fully paid up (b)

NIL (Previous Year 89,161 7% Cumulative Redeemable Preference Shares of Rs.10 each (b))	-	8,91,610
	<u>8,68,35,530</u>	<u>5,24,34,260</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

31.03.2009

31.03.2008

RESERVES & SURPLUS

Capital Reserve**	2,51,500	-		
Addition during the year **	<u>330</u>	2,51,830	2,51,500	2,51,500
Capital Redemption Reserve	23,91,610		10,00,000	
Addition during the year	<u>-</u>	23,91,610	13,91,610	23,91,610
Reserve (as per RBI guidelines)	9,75,00,164		7,03,20,571	
Add: Transfer from Profit & Loss A/c	<u>2,57,67,333</u>	12,32,67,497	2,71,79,593	9,75,00,164
General Reserve	1,62,14,35,721		28,61,42,022	
Add: Pursuant to the scheme of amalgamation	-		1,32,16,96,551	
Add: Transferred from Profit & Loss A/c	<u>15,00,00,000</u>	1,77,14,35,721	1,35,97,148	1,62,14,35,721
Surplus in Profit & Loss Account A/c		<u>13,32,15,324</u>		19,32,26,086
		<u>2,03,05,61,982</u>		<u>1,91,48,05,081</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 LOAN

Term Loan From HDFC Limited	15,00,00,000	-
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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.

BENGAL & ASSAM COMPANY LIMITED

(Amount in Rs.)

SCHEDULES TO THE ACCOUNTS **31.03.2009** **31.03.2008**

Schedule-4

UNSECURED LOANS

From Body Corporates*	79,33,33,334	1,07,91,66,667
Deferred Payment to SASF (Refer note no. 5 (ii) of Schedule 14B)	7,45,00,000	–
Interest Accrued & Due #	2,71,17,677	2,07,70,177
	<u>89,49,51,011</u>	<u>1,09,99,36,844</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)

Schedule-5

FIXED ASSETS

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)@	6,39,70,366	–	–	–	6,39,70,366	–	–	–	–	–	6,39,70,366	6,39,70,366
Land (Leasehold)@	23,22,737	–	–	–	23,22,737	70,322	–	23,462	–	93,784	22,28,953	22,52,415
Buildings@	12,36,81,952	–	1,87,78,948	–	14,24,60,900	1,39,57,643	–	22,96,352	–	1,62,53,995	12,62,06,905	10,97,24,309
Furniture & Fixtures	22,74,842	–	10,51,394	88,840	32,37,396	13,48,151	–	3,25,376	4,850	16,68,677	15,68,719	9,26,691
Office Equipments	48,21,118	–	2,41,726	1,01,160	49,61,684	12,47,832	–	5,03,136	3,926	17,47,042	32,14,642	35,73,286
Computer	79,640	–	–	–	79,640	75,658	–	1,593	–	77,251	2,389	3,982
Vehicles	1,01,000	–	–	–	1,01,000	69,517	–	7,531	–	77,048	23,952	31,483
Total	19,72,51,655	–	2,00,72,068	1,90,000	21,71,33,723	1,67,69,123	–	31,57,451	8,776	1,99,17,798	19,72,15,925	18,04,82,532
CWIP(Including advances)											–	1,97,63,346
Total	19,72,51,655	–	2,00,72,068	1,90,000	21,71,33,723	1,67,69,123	–	31,57,451	8,776	1,99,17,798	19,72,15,925	20,02,45,878
Previous Year	57,59,880	19,64,09,614	1,48,45,507	–	21,70,15,001	4,49,518	1,41,78,440	21,41,164	–	1,67,69,123	20,02,45,878	

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

Schedule-6

INVESTMENT

Name of the Bodies Corporate	Refer Note No.	As At 31.03.2009		As At 31.03.2008	
		Nos.	Amount	Nos.	Amount
		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.		32,307	6,54,257	32,307	6,54,257
Andhra Cement Company Limited		62	937	62	937
Asahi India Glass Ltd.		74	2,500	74	2,500
Ashok Leyland Ltd.		2,000	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.		2,500	–	2,500	–
Auckland International Ltd.		99	–	99	–
Aventis Pharma Ltd.		5	1,384	5	1,384
Ballarpur Industries Limited		2,241	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	–

(Amount in Rs.)

Name of the Bodies Corporate	Refer Note No.	As At 31.03.2009		As At 31.03.2008	
		Nos.	Amount	Nos.	Amount
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.		14,200	–	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.		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		3,000	–	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		3,700	–	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		21	–	21	–
Haryana Petrochemicals Limited		7,000	–	7,000	–
Hasimara Industries Ltd.		2	–	2	–
HDFC Bank Limited		1,305	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	1,42,307	865	1,42,307
Housing Development Finance Corpn. Ltd.		5	–	5	–
I C I C I Bank Limited		27,440	6,22,083	27,440	6,22,083
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		1,560	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		8,170	4,71,409	8,170	4,71,409
Informed Technologies India Ltd.		100	–	100	–
Infosys Technologies Ltd.		240	3,01,608	240	3,01,608

BENGAL & ASSAM COMPANY LIMITED

(Amount in Rs.)

Name of the Bodies Corporate	Refer Note No.	As At 31.03.2009		As At 31.03.2008	
		Nos.	Amount	Nos.	Amount
Ispat Profiles Limited		1,951	–	1,951	–
ITC Limited		555	28,212	555	28,212
J K Sugar Limited		51,77,691	7,97,41,266	56,81,691	8,75,03,336
J.K. Synthetics Limited		900	1,710	900	1,710
J.K. Tyre & Industries Limited	3	84,34,250	49,39,30,713	63,25,689	31,47,03,028
J.K. Cement Limited		320	–	320	–
J.K. Lakshmi Cement Ltd.		1,45,36,558	56,86,86,105	1,45,28,674	56,80,71,153
J.K. Paper Limited		1,43,44,407	25,46,13,224	1,43,44,407	25,46,13,224
J.K. Pharmachem Ltd. (Under Liquidation)		76,51,469	–	76,51,469	–
Jaiprakash Associates Limited		12,515	2,35,485	12,515	2,35,485
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		13,51,820	13,05,33,669	13,51,820	13,05,33,669
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.		1,000	–	1,000	–
Larsen & Toubro Limited	4	10,010	6,77,346	5,005	6,77,346
Mahanagar Telephone Nigam Limited		1,600	1,13,120	1,600	1,13,120
Malanpur Steel Ltd.		2,334	–	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 Intigrated 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 Ltd.		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)		1,785	1,10,670	1,785	1,10,670
New Central Jute Mills Co. Ltd.		10	–	10	–
Piramal Healthcare Ltd.		505	24,089	505	24,089
North Brooke Jute Co. Ltd.		3	–	3	–
Northern Leasing Ltd.		100	–	100	–
ORG Informatics Ltd.		69	–	69	–
Orient Paper & Industries Limited		1,110	11,635	1,110	11,635
Oriental Civil Engg.Co. Ltd.		3,400	–	3,400	–
Orissa Extrusions Ltd.		2,900	–	2,900	–
Orkay Industries Ltd.		2,000	–	2,000	–
Oswal Agro Mills Limited		5,150	–	5,150	–
Oswal Chemicals & Fertilizers Limited		4,745	22,491	4,745	22,491
Pentafour Products Ltd.		3,200	–	3,200	–
People Investment Limited		3,500	38,500	3,500	38,500
Pharmax Corporation Ltd.		250	–	250	–

(Amount in Rs.)

Name of the Bodies Corporate	Refer Note No.	As At 31.03.2009		As At 31.03.2008	
		Nos.	Amount	Nos.	Amount
Piramal Life Sciences Ltd.		50	–	50	–
Piramal Glass Ltd.		24	–	24	–
Polar Investment Limited		12,393	1,28,008	12,393	1,28,008
Pranav Investment (M.P.) Co. Ltd.		15,000	24,72,093	15,000	24,72,093
PTL Enterprises 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		1,800	–	1,800	–
Rama Fibres Ltd.		5,000	–	5,000	–
Rameshwara Jute Mills Ltd.		100	–	100	–
Rampur Fertilizers Limited		304	–	304	–
Ranbaxy Laboratories Limited		3,366	1,31,142	5,770	2,24,803
Ready Foods Ltd.		3,500	–	3,500	–
Reliance Capital Limited		425	3,654	425	3,654
Reliance Communication Ventures Limited		8,100	91,372	8,100	91,372
Reliance Energy Limited (Reliance Infra)		637	20,519	637	20,519
Reliance Industries Limited		6,017	11,80,165	6,017	11,80,165
Reliance Jute & Industries Ltd.		112	–	112	–
Reliance Natural Resources Limited		8,505	2,081	8,505	2,081
Reliance Petroleum Ltd.		5,305	3,81,300	5,305	3,81,300
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		4,200	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		1,900	11,761	1,900	11,761
Star Paper Mills Limited		100	1,710	100	1,710
State Bank of India	7	2,336	13,40,853	1,885	6,23,763
Sterlite Industries (India) Limited		125	19,801	125	19,801
Sterlite Projects Ltd.		100	–	100	–
Surya Agroils Limited		1,300	–	1,300	–
Syndicate Bank		1,000	55,000	1,000	55,000
Tata Consultancy Services Ltd.(TCS)		500	2,64,425	500	2,64,425
Tata Motors Ltd.		5	777	5	777
Tata Steel Ltd.		750	1,43,325	750	1,43,325
ACC Limited		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		8,676	13,05,981	8,676	13,05,981
The West Coast Paper Mills Limited		1,000	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.)		3,11,53,242	2,95,95,580	3,11,53,242	2,95,95,580
Ultra Tech Cement Ltd.		2,576	6,73,484	2,576	6,73,484
Umang Dairies Limited (BIFR Co.)		52,94,965	2,46,74,537	52,94,965	2,46,74,537
Union Jute Co. Ltd.		2	–	2	–
United Wire Ropes Ltd.		5	–	5	–
Universal Tyres Ltd.		100	–	100	–

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(Amount in Rs.)

Name of the Bodies Corporate	Refer Note No.	As At 31.03.2009		As At 31.03.2008	
		Nos.	Amount	Nos.	Amount
		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)			1,59,41,56,152		1,42,14,52,156
B. Mutual Funds					
ABN Amro Fixed Term Plan Series 8 Reg. Growth - YLY P	-	-	5,00,000	50,00,000	
Birla Dividend Yield Plus - Plan A	-	-	16,051	1,27,769	
Birla Floating Rate Long Term Fund -Growth (Monthly Dividend payout)	-	-	14,42,434	1,75,60,546	
Birla Sunlife Liquid Plus - Inst. Growth	-	-	18,06,441	2,63,93,199	
Birla Sunlife Liquid Plus Retail Growth Fund	-	-	5,37,411	76,00,499	
Birla Sunlife Short Term Plan	-	-	12,68,733	1,72,93,758	
Canara Robeco Liquid Plus Retail Growth Fund	-	-	7,775	1,00,000	
HDFC FR IF ST - R.Option-Growth	-	-	30,570	4,00,000	
HDFC FR IF ST - WS Dividend Monthly	-	-	31,12,657	3,16,00,820	
HDFC MIP - LTP - Growth	-	-	26,76,039	3,66,48,892	
LIC Liquid Fund - Growth	-	-	18,64,480	2,57,25,000	
LIC MF Floating Rate Fund-ST Plan-Growth Plan	-	-	34,73,329	4,32,84,562	
LIC MF Liquid Fund - Growth	5,30,545	80,00,694	2,11,453	30,74,586	
LIC MF Floating Rate Short Term Plan-Dividend Plan	-	-	1,08,229	10,98,420	
Lotus India Liquid Plus	-	-	27,951	3,00,000	
Prudential ICICI Flexible Income Plan	-	-	2,50,245	35,00,000	
Prudential ICICI Floating Rate Fund - Inst.Growth	-	-	7,74,641	1,00,00,000	
Sundram BNP Paribas Fixed Term Plan - Series XXVII growth.	-	-	40,00,000	4,00,00,000	
UTI Master Share Unit Scheme-Dividend Plan - Payout	660	9,156	660	9,156	
UTI Fixed Maturity Plan Yearly Series YFMP/0507 - Inst.Growth	-	-	40,00,000	4,00,00,000	
SBI - SHF - Liquid Plus - Instl. Plan - Daily Dividend	30,93,450	3,09,49,967	-	-	
LIC Floating Rate Fund - STP - Growth	9,52,865	1,35,00,000	-	-	
HDFC Cash Management Fund - Treasury Advantage Plan - Wholesale - Growth	11,18,929	2,15,00,000	-	-	
Total Mutual Funds (B)			7,39,59,817		30,97,17,207
C. Quoted Investment (Current) (Other than trade, fully paid up) Equity Shares					
Aban Offshore Ltd.	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	1,14,966	365	92,436	
Bharat Heavy Electricals Limited	120	1,58,160	100	1,22,947	
Bharti Airtel Limited	210	1,31,407	250	1,71,920	
Cairns India Ltd.	390	70,565	-	-	
Divis Laboratories	65	61,380	-	-	
DLF Ltd.	260	42,745	220	1,38,514	
Eicher Motors Limited	-	-	243	60,726	
GOLDBEES	15	22,374	-	-	
Gujarat NRE Coke (India) Limited	1,281	25,300	800	77,658	
HDFC Bank Ltd.	143	1,39,196	-	-	
Hindustan Construction Limited	-	-	764	90,150	
ICSA (I) Ltd.	-	-	205	66,348	
India Cements Limited	-	-	503	82,458	
IVRCL Infrastructure	678	82,343	-	-	

(Amount in Rs.)

Name of the Bodies Corporate	Refer Note No.	As At 31.03.2009		As At 31.03.2008	
		Nos.	Amount	Nos.	Amount
Infosys Technologies Ltd.		38	50,308	–	–
Jindal Steel Ltd.		78	79,670	–	–
Jai Prakash Associates Limited		–	–	720	1,26,834
Kalpataru Power Limited		–	–	74	77,317
Larsen & Toubro Limited	4	242	1,62,479	103	1,49,045
Lupin Chemicals		150	1,02,683	–	–
Maruti Udyog Ltd.		267	1,80,971	–	–
Mcdowell (United Spirits Ltd.)		192	1,24,598	150	1,17,848
Nestle India Limited		72	1,11,075	54	73,291
Power Grid Corporation of India Limited		–	–	1,849	1,81,757
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	2,37,829
Samtel Colour Limited		–	–	5,000	67,360
Sesa Goa Ltd.	5	110	–	–	–
Shiv Vani Oil		314	29,720	–	–
State Bank of India		91	97,106	172	2,75,244
Steel Authority of India Limited		–	–	400	56,592
Tata Iron & Steel Co. Ltd.		400	82,360	–	–
Tata Motors Ltd.		600	97,235	–	–
Tata Powers Ltd.		63	48,422	–	–
Titan Limited		54	42,214	160	1,49,672
UTIMS GILDETF		30	44,657	–	–
Unitech Limited		–	–	150	–
Vijaya Bank		–	–	1,587	64,813
Voltas Ltd.		–	–	552	79,997
Total Quoted Equity Shares (C)			22,83,425		29,23,501
Total Quoted Investment 'I' (A+B+C)			1,67,03,99,394		1,73,40,92,865
D. Unquoted Investments (Long Term)					
(Other than trade, fully paid up)					
Equity Shares					
Subsidiaries					
Fenner (India) Ltd.		21,82,648	52,71,22,014	21,82,648	52,71,22,014
LVP Foods Pvt. Ltd.		19,99,800	1,99,98,000	19,99,800	1,99,98,000
Panchmahal Properties Ltd.(Wholly Owned Subsidiary)		3,51,230	35,12,300	3,51,230	35,12,300
Dwarkesh Energy Limited		25,000	250,000	25,000	250,000
Others					
Bharti Telecom Ltd.		600	55,402	600	55,402
E-Commodities Limited		2,00,000	–	2,00,000	–
Harshal Papers & Boards Limited		1,14,940	–	1,14,940	–
J K Traders Ltd.		4,313	13,344	4,313	13,344
Hilman Capital Finance Ltd. (J.K. Capital Finance Ltd.)		43,060	85,120	43,060	85,120
Saptrishi Consultancy Services Ltd.(Formerly JK Energy Ltd.)		100	1,000	100	1,000
J.K. Investors (Bombay) Ltd.		2,966	2,95,614	2,966	2,95,614
J.K. Satoh Agricultural Machines		50	–	50	–
J.K. Woollen Mfg. Co. Ltd.		50	–	50	–
J.K. Cotton Spg.& Wvg. Mills Co. Ltd.		4,540	–	4,540	–
JK Enviro-Tech Ltd.	9	22,50,000	2,25,00,000	22,50,000	2,25,00,000
JK Risk Managers & Insurance Brokers Ltd.		12,37,500	1,23,75,000	12,37,500	1,23,75,000
Swasthaya Medicare Limited		–	–	12,500	44,100
Sunrise Hold Mexico (Face Value: MXN \$ 1000 each)	10	25	1,04,379	–	–
Empresas Tornel,S.A. de C.V.	10	1	–	–	–
General de Inmuebles, S.A. de C.V.	10	1	–	–	–
Gintor Administracion, S.A. de C.V.	10	1	–	–	–
Hulesy Process Tornel, S.A. de C.V.	10	1	–	–	–

BENGAL & ASSAM COMPANY LIMITED

(Amount in Rs.)

Name of the Bodies Corporate	Refer Note No.	As At 31.03.2009		As At 31.03.2008	
		Nos.	Amount	Nos.	Amount
Comercializadora America Universal,S.A. de C.V.	10	1	-	-	-
Compania Hulera Tacuba, S.A. de C.V.	10	1	-	-	-
Compania Hulera Tornel, S.A. de C.V.	10	1	-	-	-
Compania Inmobiliaria Norida, S.A. de C.V.	10	1	-	-	-
Ultima Finvest Ltd.		4,06,000	40,60,000	4,06,000	40,60,000
Total Unquoted Equity Shares (D)			5,903,72,173		59,03,11,894
E. Preference Shares					
Others					
JK Agri Genetics Ltd. (Zero Coupon Pref. Shares)		50,00,000	42,50,00,000	50,00,000	42,50,00,000
J.K. Pharmachem Ltd. (Zero Coupom Reedemable) (Under Liquidation)		5,00,000	-	5,00,000	-
Ultima Finvest Ltd. (3.5% Non-Cum-Red-Participating Pref.)		42,500	4,25,00,000	42,500	4,25,00,000
CRPS - JK Paper Ltd.		2,516	1,30,35,100	-	-
Farm Enterprises Ltd. (12% OCC)		54	380	54	380
Kelvin Jute Co. Ltd. (Pref.)		5	-	5	-
The Tata Iron & Steel Co. Limited (Cum.Con.Pref. Shares)		6,431	6,43,100	6,431	6,43,100
Total Preference Shares (E)			48,11,78,580		46,81,43,480
F. Debentures & Bonds					
17% Secured Redeemable Non-con-Deb in Kesoram Ind. Ltd.		-	-	30	1,020
6.75% Tax Free Bonds Unit Trust of India		-	-	3,598	3,59,800
Astrazeneca Pharma India Ltd. (8% Redeemable Debentures)		-	-	500	-
Birla Jute & Industries Ltd. (Deb.)#		-	-	1	50
Kesoram Industries Ltd. (Deb.)#		-	-	8	140
Shree Synthetics Ltd. (Deb.)#		-	-	51	1,020
Umang Dairies Limited (Debentures) {refer note no. 5(i) of Schedule 14B}		38,73,000	3,25,44,159	38,73,000	3,25,14,564
Total Debentures & Bonds (F)			3,25,44,159		3,28,76,593
Total Unquoted Investment 'II' (D+E+F)			1,10,40,94,912		1,09,13,31,967
GRAND TOTAL 'I' + 'II'			2,77,44,94,306		2,82,54,24,832

Book Value of Quoted Investments	1,67,03,99,394	1,73,40,92,865
Book Value of Unquoted Investments	1,10,40,94,912	1,09,13,31,967
Market Value of Quoted Investments	1,49,54,86,047	3,91,25,76,385

written off.

Notes:

- 1 Sub divided into 2 Equity Shares of Rs. 5 each against 1 Equity Shares of Rs. 10 each.
- 2 The Company received 125 bonus equity shares of Gas authority of India Ltd. in the ratio of 1:2.
- 3 The Company Subscribed 21,08,561 equity shares of Rs. 10 each @ Rs. 85 per share of JK Tyre & Industries Limited on right basis.
- 4 The Company received 5,094 bonus equity shares of Larsen & Turbo Ltd. in the ratio of 1:1.
- 5 The Company received 450 bonus equity shares of Sesa Goa Ltd. in the ratio of 1:1.
- 6 The Company received 33 bonus equity shares of Reliance Power Ltd. in the ratio of 3:5.
- 7 The Company Subscribed 451 equity shares of of Rs.10 each @ Rs.1,590 per share of State Bank of India on right basis.
- 8 The Company received 366 bonus equity shares of Gujarat NRE Coke (India) Ltd. in the ratio of 2:5.
- 9 Includes 8,50,000 Equity Shares pledged with Infrastructure Development Finance Company Limited(IDFC Limited) for a Loan availed by JK Envirotech Limited.
- 10 Pledged with Bank for Loans availed by certain foreign investees.

	(Amount in Rs.)	
SCHEDULES TO THE ACCOUNTS	31.03.2009	31.03.2008
Schedule-7		
CURRENT ASSETS, LOANS & ADVANCES		
A. CURRENT ASSETS		
Cash in Hand	45,993	50,895
Cheques in Hand	20,00,000	26,03,581
Balance with scheduled banks :		
On Current accounts	1,00,85,253	1,47,70,706
TOTAL (A)	<u>1,21,31,246</u>	<u>1,74,25,182</u>
B. LOANS & ADVANCES (Considered Good) #		
Secured Loan (Refere to note no. 5 (ii) of Schedule 14B)	7,95,00,000	–
Unsecured:		
Advances recoverable in cash or in kind or for value to be received	3,26,12,403	8,22,21,993
Inter Corporate Deposits	10,43,00,000	4,73,00,000
Fixed Deposit with Bodies Corporate	1,65,00,000	1,95,00,000
Accrued Interest	60,79,818	10,00,568
Fringe Benefits Tax advance payments	69,592	27,000
Advance payment of tax (including TDS)	4,63,24,737	3,66,29,925
TOTAL (B)	<u>28,53,86,550</u>	<u>18,66,79,486</u>
TOTAL (A + B)	<u>29,75,17,796</u>	<u>20,41,04,668</u>

Refer Note 7(c) of Schedule 14(B)

Schedule-8

CURRENT LIABILITIES & PROVISIONS

A. CURRENT LIABILITIES

Sundry Creditors		
MSME *	–	–
Others	3,09,53,477	4,27,29,278
Investor Education & Protection Fund (not due)		
Unclaimed Dividend	10,91,551	9,39,321
Unpaid Dividend		
Equity shares	–	42,56,115
Preference shares	–	62,413
– Unclaimed Preference shares	32,120	–
Other Liabilities	3,16,38,652	2,76,54,841
Interest accrued but not due	55,479	23,71,938
TOTAL (A)	<u>6,37,71,279</u>	<u>7,80,13,906</u>

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

BENGAL & ASSAM COMPANY LIMITED**(Amount in Rs.)**

SCHEDULES TO THE ACCOUNTS	31.03.2009	31.03.2008
B. PROVISIONS		
– For Income Tax	2,82,60,887	2,06,24,078
– For Fringe Benefits Tax (Net)	62,183	27,183
– For Interim / Final dividend	–	2,57,71,325
– For Proposed Dividend	1,30,25,330	46,810
– For Corporate Dividend Tax	–	10,29,852
– For Retirement Benefits	6,21,591	1,76,259
TOTAL (B)	<u>4,19,69,991</u>	<u>4,76,75,507</u>
TOTAL (A +B)	<u>10,57,41,270</u>	<u>12,56,89,413</u>
Schedule-9		
INCOME FROM OPERATIONS		
– Interest on :		
– Loans and deposits {includes TDS amounting to Rs. 21,39,277 (PY Rs. 10,95,763)}	1,00,40,505	47,25,406
Others {includes TDS amounting to Rs.206 (PY Rs. 9,634)}	25,245	36,815
Dividend {includes Rs. 45,039 (Previous Year Rs. 68,239) on current investments and dividend from subsidiary amounting to Rs. 6,54,79,440 (PY -- NIL)}	1,14,794,823	7,80,80,125
Profit on sale of Investment {includes Rs. 44,35,731, profit on current investment (PY Rs. 80,28,078)}	3,66,72,753	7,84,13,983
TOTAL	<u>16,15,33,326</u>	<u>16,12,56,329</u>
Schedule-10		
OTHER INCOME		
Rent (includes TDS amounting to Rs. 67,71,969 (PY Rs. 67,18,292))	3,49,45,327	3,33,62,287
Miscellaneous Receipts	79,445	9,51,462
TOTAL	<u>3,50,24,772</u>	<u>3,43,13,749</u>
Schedule-11		
EMPLOYEES COST		
Salaries, wages, gratuity & bonus	37,34,504	45,07,261
Employees welfare & other benefits	70,406	1,05,286
TOTAL	<u>38,04,910</u>	<u>46,12,547</u>
Schedule-12		
INTEREST COST		
Interest on ICD	3,72,19,973	1,73,45,967
Term Loan	55,479	–
TOTAL	<u>3,72,75,452</u>	<u>1,73,45,967</u>

(Amount in Rs.)

SCHEDULES TO THE ACCOUNTS	31.03.2009	31.03.2008
Schedule-13		
ADMINISTRATIVE & OTHER EXPENSES		
Rent	2,47,572	2,87,376
Rates & Taxes	28,53,276	31,14,315
Legal & Professional Charges	16,62,995	15,19,353
Loss on sale of investments (includes Rs. 14,87,863, loss on current investment)	18,63,730	—
Filing Fee	27,140	1,01,305
Auditors Remuneration		
– Statutory Audit Fee	50,000	1,57,981
– Tax Audit Fee	10,000	48,203
– Certification	20,474	78,720
Directors' Fee	1,03,400	1,07,850
Repairs & Maintenance to Building	14,39,207	9,31,902
Service & Office maint. Charges	75,028	3,03,500
Electricity & Water Charges	2,54,412	1,96,365
Postage, Printing & Stationery	32,05,546	13,85,679
Insurance	34,348	21,255
Advertisement & Publicity Exp.	2,90,119	6,01,656
Travelling & Conveyance Expenses	4,38,937	1,47,435
Securities Transaction Tax	—	39,753
Sundry balances written off	9,305	73,528
Bank Charges, Finance Cost & Miscellaneous Expenses	31,50,384	22,94,968
T O T A L	1,57,35,873	1,14,11,144

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.

2. 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

BENGAL & ASSAM COMPANY LIMITED

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.

3. 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.

4. 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.
5. (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.)

S. 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.

BENGAL & ASSAM COMPANY LIMITED

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	31.03.2008
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):

(Amount in Rs.)

	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 Suspende

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.	–	8,02,00,000
Purchase of Share Warrants from:-		
Fenner (India) Ltd.	–	2,49,84,375
Purchase of Shares from:-		
Fenner (India) Ltd.	–	30,19,940
Investment made in:-		
LVP Foods Pvt. Ltd.	–	1,99,00,000
Loan Taken from:-		
Fenner (India) Ltd.	–	30,00,000
BMF Investments Ltd.*	–	29,00,000
Loan Repaid to:-		
Fenner (India) Ltd.	–	1,80,00,000
BMF Investments Ltd.*	–	29,00,000
Loan Given to:-		
LVP Foods Pvt. Ltd.	3,00,00,000	1,00,00,000
Fenner (India) Ltd.	–	5,00,00,000
Loan Recovered from:		
Fenner (India) Ltd.	–	6,50,00,000
Interest Paid to:-		
BMF Investments Ltd. *	–	1,12,52,200
Fenner (India) Ltd.	–	10,76,302
Interest Received from:-		
Fenner (India) Ltd.	–	5,61,644
LVP Foods Pvt. Ltd.	27,50,301	46,849
Unpaid Dividend payable to:		
BMF Investments Ltd.*	–	80,410
Receivables from:-		
Fenner (India) Ltd.	3,02,00,000	4,02,00,000
LVP Foods Pvt. Ltd.	4,22,20,937	1,00,46,849
Payable to:-		
Fenner (India) Ltd.	–	27,62,436

* (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.

BENGAL & ASSAM COMPANY LIMITED

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. Add: 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 March, 2009.

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
Company Secretary

HARI SHANKAR SINGHANIA
BHARAT HARI SINGHANIA
J.R.C. BHANDARI
L.R. PURI
O.P. KHAITAN
RAGHUPATI SINGHANIA
VINITA SINGHANIA
Directors

Schedule - 15

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 Outstanding	Amount Overdue
(a)	Debentures : Secured	NIL	NIL
	: Unsecured (other than falling within the meaning of public deposits)	NIL	NIL
(b)	Deferred Credits	NIL	NIL
(c)	Term Loans	1,500.00	NIL
(d)	Inter-corporate loans and borrowing	8,949.51	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)	1,594.92	
(3)	Break-up of Leased Assets and stock on hire and other assets counting towards AFC activities	N.A.	
(4)	Break-up of Investments :		
Current Investments :			
1	Quoted :		
	(i) Shares : (a) Equity	22.83	
	(b) Preference	NIL	
	(ii) Debentures and Bonds	NIL	
	(iii) Units of mutual funds	NIL	
	(iv) Government Securities	NIL	
	(v) Others (please specify)	NIL	
2	Unquoted :	NIL	
	(i) Shares : (a) Equity	NIL	
	(b) Preference	NIL	
	(ii) Debentures and Bonds	NIL	
	(iii) Units of mutual funds	NIL	
	(iv) Government Securities	NIL	
	(v) Others (please specify)	NIL	
Long Term Investments :			
1	Quoted :		
	(i) Shares : (a) Equity	15,941.56	
	(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	5,903.72	
	(b) Preference	4,811.79	
	(ii) Debentures and Bonds	325.44	
	(iii) Units of mutual funds	NIL	
	(iv) Government Securities	NIL	
	(v) Others (please specify)	NIL	

BENGAL & ASSAM COMPANY LIMITED

(Rs. in lacs)

(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	1,665.70
	Total	795.00	1,594.92	2,389.91
(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	17,358.19		5,508.82
	(b) Companies in the same group #	-		-
	(c) Other related parties	-		-
2	Other than related parties	20,457.75		22,236.12
	Total	37,815.94		27,744.94
(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 Section 372(II) of the Companies Act, 1956 as per RBI directive issued in September, 2001.

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
Company Secretary

HARI SHANKAR SINGHANIA
BHARAT HARI SINGHANIA
J.R.C. BHANDARI
L.R. PURI
O.P. KHAITAN
RAGHUPATI SINGHANIA
VINITA SINGHANIA
Directors

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
SOURCES OF FUNDS (Rs. in Thousand)		
Paid-up Capital		86836
Reserves and Surplus		2030562
Secured Loans		150000
Unsecured Loans		894951
Deferred Tax Liability (Net)		1138
APPLICATION OF FUNDS (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.

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 VINITA SINGHANIA
 Directors

Place: Kolkata
 Dated: 30th July, 2009

U.K. GUPTA
 Manager

DILLIP SWAIN
 Company Secretary

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		13,60,29,809		14,25,37,664
Adjusted for :				
Wealth tax	4,10,000		9,56,970	
Dividend	(11,47,94,823)		(7,80,80,125)	
Sundry balances w/o	9,305		73,528	
Interest income	(1,00,65,750)		(47,62,221)	
Interest expense	3,72,75,452		1,73,45,967	
Loss on sale of Investments	11,11,838		-	
Diminution in the value of investment	5,54,603		-	
Depreciation	31,57,451		21,41,164	
Profit on sale of Investments	(3,66,72,753)	(11,90,14,677)	(7,68,31,462)	(13,91,56,179)
Operating profit before working Capital changes		1,70,15,132		33,81,485
Adjusted for :				
Trade & Other Receivables	4,96,09,590		3,41,57,830	
Trade & Other Payables	(73,52,105)	4,22,57,485	(3,34,46,388)	7,11,442
Cash Generated from Operations		5,92,72,617		40,92,927
Direct Taxes Paid (Net)	(1,00,99,365)		(1,36,55,718)	
Fringe Benefit Tax (Net)	(42,592)	(1,01,41,957)	(7,017)	(1,36,62,735)
Net Cash from Operating Activities		4,91,30,660		(95,69,808)
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Investments	(64,41,52,862)		(86,99,00,685)	
Sale of Investments	74,07,88,490		63,57,25,204	
Dividend received	11,47,94,823		7,80,80,125	
Purchase of Fixed Assets including WIP	(3,08,722)		(1,48,45,507)	
Sale of Fixed Assets	1,81,224		-	
Interest Income received during the year	49,78,405		47,82,551	
Fixed Deposit with Body Corporate (net)	30,00,000		(1,80,30,000)	
Inter Corporate Deposit (Given)/Recovered Net	(6,77,00,000)		5,00,000	
			-	
Net Cash from Investing Activities		15,15,81,358		(18,36,88,312)
C. CASH FLOW FROM FINANCIAL ACTIVITIES				
Proceeds from Borrowings	15,00,00,000		24,34,00,000	
Repayment of Borrowings	(29,08,33,333)		(3,92,33,333)	
Distributable Surplus	330		-	
Redemption of Preference shares	(8,59,490)		-	
Dividend/CDT Paid	(3,10,69,050)			
Interest Paid	(3,32,44,411)		(79,71,739)	
Net Cash used in Financial Activities		(20,60,05,954)		19,61,94,928
D. NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)		(52,93,936)		29,36,808
Opening Balance of Cash and Cash Equivalents (Schedule No.7)		1,74,25,182		1,44,88,374
Closing Balance of Cash and Cash Equivalents (Schedule No.7)		1,21,31,246		1,74,25,182

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

V. Matta
Proprietor
Membership No. 54087

Place: Kolkata
Dated: 30th July, 2009

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STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956

1	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. **
2	Financial year 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.

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VINITA SINGHANIA
 Directors

Place: Kolkata
Dated: 30th July, 2009

U.K. GUPTA
 Manager

DILLIP SWAIN
 Company Secretary

BENGAL & ASSAM COMPANY LIMITED

AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS:

To the Board of Directors of BENGAL & ASSAM COMPANY LIMITED on the Consolidated Financial Statements of BENGAL & ASSAM COMPANY LIMITED and its Subsidiaries.

We have examined the attached consolidated Balance Sheet of BENGAL & ASSAM COMPANY LIMITED and its subsidiaries as at 31st March 2009, the consolidated Profit and Loss Account and also the consolidated cash flow statement for the year then ended.

These financial statements are the responsibility of 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 generally accepted auditing standards in India. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are prepared, in all material respects, in accordance with an identified financial reporting framework and 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.

We did not audit the financial statements of the subsidiaries (other than Panchmahal Properties Ltd.), whose financial statements reflect total assets of Rs. 53,061.99 lacs as at 31st March 2009 and total revenues of Rs. 33,322.09 lacs for the year then ended. The financial statements of these subsidiaries have been audited by other auditors, whose reports have been furnished to us and our opinion, in so far as it relates to the amounts included in respect of the said subsidiaries, is based solely on the reports of the other auditors.

The financial statements of Subsidiary, namely, Panchmahal Properties Ltd. have been audited by us, whose financial statements reflect total assets of Rs. 42.62 lacs as at 31st March, 2009 and total revenue of Rs. 4.35 lacs for the year then ended.

We report that the consolidated financial statements have been prepared by the Company in accordance with the requirements of Accounting Standard (AS) 21 "Consolidated Financial Statements" issued by the Institute of Chartered Accountants of India and on the basis of the separate audited financial statements of BENGAL & ASSAM COMPANY LIMITED and its subsidiaries included in the consolidated financial statements.

On the basis of the information and explanations given to us and on the consideration of the separate audit reports on individual audited financial statements of the Company and its Subsidiaries included in the Consolidated Financial Statements, we are of the opinion that the said consolidated financial statements subject to and read with Note nos. 2 & 13 of Schedule 18 and read together with other notes thereon, give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of Consolidated Balance Sheet, of the Consolidated state of affairs of the Company and its Subsidiaries as at 31st March, 2009;
- b) In the case of the Consolidated Profit & Loss Account, of the consolidated results of operations of the Company and its Subsidiaries for the year then ended; and
- c) In case of Consolidated Cash Flow Statement, of the Consolidated Cash Flow of the Company and its subsidiaries for the year then ended.

For J.S. LODHA & CO.
Chartered Accountants

Place: Kolkata
Dated: 30th July, 2009

V. Matta
(Proprietor)
Membership No. 54087

CONSOLIDATED BALANCE SHEET**As at 31st March 2009****(Rs. in lacs)**

PARTICULARS	Schedule	31.03.2009	31.03.2008
SOURCES OF FUNDS			
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
TOTAL		<u>66,275.73</u>	<u>64,970.72</u>
APPLICATION OF FUNDS			
Goodwill on Consolidation of Subsidiaries	7	287.53	287.53
Fixed Assets	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
Current Assets, Loans & Advances	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
TOTAL		<u>66,275.73</u>	<u>64,970.72</u>

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. 54087Place: Kolkata
Dated: 30th July, 2009U.K. GUPTA
ManagerDILLIP SWAIN
Company SecretaryHARI SHANKAR SINGHANIA
BHARAT HARI SINGHANIA
J.R.C. BHANDARI
L.R. PURI
O.P. KHAITAN
RAGHUPATI SINGHANIA
VINITA SINGHANIA
Directors

BENGAL & ASSAM COMPANY LIMITED

CONSOLIDATED PROFIT & LOSS ACCOUNT

For the year ended 31st March 2009

(Rs. in lacs)

P A R T I C U L A R S	Schedule	2008-09	2007-08
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	694.23
Dividend on Preference Shares		0.47	-
Corporate Dividend Tax		74.27	84.41
Transfer to General Reserve		3,000.00	1,893.97
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
Company Secretary

HARI SHANKAR SINGHANIA
BHARAT HARI SINGHANIA
J.R.C. BHANDARI
L.R. PURI
O.P. KHAITAN
RAGHUPATI SINGHANIA
VINITA SINGHANIA
Directors

(Rs. in lacs)

Schedules forming part of Consolidated Financial Statement	31.03.2009	31.03.2008
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Schedule-1**SHARE CAPITAL****Authorised**

35,67,30,000 Equity Shares of Rs. 10 each	35,673.00	35,673.00
12,52,000 Cumulative Redeemable Preference Shares of Rs. 100 each	1,252.00	1,252.00
	<u>36,925.00</u>	<u>36,925.00</u>

Issued, Subscribed & Paid up**Equity Shares fully paid up (a)**

86,83,553 Equity Shares of Rs. 10 each (Previous Year 51,54,265 Equity Shares of Rs. 10 each)	868.36	515.43
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Preference Shares fully paid up (b)

NIL (Previous Year 89,161 7% Cumulative Redeemable Preference Shares of Rs. 10 each)	–	8.92
	<u>868.36</u>	<u>524.35</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 *	76.53		74.01	
Addition during the year (Rs. 330)*	–	76.53	2.52	76.53
Capital Redemption Reserve	23.92		10.00	
Add: Transfer from Profit & Loss A/c	–	23.92	13.92	23.92
Debenture Redemption Reserve	872.88		592.32	
Add: Transfer from Profit & Loss A/c	–		280.56	
Less: Transfer to General Reserve	<u>(872.88)</u>	–	–	872.88
Share Premium account	121.80		121.80	
Addition during the year	–	121.80	–	121.80
Reserve (as per RBI guidelines)	975.01		703.21	
Transfer from Profit & Loss A/c	257.67	1,232.68	271.80	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	22,730.27	1,893.97	18,857.39
Capital Reserve on Consolidation of Subsidiaries	8,515.92		12,148.45	
Addition during the year	–		29.46	
Less: Deductions during the year **	<u>99.84 (a)</u>	8,416.08	<u>3661.99</u>	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.

BENGAL & ASSAM COMPANY LIMITED

(Rs. in lacs)

Schedules forming part of Consolidated Financial Statement 31.03.2009 31.03.2008

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)
T O T A L	3,091.66	3,023.18

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
T O T A L	11,174.06	12,143.02

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
T O T A L	15,921.43	16,112.00

*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	574.66	16.76

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)
T O T A L	287.53	287.53

Schedules forming part of Consolidated Financial Statement**Schedule-8****FIXED ASSETS**

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
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 Equipments	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 year 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.

Schedule-9**31.03.2009****31.03.2008****INVESTMENTS****A. 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****B. Current Investment**

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**

BENGAL & ASSAM COMPANY LIMITED

(Rs. in lacs)

Schedules forming part of Consolidated Financial Statement	31.03.2009	31.03.2008
Debtors (Unsecured, Considered good)	877.97	1,019.47
Debts outstanding for a period exceeding six months	4,283.96	5,446.24
Others Less Than Six months	<u>5,161.93</u>	<u>6,465.71</u>
Cash in Hand	8.98	14.60
Balance with scheduled banks :		
– 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
	<u>775.25</u>	<u>2,091.90</u>
Other Current Assets	510.89	694.62
TOTAL (A)	<u>9,859.81</u>	<u>13,222.54</u>
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 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)	<u>8,517.67</u>	<u>7,775.06</u>
TOTAL (A + B)	<u>18,377.48</u>	<u>20,997.60</u>
Schedule-11		
CURRENT LIABILITIES & PROVISIONS		
A. 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.		
B. 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>

	(Rs. in lacs)	
Schedules forming part of Consolidated Financial Statement	31.03.2009	31.03.2008
Schedule-12		
INCOME FROM OPERATIONS AND OTHER INCOME		
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>
Schedule-13		
EMPLOYEES COST		
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>
Schedule-14		
MATERIALS AND MANUFACTURING EXPENSES		
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>
Schedule-15		
ADMINISTRATIVE & OTHER EXPENSES		
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>

BENGAL & ASSAM COMPANY LIMITED

(Rs. in lacs)

Schedules forming part of Consolidated Financial Statement **31.03.2009** **31.03.2008**

Schedule-16

INTEREST COST

Interest	1,938.72	1,726.07
	<u>1,938.72</u>	<u>1,726.07</u>

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.

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- (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 Netflier 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. 1,387.33 lacs (Previous year Rs. 2,739.07 lacs)
4. 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 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.
- (b) Claims in respect of Income Tax matters estimated at Rs. 6.75 lacs (previous year Rs.10.71 lacs).
- (c) 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.
- (d) Claims against a subsidiary company not accepted and not provided for Rs. 1,194.51 lacs (Previous Year Rs. 1,261.65 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. 1,129.46 lacs (Previous year : Rs.64.37 lacs, Rs. 294.41 lacs, & Rs. 902.87 lacs respectively).
- (e) 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.191.98 lacs (previous year : Rs. 221.94 lacs)] 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 lacs)].

BENGAL & ASSAM COMPANY LIMITED

- (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. 587.88 lacs (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. 1,500 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. 2,990.53 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. 325.15 lacs.
- (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	31.03.2009	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	1,040.07
Deferred Tax Liabilities		
- Related to Fixed Assets	1,068.13	1,056.83
Total (B)	1,068.13	1,056.83
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):

(Rs. in lacs)

Particulars	Current Year	Previous Year
Profit/(Loss) after tax (after adjusting for Minority Interest)	2,151.90	2,910.81
Less: preference dividend & CDT thereon	0.55	0.73
Profit/(Loss) for Basic earning per share	2,151.35	2,910.08
Weighted Avg. Number of equity shares (Face value of Rs. 10 each)	86,83,553	86,83,553*
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 :

- (a) 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.

BENGAL & ASSAM COMPANY LIMITED

(b) Transactions with related parties: (Rs. in lacs)

Particulars	Key Management Personnel	
	Current Year	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) : (Rs. in lacs)

		Business Segment			Others	Total
		Investment	Polymers	Cotton -Yarn		
A	REVENUE					
1	Gross Revenue (Net of excise duty)	1,864.68	27,297.79	5,872.82	2.97	35,038.26
		(2,046.80)	(24,889.86)	(6,329.21)	(0.93)	(33,266.80)
	Less: Inter Segment	245.76	85.87	1,057.06	-	1,388.69
		(6.08)	(95.74)	(1,059.46)	-	(1,161.28)
	Total revenue (External)	1,618.92	27,211.92	4,815.76	2.97	33,649.57
		(2,040.72)	(24,794.12)	(5,269.75)	(0.93)	(32,105.52)
2	Other Income	350.24	205.54	147.72	-	703.50
		(343.14)	(324.20)	(178.96)	-	(846.30)
3	Total Revenue	1,969.16	27,417.46	4,963.48	2.97	34,353.07
		(2,383.86)	(25,118.32)	(5,448.71)	0.93	32,951.82
B	RESULTS					
1	Segment Result (PBIT)	1,775.89	3,750.26	-575.64	-0.29	4,950.22
		(2,021.37)	(4,339.00)	(-198.91)	(-0.45)	(6,161.01)
2	Interest Expense (Net)					1,938.72
						(1,726.07)
3	Profit Before Tax					3,011.50
						(4,434.94)
4a	Provision for Current Tax					343.63
						(445.72)
4b	Deferred Tax (Net)					557.90
						(897.76)
4c	Income Tax Paid / Adjustments for earlier years					5.37
						(1.40)
4d	Fringe Benefit Tax					65.18
						(68.55)
4e	Minimum Alternate Tax Credit entitlement					-265.00
						(-321.50)
5	Profit after Tax					2,304.42
						(3,343.01)
C	OTHER INFORMATION					
1	Segment Assets	40,270.94	29,984.10	3,927.19	1,034.15	75,216.38
		(40,091.88)	(29,136.96)	(4,979.00)	(330.47)	(74,538.31)
2	Segment Liabilities	11,518.43	23,442.21	1,340.13	597.56	36,898.33
		(12,246.88)	(24,472.60)	(1,406.02)	(1.40)	(38,126.90)
3	Capital Expenditure	3.09	4,908.28	146.66	399.50	5,457.53
		(2,112.55)	(3,066.50)	62.11	48.63	5,289.79
4	Depreciation and Amortization expenses	31.57	1,289.72	147.65	0.54	1,469.48
		(21.41)	(991.13)	(122.92)	(0.54)	(1,136.00)

(B) Information about Geographical Segments (Secondary Segments) : (Rs. in lacs)

	Domestic	Overseas	Total
Segment Revenue -			
- Sales (External) (Net of Excise Duty)	26,559.68 (23,450.61)	5,468.00 (6,613.26)	32,027.68 (30,063.87)
- Investment & other Revenue	1,621.89 (2,041.65)	-	1,621.89 (2,041.65)
- Other Income	703.50 (846.30)	-	703.50 (846.30)
Segment Assets	74,223.86 (72,669.04)	992.52 (1,869.27)	75,216.38 (74,538.31)

Previous year figures have been shown in brackets

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, sale of Milk 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.

18. Figures less than Rs.500 have been shown at actual in bracket.
19. Previous year figures have been re-arranged/re-grouped/re-cast wherever considered necessary.
20. 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
Proprietor
Membership No. 54087

Place: Kolkata
Dated: 30th July, 2009

U.K. GUPTA
Manager

DILLIP SWAIN
Company Secretary

HARI SHANKAR SINGHANIA
BHARAT HARI SINGHANIA
J.R.C. BHANDARI
L.R. PURI
O.P. KHAITAN
RAGHUPATI SINGHANIA
VINITA SINGHANIA
Directors

BENGAL & ASSAM COMPANY LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2009

(Rs. 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 :				
Wealth 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)

(Rs. in lacs)

Particulars	2008-09		2007-08	
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)		–		310.27
Cash & Cash Equivalent at the beginning of the year		(1,316.65)		–
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:

1. Cash Neutral items has not been considered in this statement.
2. 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: Kolkata
Dated: 30th July, 2009

U.K. GUPTA
Manager

DILLIP SWAIN
Company Secretary

HARI SHANKAR SINGHANIA
BHARAT HARI SINGHANIA
J.R.C. BHANDARI
L.R. PURI
O.P. KHAITAN
RAGHUPATI SINGHANIA
VINITA SINGHANIA
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.	Dwarkanesh Energy Ltd.
(a) Share Capital	248.31	505.00	305.00	5.05	35.12	200.00	5.01
(b) Reserves & Surplus (Net)	22,353.23	1,404.81	1,010.19	0.91	5.73	1.71	(0.39)
(c) Total Assets	47,210.61	2,796.87	1,824.08	5.99	42.62	1,219.71	4.73
(d) Total Liabilities	47,210.61	2,796.87	1,824.08	5.99	42.62	1,219.71	4.73
(e) Investment (excluding investment in subsidiaries)	13,600.30	—	—	5.75	14.85	185.82	4.41
(f) Turnover and Other Income	27,287.25	3,389.58	2,643.86	0.39	4.35	1.00	0.01
(g) Profit/(Loss) before Taxation	2,492.48	(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	1,649.66	(153.74)	(235.75)	0.34	1.71	(0.25)	(0.10)
(j) Proposed Dividend	496.61	—	—	—	—	—	—

HARI SHANKAR SINGHANIA
 BHARAT HARI SINGHANIA
 J.R.C. BHANDARI
 L.R. PURI
 O.P. KHAITAN
 RAGHUPATI SINGHANIA
 VINITA SINGHANIA
 Directors

Place: Kolkata
Dated: 30th July, 2009

U.K. GUPTA
Manager

DILLIP SWAIN
Company Secretary

BENGAL & ASSAM COMPANY LIMITED

Regd. Office: Link House, 3 Bahadur Shah Zafar Marg, New Delhi-110 002

NOTICE

NOTICE is hereby given that the 62nd Annual General Meeting of the Members of **BENGAL & ASSAM COMPANY LIMITED**, will be held at Sri Sathya Sai International Centre, Pragati Vihar, Lodi Road Institutional Area, Lodi Road, New Delhi-110 003 on Tuesday, the **22nd September, 2009** at 11.30 A.M. to transact the following business:

1. To receive, consider and adopt the Audited Accounts of the Company for the financial year ended 31st March 2009 and the Reports of the Directors and Auditors thereon.
2. To declare Dividend.
3. To appoint Auditors and to fix their remuneration and in connection therewith to pass, with or without modification(s), the following as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 224 of the Companies Act 1956, M/s J.S. Lodha & Co., Chartered Accountants, Kolkata, be and are hereby appointed as Auditors of the Company from the conclusion of the 62nd Annual General Meeting upto the conclusion of the next Annual General Meeting on a remuneration of Rs.50,000/-(Rupees Fifty Thousand) only, excluding service tax as applicable and reimbursement of travelling and other out-of-pocket expenses actually incurred by the said Auditors in connection with the audit.”

As Special Business

4. To consider and if thought fit to pass, with or without modification(s), the following as **Ordinary Resolution**:
“RESOLVED that Shri Hari Shankar Singhania, whose appointment as Additional Director on the Board determines on the date of the present Annual General Meeting, be and is hereby appointed as a Director liable to retire by rotation on the Board.”
5. To consider and if thought fit to pass, with or without modification(s), the following as **Ordinary Resolution**:
“RESOLVED that Shri Bharat Hari Singhania, whose appointment as Additional Director on the Board determines on the date of the present Annual General Meeting, be and is hereby appointed as a Director liable to retire by rotation on the Board.”
6. To consider and if thought fit to pass, with or without modification(s) the following as **Ordinary Resolution**:
“RESOLVED that Dr. Raghupati Singhania, whose appointment as Additional Director on the Board determines on the date of the present Annual General Meeting, be and is hereby appointed as a Director liable to retire by rotation on the Board.”
7. To consider and if thought fit to pass, with or without modification(s), the following as **Ordinary Resolution**:
“RESOLVED that Smt. Vinita Singhania, whose appointment as Additional Director on the Board determines on the date of the present Annual General Meeting, be and is hereby appointed as a Director liable to retire by rotation on the Board.”
8. To consider and if thought fit to pass, with or without modification(s), the following as **Ordinary Resolution**:
“RESOLVED that Shri O.P. Khaitan, whose appointment as Additional Director on the Board determines on the date of the present Annual General Meeting, be and is hereby appointed as a Director liable to retire by rotation on the Board.”

BENGAL & ASSAM COMPANY LIMITED

9. To consider and if thought fit to pass, with or without modification(s) the following as **Ordinary Resolution:**
“RESOLVED that Shri Shailendra Swarup, whose appointment as Additional Director on the Board determines on the date of the present Annual General Meeting, be and is hereby appointed as a Director liable to retire by rotation on the Board.”
10. To consider and if thought fit to pass, with or without modification(s), the following as **Ordinary Resolution:**
“RESOLVED that Shri L.R. Puri, whose appointment as Additional Director on the Board determines on the date of the present Annual General Meeting, be and is hereby appointed as a Director liable to retire by rotation on the Board.”
11. To consider and if thought fit to pass, with or without modification(s), the following as **Ordinary Resolution:**
“RESOLVED that Shri J.R.C. Bhandari, whose appointment as Additional Director on the Board determines on the date of the present Annual General Meeting, be and is hereby appointed as a Director liable to retire by rotation on the Board.”
12. To consider and if thought fit to pass, with or without modification(s), the following as **Ordinary Resolution:**
“RESOLVED that the appointment of Shri Upendra Kumar Gupta as Manager of the Company for a period of three years w.e.f. 02.02.2009 be and is hereby approved.”
13. To consider and if thought fit to pass, with or without modification(s), the following as **Ordinary Resolution:**
“RESOLVED that consent of the Company be and is hereby accorded in terms of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification or re-enactment thereof, to mortgaging and/or charging by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any committee thereof) (by way of first, second or other subservient charge as may be agreed to between the Company and the lenders and/or Debenture Trustees), all the immovable and movable properties, present and future, wheresoever situate, to or in favour of any Financial Institutions, Banks and other lending Institutions or Funds, Trustees for Debentures, to secure their respective Rupee and Foreign Currency Loans or other financial assistance lent, granted and advanced or agreed to be lent, granted and advanced to the Company or the Debentures, Bonds or other financial instruments issued and allotted or as may be issued by the Company and subscribed to or agreed to be subscribed to by such Institutions/Banks/Funds, or any other persons, of such amount or amounts not exceeding Rs.400 Crores in the aggregate on account of principal, together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Trustees, costs, charges and other monies payable by the Company to respective Financial Institutions, Banks and other lending Institutions and Debentureholders and/or Trustees under the Loan/ Subscription Agreement(s) entered into/ to be entered into by the Company in respect of the said Term Loans, Debentures or other financial instruments or assistance.

RESOLVED FURTHER that the Board be and is hereby authorised to finalise with the Financial Institutions, Banks and other lending Institutions or Debenture Trustees, the documents for creating mortgage(s) and/or charge(s) as aforesaid and to do all such acts, deeds, matters and things as may be necessary for giving effect to the above resolution.”
14. To consider and if thought fit to pass, with or without modification(s), the following as **Ordinary Resolution:**
“RESOLVED that in supersession of the resolution passed by the Company with respect to the borrowing powers of the Board of Directors, consent of the Company be and is hereby accorded and it shall always be deemed to have been so accorded pursuant to Section 293(1)(d) and all other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification or re-enactment thereof to the Board of Directors borrowing moneys (apart from temporary loans from time to time obtained from the Company’s Bankers in the ordinary course of business) in excess of the aggregate paid-up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose, as the Board may, from time to time, deem necessary for the purpose of the Company provided that the sum or sums so borrowed and remaining outstanding at any one time on account of principal shall not exceed in the aggregate Rs.400 Crores (Rupees Four Hundred Crores only).”

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15. To consider and if thought fit to pass, with or without modification(s), the following as **Ordinary Resolution**:
“RESOLVED that consent of the Company be and is hereby accorded pursuant to Section 293(1)(e) and other applicable provisions, if any, of the Companies Act 1956 or any statutory modification or re-enactment thereof, to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include Committee of Directors of the Company to exercise powers of the Board including the powers conferred by this Resolution) contributing in any financial year to charitable and other funds not directly relating to the business of the Company or the welfare of its employees, sum or sums aggregating Rs.50 lacs or five percent of the average net profits as determined in accordance with sections 349 and 350 of the Companies Act 1956 or any statutory modification or re-enactment thereof, during the three financial years immediately preceding the relevant financial year, whichever is greater.”
16. To consider and if thought fit to pass, with or without modification(s), the following as **Special Resolution**:
“RESOLVED that the Articles of Association of the Company be and is hereby amended in the manner and to the extent set out hereunder :

The following new Article numbered 25A be inserted after the existing Article 25:

“The Board of Directors of the Company (hereinafter referred to as “the Board” which includes Committee thereof) may refuse any application for split of Certificate(s) relating to Equity Shares into Certificates for less than 50 Equity Shares except where such split of Certificates for Equity Shares is required in order to comply with any statutory provision or order of a competent court of law: Provided nevertheless that the Board may, at its discretion and in exceptional circumstances and for avoiding any hardship or for any other just and sufficient cause (on which the decision of the Board shall be final and conclusive), accept any application for split of Certificates for Equity Shares into Certificate(s) of less than 50 Equity Shares in the Company.”

Regd. Office :
Link House,
3, Bahadur Shah Zafar Marg,
New Delhi-110 002.

13th August, 2009

By Order of the Board

Dillip Swain
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. Explanatory Statement pursuant to Section 173 of the Companies Act 1956 is annexed.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from 17th September 2009 to 22nd September 2009 (both days inclusive).
4. The dividend of Rs. 1.50 per Equity Share of Rs. 10 each (15%), as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid to the Members whose names shall be borne on the Company's Registers of Members on 22nd September 2009 or to their mandatees. In respect of shares held in dematerialized form, the dividend will be paid on the basis of details of beneficial ownership received from the depositories for the purpose.

Explanatory Statement under Section 173(2) of Companies Act, 1956

Item Nos. 4 to 11

Shri Hari Shankar Singhania, Shri Bharat Hari Singhania, Dr. Raghupati Singhania, Smt. Vinita Singhania, Shri O.P. Khaitan, Shri Shailendra Swarup, Shri L.R. Puri and Shri J.R.C. Bhandari were appointed as Additional Directors on the Board of Directors of the Company. w.e.f. 2nd February 2009 and hold office upto the date of this Annual General Meeting, pursuant to Section 260 of the Companies Act, 1956 (Act). Requisite Notices under Section 257 of the Act have been received from some members of the Company, signifying their intention to propose the name(s) of the said Directors for appointment as Directors liable to retire by rotation.

Item No. 4

Shri Hari Shankar Singhania, aged 76 years, is the Chairman of the Company. He is a Graduate 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. He has also served as the President of the International Chamber of Commerce (1993 and 1994). He was the Vice President of the Confederation of Asia-Pacific Chambers of Commerce & Industry and a Member of the Board of Commonwealth Development Corporation, United Kingdom. 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.

Shri Hari Shankar Singhania is presently the Chairman of JK Lakshmi Cement Ltd., JK Paper Ltd. and JK Tyre & Industries Ltd. and Director in several private and other companies.

Item No. 5

Shri Bharat Hari Singhania, aged 70 years, is a Graduate in Commerce. He is 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. Shri Bharat Hari Singhania is the Chairman of JK Agri Genetics Ltd. and JK Sugar Ltd., Managing Director of JK Tyre & Industries Ltd. and JK Lakshmi Cement Ltd. and Director of Henry F. Cockill & Sons Ltd., Rockwood Properties Private Ltd. and Tanvi Commercial Private Ltd. He is also a member of the Shareholders/Investors Grievance Committee of JK Lakshmi Cement Ltd.

Item No. 6

Dr. Raghupati Singhania, aged 62 years, is a Graduate in Science from the University of Calcutta and a Fellow Member 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 and hybrid seeds. 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.

Dr. Raghupati Singhania is the Chairman of Fenner (India) Limited, JKI Employees Welfare Association Ltd., Vice Chairman and Managing Director of JK Tyre & Industries Ltd. and Director of JK Lakshmi Cement Limited, JK Agri Genetics Limited, DCM Engineering Limited, Radico Khaitan Limited, Henry F. Cockill & Sons Limited, Radical Agro Products Pvt. Limited, RPS Securities Pvt. Ltd., Sunrise Hold Co Mexico, S.A. de C.V. and Empresas Tornel, S.A. de C.V.. Dr. Raghupati Singhania is a Member of the Audit Committee of JK Lakshmi Cement Limited and Radico Khaitan Limited and Chairman of the Shareholders/ Investors Grievance Committee of JK Lakshmi Cement Limited.

Item No. 7

Smt. Vinita Singhania, aged 56 years, is a Graduate in Arts. She has long experience of managing Cement Business. She was awarded “Best Women Entrepreneur” by Kalyani Foundation, Pune by “Meri Dilli” Newspaper Group and “Bharat Shiromani Award - 2006” by Shiromani Institute. She is the Vice President of Cement Manufacturers Association and of the National Council for Cement and Building Materials. She is also an active member of FICCI Ladies Organisation and Inner Wheel Club of Delhi Midtown. Smt. Vinita Singhania

is the Managing Director of JK Lakshmi Cement Ltd. and Director of JK Paper Ltd., JKLC Employees Welfare Association Ltd., Niyojit Properties Pvt. Ltd. and Vinita Stockholdings Pvt. Ltd.

Item No. 8

Shri Om Prakash Khaitan, aged 65 years, holds a Bachelors degree in commerce and is also a law graduate and Attorney-at-Law (solicitor) from Calcutta High Court. He has been practicing as a solicitor and an advocate in the field of commercial, corporate, industrial disputes and labour, maritime, insurance laws, arbitration, conveyancing and foreign collaborations. He is the recipient of Bell Chambers Gold Medal from Calcutta High Court.

Shri O.P. Khaitan is a Director of JK Tyre & Industries Ltd., Honda Siel Power Products Ltd., Shriram Pistons & Rings Ltd., ECE Industries Ltd., VLCC Health Care Ltd., Ilpea Paramount Ltd., Sharda Motors Industries Ltd., Howden Insurance Brokers India Pvt. Ltd., Nipshell Builders Pvt. Ltd. and JKI Employees Welfare Association Ltd. He is a Member of the Audit Committee of Honda Siel Power Products Ltd., Shriram Pistons & Rings Ltd. and ECE Industries Ltd., Chairman of the Audit Committee of JK Tyre & Industries Ltd. and Ilpea Paramount Ltd. and Member of the Shareholders/Investors Grievance Committee of JK Tyre & Industries Ltd., Shriram Pistons & Rings Ltd. and Sharda Motors Industries Ltd.

Item No. 9

Shri Shailendra Swarup, aged 65 years, holds a bachelors degree in arts and is also a law graduate. He has been practicing as an Advocate in the Delhi High Court and the Supreme Court for over 35 years. Shri Shailendra Swarup is a Director of JK Paper Ltd., Gujarat Flurochemicals Ltd., India Thermit Corporation Ltd., Subros Ltd., Vis Legis Consult Private Ltd., Xerox India Enterprises Private Ltd., Kangaroo Properties Pvt. Ltd., Dev Valley Devcon Pvt. Ltd. He is a Member of Audit Committee of JK Paper Ltd. and Gujarat Flurochemicals Ltd. and Chairman of Shareholders/Investors Grievance Committee of JK Paper Ltd.

Item No. 10

Shri Lajpat Rai Puri, aged 86 years, is FCIS (London), FCMA(London), J DIP MA (London), MBIM(London), FCS and AICWA. He has held various senior management positions and has rich experience of managing industrial and commercial enterprises. Previously, he was the Managing Director of Andrew Yule & Company Limited and also President of the Institute of Company Secretaries of India. Shri L.R. Puri is a Director of Fenner (India) Ltd., JK Risk Managers & Insurance Brokers Ltd., Param Shubham Vanijya Ltd., Hansdeep Industries & Trading Co. Ltd., Sago Trading Ltd., and Panchmahal Properties Ltd. He is the Chairman of the Audit Committee of Fenner (India) Ltd.

Item No. 11

Shri Jatan Roop Chand Bhandari, aged 75 years, 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. Shri J.R.C. Bhandari is a Director of JK Agri Genetics Ltd., JK Sugar Ltd. and Ultima Finvest Ltd. He is a Member of the Audit Committee of JK Sugar Ltd. and Chairman of the Audit Committee of JK Agri Genetics Ltd. and Ultima Finvest Ltd.

The appointments are for approval of the Shareholders. None of the Directors except Shri Hari Shankar Singhania, Shri Bharat Hari Singhania, Dr. Raghupati Singhania, Smt. Vinita Singhania, Shri O.P. Khaitan, Shri Shailendra Swarup, Shri L.R. Puri and Shri J.R.C. Bhandari, individually, for themselves, may be deemed to be concerned or interested in the aforesaid resolutions.

Item No.12

The Board at its meeting held on 2nd February 2009 had appointed Shri Upendra Kumar Gupta as Manager of the Company under Section 269 of the Companies Act 1956 for a period of three years from the said date subject to the approval of the Shareholders, in place of Shri P.S. Sharma, who had resigned from the office of Manager w.e.f. 2nd February 2009. Shri Upendra Kumar Gupta shall not draw any remuneration from the Company. He shall, however, be entitled to reimbursement from the Company of the expenses actually incurred by him in connection with his duties as Manager of the Company.

The resolution is accordingly commended for approval of the Shareholders of the Company. Shri Upendra Kumar Gupta is interested in the resolution as Manager of the Company. None of the Directors may be deemed to be concerned or interested in the resolution.

Item No.13

In order to secure the borrowings made/ to be made by the Company from time to time, for the business of the Company, the Company would be required to create mortgage/charge on its immovable and movable properties in favour of Financial Institutions/ Banks and other lending institutions, etc.

Under Section 293(1)(a) of the Companies Act, 1956, approval of the Shareholders is required for sale, lease or otherwise disposal of whole or substantially the whole, of the undertaking of the Company or where the Company owns more than one undertaking, the whole or substantially the whole, of each of such undertaking. Since the mortgaging/charging of the immovable property as aforesaid may be regarded as disposal of the Company's property, it was considered desirable to obtain enabling authority from the Shareholders under Section 293(1)(a) of the said Act for creation of mortgage(s)/ charge(s) upto a limit of Rs.400 Crores.

The Resolution is accordingly commended for approval of the Shareholders. None of the Directors is in any way deemed to be concerned or interested in the aforesaid resolution.

Item No.14

The Company is required to borrow funds from time to time for the business of the Company which may exceed the aggregate of the paid-up capital of the Company and its free reserves. It was therefore considered desirable to obtain enabling authority from the shareholders under Section 293(1)(d) of the Companies Act, 1956 to the Board borrowing for the purpose of the Company, moneys in excess of the paid-up capital of the Company and its free reserves upto an amount of Rs.400 Crores outstanding on account of principal in the aggregate at any one time.

The Resolution is accordingly commended for approval of the Shareholders. None of the Directors is in any way deemed to be concerned or interested in the aforesaid resolution.

Item No.15

Taking into account the need to assist and help various social, medical, educational and other deserving charitable causes, it is considered desirable to contribute to charitable and other funds not directly related to the business of the Company or welfare of its employees up to Rs.50 lacs or five percent of the average net profits as determined in accordance with sections 349 and 350 of the Companies Act 1956 or any statutory modification or re-enactment thereof, during the three financial years immediately preceding the relevant financial year, whichever is greater.

The Resolution is accordingly commended for approval of the Shareholders. None of the Directors is in any way deemed to be concerned or interested in the aforesaid resolution.

Item No.16

The Shareholders are aware that the cost of postage, paper, printing and stationery and the cost of servicing shareholders has increased substantially during last 2-3 years. With a view to economise on the above costs, it is considered necessary to prescribe a minimum limit for split of Share Certificates as mentioned in the proposed resolution.

The Resolution is accordingly commended for approval of the Shareholders. None of the Directors may be deemed to be concerned or interested in the Resolution.

Regd. Office :
Link House,
3, Bahadur Shah Zafar Marg,
New Delhi-110 002.

13th August, 2009

By Order of the Board

Dillip Swain
Company Secretary

FOR ATTENTION OF THE SHAREHOLDERS

1. **Listing of Shares:** Pursuant to the Scheme of Amalgamation sanctioned by the Hon'ble High Court of Delhi, 35,29,288 Equity Shares of Rs.10 each, fully paid up, were issued and allotted to the Members of Ashim Investment Company Ltd. and Netflir Finco Ltd., resulting into increase of the paid up capital from Rs.5.15 Crore to Rs.8.68 Crore. New Share Certificates pursuant to this allotment were dispatched to the shareholders holding shares in physical form and the shares issued in dematerialized form have been credited to the respective Beneficiary Accounts. The 86,83,553 Equity Shares of the Company has since been listed on Bombay Stock Exchange Ltd. and permitted for trading on the said Exchange w.e.f 17th August 2009 (**Scrip Code 533095**).
2. Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the Annual General Meeting.
3. Please check the Pin Code in the address slip pasted on the envelope and advise correction, if any, therein. Also please do indicate the Pin Code No. of your delivery Post Office while notifying change in your address, to the Company where the shares are held in physical form.
4. Transferee(s) seeking transfer of shares in physical form should furnish their PAN No. to the Company/ RTA for registration of transfer of shares.
5. Requests for transfer of Equity Shares and related correspondence should be addressed to the Company's Registrar and Share Transfer Agents: Alankit Assignments Limited, Alankit House, 2E/21, Jhandewalan Extension, New Delhi-110 055. The Shareholder may approach their Depository Participant for getting their shares dematerialized and in respect of shares already held in dematerialised mode, for registration of change in their addresses, bank mandates, nominations, etc.
6. For any further clarifications and for other matters, kindly write to the **Company Secretary** at Gulab Bhawan (Rear Block), 3rd Floor, 6A, Bahadurshah Zafar Marg, New Delhi-110 002 or E-mail: dswain@jksmail.com.
7. The members are requested to furnish to the Company their Bank particulars to enable the Company to directly credit the dividend amount in their Bank Account through **Electronic Clearing Services**. Members are also requested to advise details of their Bank account i.e. name and address of their Bank, Account No. and name of Account Holder(s) for printing on the Dividend Warrants to avoid fraudulent encashments thereof.
8. **Nomination:** Pursuant to Section 109A of the Companies Act 1956, individual shareholders holding shares in the Company singly or jointly may nominate an individual to whom all the rights in the shares of the Company shall vest in the event of death of the sole/all joint Shareholders.
9. **Dematerialisation of Shares & Liquidity:** Members may in their own interest consider dematerialization of their shareholding in the Company held in physical form through their respective Depository Participants with one of the Depositories, namely, NSDL and CDSL. Company's ISIN No. is INE083K01017.
10. In terms of approval granted by the Central Government under Section 212(8) of the Companies Act 1956, copies of the Balance Sheets, Profit & Loss Accounts, Reports of the Board of Directors and the Auditors, etc. of the subsidiary companies, namely, Fenner (India) Ltd., Southern Spinners & Processors Ltd., Modern Cotton Yarn Spinners Ltd., Panchmahal Properties Ltd., LVP Foods Pvt. Ltd., Dwarkesh Energy Ltd. and Acorn Engineering Ltd. have not been attached to the Balance Sheet of the Company. These documents/details will be made available upon request by members and kept open for inspection by any Shareholder on all working days between 11.00 A.M. to 1.00 P.M. at the Registered Office of the Company and that of the subsidiary companies.

BENGAL & ASSAM COMPANY LIMITED

Regd. Office : Link House, 3, Bahadur Shah Zafar Marg, New Delhi-110 002

ADMISSION SLIP

Folio No. /DP ID/ Client ID #	
No. of Equity Shares held	

I hereby record my presence at the 62nd Annual General Meeting of the Company being held at Sri Sathya Sai International Centre, Pragati Vihar, Lodi Road Institutional Area, Lodi Road, New Delhi-110 003, on Tuesday, the 22nd September, 2009 at 11.30 A.M.

Name of the Shareholder (in block letters) :
Name of the Proxy/Authorised Representative attending* (in block letters) :

* Strike out whichever is not applicable. # Applicable for Shareholders holding shares in dematerialised form.

Signature of the Attending Shareholder /
Proxy / Authorised Representative*

Notes : Please produce this Admission Slip duly filled and signed at the entrance of the meeting hall.
Shareholders intending to appoint a proxy may use the Proxy Form given below.

BENGAL & ASSAM COMPANY LIMITED

Regd. Office : Link House, 3, Bahadur Shah Zafar Marg, New Delhi-110 002

PROXY FORM

I / We
of being a member/members of Bengal & Assam Company Limited, hereby appoint
Shri / Smt. / Km. of
or failing him / her Shri / Smt. / Km. of
or failing him / her Shri / Smt. / Km. of
as my / our proxy in my / our absence to attend and vote for me / us and on my / our behalf at the 62nd Annual General Meeting of the Company to be held on Tuesday, the 22nd September, 2009 at 11.30 A.M. and at any adjournment thereof.

Signed this day of2009.

Folio No. /DP ID/ Client ID #	
No. of Equity Shares held	

Signature(s).....

Affix
Revenue
Stamp

Applicable for Shareholders holding shares in dematerialised form.

Note : The proxy, in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company at Link House, 3, Bahadur Shah Zafar Marg, New Delhi-110002, at least 48 hours before the scheduled time for the meeting.

BOOK POST

If undelivered, please return to :

BENGAL & ASSAM COMPANY LIMITED

Secretarial Deptt.

Gulab Bhawan, 3rd Floor (Rear Block)

6A, Bahadur Shah Zafar Marg,

New Delhi - 110 002