

BENGAL & ASSAM COMPANY LIMITED

Secretarial Deptt. : 'Gulab Bhawan', 3rd Floor, 6A, Bahadur Shah Zafar Marg, New Delhi - 110 002
Telephone: 011 - 30179888, 30179899, Fax: 011-23739475

BACL:SECTL:SE:17
8th February, 2017

Through BSE Listing Centre

BSE Limited
Department of Corporate Services
25th Floor, P.J. Towers
Dalal Street
Mumbai – 400 00
Security Code: 533095

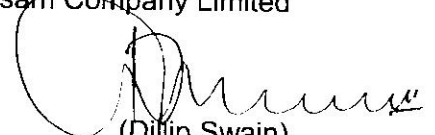
Dear Sir/Madam,

Re: Shifting of Registered Office: Notice of Postal Ballot

1. This is further to our letter dated 31st January, 2017, thereby informing that the Board approved shifting of Registered Office from Patriot House, 3, Bahadur Shah Zafar Marg, New Delhi-110 002 in the NCT of Delhi to 7, Council House Street, Kolkata -700001, in the State of West Bengal, subject to approval of Members of the Company by way of postal ballot and the Central Government.
2. In this connection, we now enclose herewith Notice of Postal Ballot dated 31st January, 2017, being sent to the Members holding equity shares of the Company either in physical form or in dematerialized form, as on 27th January, 2017. The Resolution together with the Statement under Section 102 of the Companies Act, 2013 and instructions for voting is self explanatory.
3. We may further inform you that the voting period begins on 14th February, 2017 (10.00 A.M.) and will end on 15th March, 2017 (5.00 P.M.).

Thanking you,

Yours faithfully,
For Bengal & Assam Company Limited


(Dilip Swain)
Company Secretary

Encl.: As above

CC:

1. National Securities Depository Limited
4th Floor, 'A' Wing, Trade World
Kamala Mills Compound
Senapati Bapat Marg, Lower Parel
Mumbai – 400 013
2. Central Depository Services (India) Limited
Phiroze Jeejeebhoy Towers, 17th Floor
Dalal Street, Fort,
Mumbai – 400 001
3. Alankit Assignments Limited
Alankit Heights, 1E/13,
Jhandewalan extension,
New Delhi - 110055



CIN : L67120DL1947PLC116830, Website : www.bengalassam.com, E-mail : dswain@jkmil.com
Regd. & Admn. Office : Patriot House, 4th Floor, 3, Bahadur Shah Zafar Marg, New Delhi - 110 002
Telephone : 011-33001112, Fax : 011 - 23716607

BENGAL & ASSAM COMPANY LIMITED

CIN: L67120DL1947PLC116830 Website: www.bengalassam.com

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

Tel.: 91-11-33001112, 33001162 Fax: 91-11-23716607 E Mail: dswain@jkmil.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

Notice is hereby given to the Members of the Company, pursuant to the provisions of Section 110 of the Companies Act, 2013 (the Act) read with Companies (Management and Administration) Rules, 2014 and other applicable laws and regulations, including any statutory modification(s) or re-enactment(s) thereof, if any, that the resolution appended below is proposed to be passed as Special Resolution by the Members of the Company by way of Postal Ballot.

To consider and, if thought fit, to give assent or dissent to the following Special Resolution:

“RESOLVED that pursuant to the provisions of Sections 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 or any statutory modification or re-enactment thereof and subject to the approval by the Regional Director, Ministry of Corporate Affairs/Central Government/any other appropriate authority, as may be prescribed from time to time, the Registered Office of the Company be shifted from Patriot House, 3, Bahadur Shah Zafar Marg, New Delhi-110 002 in the NCT of Delhi to 7, Council House Street, Kolkata -700001, in the State of West Bengal and that the existing Clause 2 of the Memorandum of Association of the Company be substituted by the following Clause:

“ 2. The Registered Office of the Company will be situated in the State of West Bengal.”

RESOLVED further that the Board of Directors of the Company or any Committee thereof or any person(s) authorized by the Board, be and is hereby authorized to do all such acts, deeds and things as they may deem necessary and/or expedient in this matter, without requiring the Board to obtain any further consent or approval of the Members of the Company.”

Regd. Office:
Patriot House, 3, Bahadur Shah Zafar Marg
New Delhi-110002
Date: 31st January, 2017

By Order of the Board

Dillip Kumar Swain
Company Secretary

Notes:

1. Statement pursuant to Section 102 of the Companies Act, 2013 (Act) setting out material facts concerning the Resolution is annexed to the Notice.
2. Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modifications or re-enactments thereof, assent or dissent of the Members in respect of the resolution contained in the Notice dated 31st January, 2017 are being taken through postal ballot/remote e-voting.
3. The Company has appointed Shri Namu Narain Agrawal, Company Secretary in Practice, as Scrutinizer for conducting the postal ballot/remote e-voting in a fair and transparent manner.
4. The Notice is being sent to all the Members/Beneficiaries, whose names appear on the Register of Members/Record of Depositories as on 27th January, 2017. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the Member(s) as on that date and any person who is not a member as on that date should treat this Notice for information purpose only.
5. In furtherance of Go Green Initiative of the Ministry of Corporate Affairs, Postal Ballot Notice is being sent to the Members, whose e-mail addresses are registered with the Company/Depository Participants through e-mail and to all other Members by post along with Postal Ballot Form and self addressed Business Reply Envelope. The Notice of Postal Ballot is also placed on the Website of the Company.
6. In compliance with the applicable provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide remote e-voting facility as an option to all the Members to enable them to cast their vote electronically instead of dispatching postal ballot forms. Remote e-voting is Optional for Members.

7. Please note that Members cannot vote both by post and remote e-voting and in case of voting by both the modes, voting through post shall be treated as invalid.
8. In case, the Members who have been sent this Notice electronically and who do not want to avail remote e-voting facility organized through Central Depository Services (India) Ltd., such Member may send a request to the Registrar and Share Transfer Agent of the Company at their e-mail id 'rta@alankit.com', for obtaining the Notice and Postal Ballot form in physical form from the company. The Members will send back the Postal Ballot form duly completed, so as to ensure that it reaches back the Scrutinizer by 5.00 p.m. on or before 15th March, 2017.
9. There will be one Postal Ballot Form/remote e-voting for every Folio/Client ID irrespective of the number of joint holders.
10. Voting rights in the Postal Ballot cannot be exercised by a proxy.
11. The Scrutinizer will submit his report as soon as possible after the last date of receipt for postal ballot/remote e-voting i.e., 15th March, 2017 but not later than 17th March, 2017.
12. The Scrutinizer's decision on the validity of a postal ballot/remote e-voting will be final.
13. The Chairman and in his absence any person authorised by the Chairman will declare/announce the result of the postal ballot/remote e-voting at the Registered Office of the Company on or before 17th March, 2017, before close of business hours. The resolution of postal ballot shall be deemed to have been passed on 15th March, 2017, being the last date for receipt of duly completed postal ballot forms and remote e-voting.
14. The result declared along with Scrutinizer's Report shall be placed on the website of the Company at 'www.bengalassam.com' and on the website of CDSL at 'www.cdslindia.com' and communicated to the Stock Exchange on which shares of the Company are listed.

Remote e-voting procedure:

The instructions for members for voting electronically are as under:-

- (i) The voting period begins on 14th February, 2017 (10.00 AM) and ends on 15th March, 2017 (5.00 PM). During this period, Members of the Company, holding Equity Shares either in physical form or in dematerialized form, as on the cut-off date 27th January, 2017, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com during the voting period and click on "Shareholders" tab.
- (iii) Members maintaining their holding in Demat form should enter their User ID (For CDSL : 16 digits beneficiary ID, For NSDL : 8 Character DP ID followed by 8 Digits Client ID). Members holding shares in Physical form should enter Folio Number registered with the Company.
- (iv) Enter the characters displayed on the image verification and Click on Login.
- (v) Members holding shares in demat form and had logged on to www.evotingindia.com and voted earlier for any company, then your existing password is to be used.
- (vi) For the first time user, follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department.</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name in capital letters followed by 8 digits of the sequence number in the PAN field. The sequence number is printed on the Postal Ballot Form on which your address and details of shareholding are mentioned. • In case the sequence number is less than eight digits, enter the applicable number of "0" after the first two letters of the name in CAPITAL letters. For example: If your name is RAMESH KUMAR with sequence number 1, then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth	<ul style="list-style-type: none"> • Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. • If both the details are not recorded with the depository or Company please enter the client id/folio number in the Dividend Bank details field as mentioned in instruction (iii).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN relevant for Bengal & Assam Company Limited.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take print of the voting done by you by clicking on “Click here to print” option on the voting page.
- (xvi) If a Demat account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Members can also cast their vote using CDSL’s mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) Note for Non-Individual Members and Custodians
- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 27th January, 2017 may follow the same instructions as mentioned above for remote e-voting.
- (xx) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and remote e-voting manual available at www.evotingindia.com under help section. The Contact details of official responsible to address grievances connected with remote e-voting are Shri Mehboob Lakhani (Assistant Manager), Central Depository Services (India) Ltd., 16th Floor, P.J. Towers, Dalal Street, Fort, Mumbai-400 001, Phone No. 18002005533 or write an e-mail to helpdesk.evoting@cdslindia.com.

STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

The Company was incorporated in the year 1947. The Registered Office of the Company is presently located at Patriot House, 3, Bahadur Shah Zafar Marg, New Delhi-110002.

The Board of Directors at its Meeting held on 31st January, 2017, has proposed to shift the Registered Office of the Company to the State of West Bengal at 7, Council House Street, Kolkata-700001, for administrative convenience and in the interest of the Company.

Your approval is sought through Postal Ballot for shifting of the Registered Office of the Company from the NCT of Delhi to the State of West Bengal and for altering Clause 2 of the Memorandum of Association of the Company.

In terms of Sections 12 and 13 of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014, shifting of the Registered Office of the Company from one State or Union Territory to another State and alteration in Clause 2 of the Memorandum of Association of the Company requires the approval of Shareholders by way of Special Resolution and the Central Government. Further, in terms of Section 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, shifting of Registered Office of the Company as aforesaid, requires approval of the Members by means of a Special Resolution passed through postal ballot.

The proposed change will in no way be detrimental to the interest of any member of public or any other person in any manner whatsoever and shall in no manner adversely affect the creditors or operations or employees of the Company.

The Board recommends the aforesaid resolution for approval of Members by means of a Special Resolution through postal ballot.

A copy of the existing Memorandum/Articles of Association of the Company is open for inspection by the Members at the Registered Office of the Company during normal business hours (between 10.00 A.M. to 1.00 P.M.) on all working days upto the date of the declaration of the results of the Postal Ballot.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the aforesaid resolution except to the extent of their shareholding in the Company, if any.

Regd. Office:
Patriot House, 3, Bahadur Shah Zafar Marg
New Delhi-110002
Date: 31st January, 2017

By Order of the Board

Dillip Kumar Swain
Company Secretary

Bengal & Assam Company Ltd.

CIN: L67120DL1947PLC116830 Website: www.bengalassam.com
Regd. Office: Patriot House, 3, Bahadur Shah Zafar Marg, New Delhi-110 002
Tel.: 91-11-33001112, 33001162 Fax: 91-11-23716607 E Mail: dswain@jkmil.com

POSTAL BALLOT FORM

SI No.:

1. Name and Address of the sole/first
named Shareholder :

2. Name(s) of the joint holders, if any :

3. Sequence Number for remote e-voting § :

4. Registered Folio No./DP ID No./Client ID No.* :
(*Applicable to Shareholders holding shares in
dematerialized form)

5. No. of Equity Share(s) held :

6. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the Notice of the Company dated 31st January, 2017, by sending my/our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick (✓) mark at the appropriate box below:-

Description of the Resolution	No. of Equity Share(s) for which vote cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Special Resolution for shifting the place of Registered Office of the Company from the NCT of Delhi to the State of West Bengal, subject to approval of the Central Government.			

Date :

Place :

Signature of the Shareholder

§ Applicable for shareholders who have not updated their PAN with the Company/Depository Participant.

Notes:

1. Please read carefully the instructions printed overleaf, before exercising the vote.
2. Last Date for receipt of Postal Ballot Forms by Scrutinizer is Wednesday, 15th March 2017 by 5.00 p.m.

INSTRUCTION FOR VOTING IN PHYSICAL FORM

- (i) A Member desiring to exercise voting right by postal ballot should complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it in the attached self-addressed Business Reply Envelope, so as to reach the Scrutinizer on or before 15th March, 2017 (5.00 P.M.). The Postal Ballot Forms received after this date will be treated as if the reply from the Member has not been received.
- (ii) Envelopes containing postal ballots, if sent by courier at the expense of the registered Member will also be accepted.
- (iii) The votes should be cast either in favour or against the resolution by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) mark in both the columns will render the form invalid.
- (iv) Incomplete, unsigned or incorrectly filled Postal Ballot Forms will be rejected. Form which is defaced or mutilated in such a way that its identity as a genuine form cannot be established will be treated as invalid. Any amendment to the resolution or imposition of any condition by any member while exercising his vote shall render the postal ballot form invalid.
- (v) The Postal Ballot Form should be completed and signed by the sole/first named Member and in his absence, by the next named Member, as per specimen signature registered with the Company. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution/authority letter, together with attested specimen signature(s) of the authorised signatory(ies).
- (vi) Members are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
- (vii) Members are requested not to send any other paper along with Postal Ballot Form in the enclosed self-addressed business reply envelope and any extraneous paper found in the envelope will be destroyed by the Scrutinizer.
- (viii) A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in Pont No. (i) above.
- (ix) Any Member who wants to cast his vote electronically instead of physical Postal Ballot Form, may refer the detailed procedure mentioned in the notes to the Postal ballot Notice.