

BENGAL & ASSAM COMPANY LIMITED

Secretarial Deptt. : 'Gulab Bhawan', 3rd Floor, 6A, Bahadur Shah Zafar Marg, New Delhi - 110 002

Telephone: 011 - 68201888, 68201899, Fax: 011-23739475

Through BSE Listing Centre

BACL: SECTL: SE: 2026

12th August, 2026

BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai-400 001

Scrip Code: 533095

Dear Sir/Madam,

**Re: Notice of 79th Annual General Meeting, 79th Annual Report and
Cut-off Date for E-voting**

1. We have to inform you that the 79th Annual General Meeting (AGM) of the Company will be held on Tuesday, 8th September, 2026 at 3:00 P.M. (Indian Standard Time), through Video Conferencing (VC)/Other Audio Visual Means (OAVM), in accordance with the applicable provisions of the Companies Act, 2013 (Act) and the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), read with the relevant Circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.
2. Pursuant to Regulation 30 and 34 of the Listing Regulations, read with Schedule III and V of the said Regulations, we submit herewith the Notice convening the 79th AGM and 79th Annual Report for the Financial Year 2025-26 ended on 31st March, 2026, being sent by electronic form to the Members of the Company whose E-mail addresses are registered with the Company/Depository Participant(s). Further, in compliance with Regulation 36 (1)(b) of the Listing Regulations, a letter is also being sent by post to all the Shareholders who have not registered their e-mail addresses with the Company or its Registrar, providing the weblink where complete details of the Annual Report 2025-26 along with the Notice of said AGM is available. Notice of AGM and Annual Report are also uploaded on the website of the Company at www.bengalassam.com.
3. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of the Listing Regulations, Members are provided with the facility to exercise votes electronically through E-voting services provided by the Central Depository Services (India) Limited. The details, such as manner of casting vote through Remote E-Voting, attending the AGM through VC/OAVM and registering/updating E-mail addresses etc. have been set out in the Notice of the AGM.



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

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

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

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4. The Company has fixed 1st September, 2026 as the 'cut-off date' for ascertaining the names of the Members, holding shares either in physical form or in dematerialized form, who will be entitled to cast their votes electronically during 4th September, 2026 (10.00 A.M.) to 7th September, 2026 (5:00 P.M.), i.e. Remote E-voting and also during the AGM in respect of the business to be transacted at the aforesaid AGM.

5. Further, the Company has also fixed 1st September, 2026 as the Record Date for taking record of the Members of the Company for the purpose of payment of Dividend of Rs. 50/- per Equity Share of Rs. 10/- each i.e. (500%), as recommended by the Board of Directors after declaration of the same at the said AGM.

You are requested to disseminate the above information on your website.

Thanking you,

Yours faithfully,
For Bengal & Assam Company Limited

DILLIP
KUMAR
SWAIN

Digitally signed
by DILLIP
KUMAR SWAIN
Date: 2026.08.12
12:08:43 +05'30'


(Dillip Kumar Swain)
Company Secretary

Encl: as above

CC: - National Securities Depository Ltd. Mumbai
- Central Depository Services (India) Ltd., Mumbai
- Alankit Assignments Ltd., Registrar and Share Transfer Agent

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BENGAL & ASSAM COMPANY LIMITED

CIN: L67120WB1947PLC221402 Website: www.bengalassam.com

Regd. Office: 7, Council House Street, Kolkata, West Bengal - 700001

Tel.: 033-22486181 **Fax:** 033-22481641 **E-Mail:** dswain@jkmall.com

Admin Office: Patriot House, 4th Floor, 3, Bahadur Shah Zafar Marg, New Delhi-110002

NOTICE

NOTICE is hereby given that the **79th Annual General Meeting** of the Members of **BENGAL & ASSAM COMPANY LIMITED** will be held on Tuesday, the **8th September, 2026 at 3.00 P.M.** Indian Standard Time, through Video Conferencing (VC)/Other Audio Visual Means (OAVM), to transact the following business:

As Ordinary Business

1. To receive, consider and adopt - (a) the audited standalone Financial Statements of the Company for the Financial Year ended 31st March, 2026 and the Reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2026 and the Reports of the Auditors thereon.
2. To declare Dividend.

As Special Business

3. To appoint Secretarial Auditor of the Company

To consider and if thought fit to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED that pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Rules made thereunder and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and on the basis of recommendation of the Audit Committee and Board of Directors of the Company, M/s. Ronak Jhuthawat & Co., Company Secretaries (Firm Registration No. P2025RJ104300) and a Peer reviewed Company Secretaries Firm (Peer Review Number: 6592/2025), be and are hereby appointed as Secretarial Auditor of the Company for auditing the secretarial and related records of the Company and submitting Secretarial Audit Report, for a term of five consecutive years commencing from the Financial Year 2026-27 to the Financial Year 2030-31, on a Remuneration of Rs. 60,000/- (Rupees Sixty Thousand only) per annum, for the first year, in addition to applicable taxes and reimbursement of travelling and other out of pocket expenses, etc.

RESOLVED FURTHER that the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee constituted by the Board) be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and/or expedient to give effect to the above Resolution without being required to seek any further consent or approval of the Members of the Company.”

4. To consider and if thought fit to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED that pursuant to the provisions of Section 152 of the Companies Act, 2013 (the Act) and Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Smt. Vinita Singhania (DIN: 00042983), retiring by rotation at this Annual General Meeting be and is hereby re-appointed as a Director liable to retire by rotation and shall continue as a Non-Executive Director of the Company.”

5. To consider and if thought fit to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED that pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder and Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) including any amendment(s), statutory modification(s) or re-enactment(s) thereof, the re-appointment of Shri Upendra Kumar Gupta as ‘Manager’ with the designation ‘Chief Executive Officer and Chief Financial Officer’ of the Company for a period of three years with effect from 1st July, 2026 be and is hereby approved on the terms and remuneration as set out in the Statement under Section 102 of the Act annexed hereto which shall be deemed to form part hereof, which in any financial year may exceed the limits specified in Section 197 and Schedule V of the Act and the Listing Regulations and in the event of inadequacy or absence of profits under Section 197 and all other applicable provisions of the Act in any financial year or years during the term of appointment, the remuneration comprising salary, performance linked incentive, perquisites, allowances and benefits, as approved herein be paid as minimum remuneration to the said Chief Executive Officer and Chief Financial Officer for the period of his current re-appointment and the approval accorded herein shall also be deemed to be the approval by way of Special Resolution as contemplated under Section 197 read with Schedule V of the Act and/or Regulation 17 of the Listing Regulations, as may be applicable.

RESOLVED FURTHER that the Chairman of the Company be and is hereby authorised to vary and/or revise the remuneration of the said Chief Executive Officer and Chief Financial Officer, within the overall limits approved herein and settle any question or difficulty in connection therewith and incidental thereto.”

Regd. Office:

7, Council House Street,
Kolkata, West Bengal-700001
Date: 29th May, 2026

By Order of the Board

Dillip Kumar Swain
Company Secretary

NOTES:

1. Statement pursuant to Section 102 (1) of the Companies Act, 2013 ('Act') setting out the material facts in respect of item no. 3 to 5 of the Notice is annexed hereto. The relevant details as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), read with the provisions of Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, with respect to Director seeking appointment and re- appointment at this Annual General Meeting are also annexed.
2. The Ministry of Corporate Affairs vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 03/2025 dated 22nd September, 2025 (“MCA Circulars”) and Securities and Exchange Board of India vide its Circular Nos. SEBI/HO/CFD/PoD-2/P/CIR/2023/4, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 5th January, 2023, 7th October, 2023 and 3rd October, 2024 respectively (“SEBI Circulars”) and the applicable provisions of the Companies Act, 2013 (“Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), both SEBI and MCA have permitted holding the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. Accordingly, the 79th AGM of the Members of the Company will be held through VC/OAVM. The venue for the AGM shall be deemed to be the Registered Office of the Company.
- 2.1 **Dispatch of Notice of AGM and Annual Report through electronic mode:** In conformity with the applicable provisions of the Act and the Rules made thereunder read with MCA Circulars and SEBI Circulars, Notice of 79th AGM along with Annual Report 2025-26 is being dispatched only through electronic mode to those Members whose email addresses are registered with the Company/National

Securities Depository Limited ('NSDL')/Central Depository Services (India) Limited ('CDSL') collectively ("Depositories")/Company's Registrar and Share Transfer Agent ('RTA'). Further, in compliance with Regulation 36 (1) (b) of the Listing Regulations, a letter is also being sent by post to all the Shareholders who have not registered their e-mail addresses with the Company/RTA, providing the weblink with the exact path where complete details of the Annual Report 2025-26 along with the Notice convening the 79th AGM is available. The Annual Report for the Financial Year 2025-26 and the Notice of AGM will also be available on the Company's website www.bengalassam.com and on the website of the Stock Exchange, i.e. www.bseindia.com. The Notice of 79th AGM will also be available on the website of CDSL at www.evotingindia.com. Members whose e-mail addresses are not registered with the Company or Depositories/RTA, may register the same on or before 5.00 P.M. on Tuesday, 1st September, 2026, to receive Notice and Annual Report for the financial year 2025-26. Any Member desirous of obtaining physical copy of the Annual Report and Notice may send request at dswain@jkmall.com/ajay.tiwari@jkmall.com mentioning his Folio No./DPID-Client ID and complete Postal Address.

3. Members attending the AGM through VC/OAVM shall be counted for the purpose of Quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM pursuant to the MCA and SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM. Hence, Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
5. Institutional/Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of their respective Board or Governing Body Resolution/Authorization etc., authorising their representatives to attend the AGM through VC/OAVM on their behalf and to vote through Remote E-voting. The said Resolution/Authorization shall be sent at dswain@jkmall.com or ajay.tiwari@jkmall.com.
6. In case of Joint Holders, the Members whose names appear as the first holder in the order of names as per the Register of Members of the Company as on **Tuesday, 1st September, 2026** (Cut-off date) will be entitled to vote during the AGM.
7. The Members can join AGM held through VC/OAVM fifteen (15) minutes before and after the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
8. The Register of Members and Share Transfer Books of the Company shall remain closed from **1st September, 2026 to 8th September, 2026** (both days inclusive).
9. **Dividend for the Financial Year 2025-26**

The Board of Directors at its Meeting held on 29th May, 2026 have recommended Dividend of Rs. 50/- per Equity Share of Rs. 10/- each (500%), for the Financial Year 2025-26. If declared at the AGM, the said Dividend subject to deduction of tax at source, will be paid within three to four weeks from the date of AGM to the Members whose names are borne on the Company's Register of Members as on the Record Date i.e. 1st September, 2026 or to their mandates. In respect of shares held in dematerialized form, dividend subject to deduction of tax at source will be paid on the basis of details of beneficial ownership to be received from the Depositories for this purpose.

With effect from 1st April, 2024, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated 10th June, 2024, has mandated that Dividend to Shareholders holding shares in physical form shall be paid only through electronic mode, provided that their folios are KYC compliant i.e. PAN, contact details

including Mobile Number, Bank Account details and specimen signatures are registered with the RTA/ Company. Accordingly, Shareholders holding shares in physical mode are requested to take note of the above and furnish the aforesaid information/documents at the earliest to the Company's RTA - Alankit Assignments Ltd., 4E/2, Jhandewalan Extension, New Delhi-110055. E-mail id: ramap@alankit.com, to enable the Company to remit the Dividend for the Financial Year 2025-2026 through electronic mode.

10. Tax deducted at Source ("TDS") on Dividend

Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Members w.e.f. 1st April, 2020 and the Company is required to deduct tax at source ("TDS") at the prescribed rates from dividend paid to the Members. The prescribed rates would vary depending upon the residential status of the Shareholders and documents registered with the Company. The Shareholders are requested to update their PAN with the Depository Participants (DPs), if shares held in electronic form and with the Company/RTA, if shares held in physical form.

11. Unclaimed Dividends and Investor Education and Protection Fund (IEPF)

Dividends, if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, shares in respect of which, dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF. In view of this, Members are requested to claim their dividends from the Company immediately intimating the details of their bank account alongwith a copy of the cancelled cheque. Dividends due for transfer to IEPF during 2026 to 2029, are as under:

Dividend	Due date for transfer to IEPF
Financial Year ended 31.03.2019 • 100% Dividend	5 th September, 2026
Financial Year ended 31.03.2019 # • 10% Dividend	26 th October, 2026
Financial Year ended 31.03.2020 • 150% Dividend	26 th March, 2027
Financial Year ended 31.03.2021 • 75% Dividend	16 th September, 2028
Financial Year ended 31.03.2022 • 150% Dividend	19 th September, 2029

This dividend pertains to erstwhile Umang Dairies Ltd., which was amalgamated into and with the Company, pursuant to the Scheme of Arrangement which became effective on 17th June, 2025.

The Members whose unclaimed dividends and/or shares have been transferred to IEPF, may contact the Company or RTA and submit the required documents for issue of Entitlement Letter. The Members can attach the Entitlement Letter and other required documents and file web Form IEPF-5 available on www.mca.gov.in for claiming the dividend and/or shares. The procedure for claiming the shares from IEPF Authority is available on the website of the Company.

Further, to create awareness among Members to update their KYC details and claim any unpaid or unclaimed dividends before they get transferred to the Investor Education and Protection Fund ["IEPF"], IEPF Authority has initiated a second 100 days campaign titled "Saksham Niveshak" from 1st April, 2026 to 9th July, 2026 with an objective to encourage Shareholders to claim their unpaid Dividend(s), to ensure that the equity shares along with corporate benefits accruing on such shares, are not transferred to the Investor Education and Protection Fund. In this regard, the Company has published requisite Notice in newspaper requesting concerned shareholders to take the necessary steps for claiming their unpaid Dividend(s).

12. Change of Address etc.

Members are requested to intimate changes, if any, pertaining to their name, postal address, E-mail address, telephone/mobile no., PAN, mandates, choice of nominations, power of attorney, bank details viz., name of the bank and branch details, bank account, MICR code, IFSC code, etc.

- a. For shares held in electronic mode: to their respective Depository Participants (DP)
- b. For shares held in physical mode: to the Company/RTA in prescribed Form ISR-1 and other forms.

13. Nomination

Nomination facility is available for Members in respect of shares held by them. Members who have not yet registered their nomination, are requested to register the same by submitting Form SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website www.bengalassam.com. Members are requested to submit the said details to their DP, in case the shares are held by them in dematerialized form and to RTA, in case the shares are held in physical form.

14. Dematerialization of Shares

SEBI has mandated the listed companies to process service requests i.e. issue of duplicate share certificate; claim from unclaimed suspense account; renewal/exchange of share certificate; endorsement; sub-division /splitting of share certificate, consolidation of share certificates/folios, transmission and transposition etc. in dematerialized form only, subject to Folio being KYC compliant. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, which is available on the Company's website www.bengalassam.com.

Further, transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to immediately dematerialize their shares. For the purpose of dematerialization, Shareholders are requested to contact their Depository Participant (DP) with whom they have opened their demat account. Shareholders not holding any demat account are requested to open their demat account with any one of the DP of their local area and dematerialize their shares.

15. Members holding more than one physical folios in identical order of names are requested to submit Form ISR-4 alongwith requisite KYC documents and share certificates to the Company/RTA for consolidation of holdings in one folio. The consolidated share certificate will be issued in dematerialized form only. Members are requested to quote their Folio No./DP ID-Client ID and details of shares held in physical/demat mode, e-mail addresses and Telephone/Fax Nos. for prompt reply to their communications.
16. Members seeking any information relating to Financial Statements or any other matter to be placed at the AGM, are requested to write to the Company latest by 1st September, 2026 mentioning their name, demat account number/folio number, e-mail address and mobile number at dswain@jkm.com or ajay.tiwari@jkm.com. The same will be replied to by the Company suitably.
17. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available electronically for inspection by the Members. Relevant documents referred to in the Notice shall also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of the AGM. Members seeking inspection of such documents can send an e-mail to dswain@jkm.com or ajay.tiwari@jkm.com.

18. Dispute Resolution

SEBI has established a common Online Dispute Resolution Portal ("ODR Portal- www.smartodr.in/login") to raise disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievances with the RTA/ Company directly and through SCORES platform, the investors can initiate dispute resolution through the ODR Portal.

19. SEBI vide its circular dated 30th January, 2026 has decided to open a special window only for re-lodgement of transfer deeds, which were lodged prior to the deadline of 1st April, 2019 and rejected/ returned/ not attended due to deficiency in the documents/process/or otherwise, for a period of one year from 5th February, 2026 till 4th February, 2027. In this Regard, the Company has published requisite Notice in Newspaper requesting the concerned shareholders to submit requisite documents with the Company's RTA.
20. **Instructions for Remote e-voting and Joining the AGM through VC/OAVM:** In compliance with the provisions of Section 108 of the Companies Act, 2013 read with relevant rules thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated 30th January, 2026, Members are provided with the facility to exercise votes electronically through the E-voting services provided by the Central Depository Services (India) Limited (CDSL) on all the Resolutions set forth in this Notice. Remote e-voting is optional. The Remote e-voting period begins on **Friday, 4th September, 2026, 10:00 A.M.** and ends on **Monday, 7th September, 2026, 5:00 P.M.** During this period, Members of the Company holding shares either in physical form or in dematerialized form as on the **cut-off date i.e. 1st September, 2026** may cast their vote through electronic means in the manner given hereunder. Members have the option to cast their vote on any of the Resolutions using the Remote E-voting facility commencing from 4th September, 2026 to 7th September, 2026 or E-voting during the AGM. Members who have cast their vote by Remote E-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote on such Resolutions again. The Remote e-voting module shall be disabled by CDSL for voting thereafter.
21. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 1st September, 2026.
22. Any person, who acquires shares of the Company and become Shareholder of the Company after dispatch of the Notice and holding shares as on the cut-off date may follow the same instructions as mentioned above for e-voting. A person who is not a Shareholder as on the cut-off date should treat the Notice for information purpose only.
23. The Company has appointed Shri Ronak Jhuthawat, Company Secretary in Practice, as Scrutinizer to scrutinize the process of Remote E-voting and E-voting on the date of AGM in a fair and transparent manner.
24. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the result of the voting forthwith not later than two working days of the conclusion of the Meeting.
25. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.bengalassam.com and on the website of CDSL www.evotingindia.com and shall simultaneously be forwarded to BSE Ltd. The results of the voting will also be displayed at the Notice Board of the Registered Office and Administrative Office of the Company.
26. **The instructions for Shareholders for Remote E-voting are as under:**
- Pursuant to Regulation 44 of the Listing Regulations read with SEBI Master Circular dated 30th January, 2026, all individual shareholders holding equity shares of the Company in demat mode can cast their vote, by way of a single login credential, through their demat accounts/websites of Depositories/ Depository Participants.
 - Shareholders are advised to register/ update their mobile number and e-mail address in their demat accounts in order to access e-Voting facility.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Pursuant to the aforesaid SEBI Circulars, login method for Individual Shareholders holding shares in demat mode for e-voting is given below:

Type of Members	Login Method
Individual Shareholders holding shares in Demat mode with CDSL	1. Users who have opted for CDSL's Easi/Easiest facility can login, through their existing User ID and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token)Tab. 2. After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting his vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile Number & Email address as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers. The user may follow the same procedure for joining the virtual meeting and voting during the Meeting.
Individual Shareholders holding shares in demat mode with NSDL	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Type of Members	Login Method
Individual Shareholders holding shares in demat mode with NSDL	3. Alternatively, visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.
Individual Shareholders (holding shares in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.

Important note: Individual Shareholders who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above mentioned website(s).

Helpdesk for Individual Shareholders holding shares in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL: CDSL- helpdesk.evoting@cdslindia.com or contact at 1800 2109911 and NSDL- evoting@nsdl.co.in or call at toll free no.: 022-48867000 and 022-24997000.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- 1) The Shareholders should log in to the e-voting website www.evotingindia.com
- 2) Click on "Shareholders/Members" module.
- 3) Now enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification code as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged in to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user, follow the steps given below:

	For Physical Shareholders and other than individual Shareholders holding shares in Demat Form.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders) - Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. - In case the sequence number is less than 8 digits, enter the applicable number of 0's before the sequence number and after the first two characters of the name in CAPITAL letters e.g., if your name is Ramesh Kumar and sequence number is 1, then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth	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 Member ID/Folio Number in the Dividend Bank details field.

- (iii) After entering these details appropriately, click on “SUBMIT” tab.
- (iv) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, Shareholders 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 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.
- (v) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the EVSN relevant for “Bengal & Assam Company Limited”.
- (vii) 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.
- (viii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (ix) After selecting the resolution, if 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.
- (x) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xii) If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiii) There is also an optional provision to upload BR/POA. Uploaded BR/POA if any, will be made available to the Scrutinizer for verification.

(xiv) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote E-Voting only**

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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 linked in the login will be mapped automatically and can be delinked in case of any wrong mapping.
- It is mandatory that 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.
- Alternatively, Non Individual Shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company by e-mail at dswain@jkmall.com, if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the Scrutinizer to verify the same.

A. Process for those Shareholders whose Email/Mobile No. are not registered with the Company/ Depositories.

- (i) For Physical shareholders - please provide necessary details i.e. Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card), by email to the Company at dswain@jkmall.com or ramap@alankit.com.
- (ii) For Demat shareholders – Please update your e-mail address & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting and joining virtual meetings through Depository.

B. Information and instructions for Shareholders attending the AGM through VC/OAVM & E-voting during meeting are as under:

- (i) Shareholders as on the cut-off date 1st September, 2026 shall be eligible to participate in the e-voting system of CDSL. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- (ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- (iii) Only those Shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM. However, Shareholders who have voted through remote e-voting are eligible to attend the Meeting.
- (iv) Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
- (v) Further, Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (vi) The Shareholders who would like to express their views/ask questions relating to financial statements or on the Resolutions set forth in the Notice of AGM during the AGM, may register themselves as speaker by sending their request by e-mail during 1st September, 2026 to 3rd September, 2026, mentioning their name, demat account number/folio number, e-mail id and mobile number at

dswain@jkm.com or ajay.tiwari@jkm.com. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate, for smooth conduct of the AGM.

- (vii) If any Votes cast by the Shareholders through E-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such Shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the Shareholders attending the meeting.

C. OTHER INSTRUCTIONS:

- (i) If you have any queries or issues regarding E-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800 21 09911.
- (ii) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 21 09911.

STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 3

To appoint Secretarial Auditor of the Company

Shri Namo Narain Agarwal, Practicing Company Secretary, who was appointed as the Secretarial Auditor of the Company for a period of five years at the last Annual General Meeting held on 29th September, 2025, on a remuneration of Rs. 60,000/- per annum plus taxes and out of pocket expenses, have tendered his resignation vide letter dated 13th May, 2026 due to health issues.

The Board of Directors of the Company at its Meeting held on 29th May, 2026 considering the experience and recommendation of the Audit Committee, recommended to the Members appointment of M/s. Ronak Jhuthawat & Co., Practising Company Secretaries, (Firm Registration No.-P2025RJ104300), a Peer Reviewed Firm (Peer Review No.-6592/2025) as the Secretarial Auditor of the Company for a term of five consecutive years to hold Office from the financial year 2026-27 to 2030-31 on the proposed remuneration of Rs. 60,000/- (Rupees Sixty Thousand only) per annum, for the first year, in addition to applicable taxes and reimbursement of travelling and other out of pocket expenses, etc. The remuneration for the remaining tenure of the Secretarial Auditor shall be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee. There is no material change in the remuneration proposed to be paid to the new Secretarial Auditor i.e. M/s. Ronak Jhuthawat & Co., for the financial year 2026-27 from what was paid for the financial year 2025-26 to the outgoing Secretarial Auditor.

In addition to the responsibilities as Secretarial Auditor, M/s. Ronak Jhuthawat & Co. shall render such services to the Company as specified/permitted by the Securities and Exchange Board of India and/or The Institute of Company Secretaries of India, and/or any other authority, from time to time.

M/s. Ronak Jhuthawat & Co. is a firm of Practising Company Secretaries with over 13 years of experience in delivering professional services in the areas of Corporate Laws, Industrial Laws, Intellectual Property Laws, SEBI Regulations, Insolvency and Bankruptcy Laws, RBI Guidelines, Legal Due Diligence, Mergers and Acquisitions, Listing and Capital Market Transactions with expertise in legal and secretarial services. The firm has total twenty one qualified Company Secretaries out of which three are Partners.

M/s. Ronak Jhuthawat & Co. have consented to their appointment and have confirmed that their appointment, would be in accordance with the provisions of the Listing Regulations and Section 204 of the Companies Act, 2013. It was also confirmed that M/s. Ronak Jhuthawat & Co. is holding valid certificate of Peer Review issued by The Institute of Company Secretaries of India. Further, it was also confirmed that the said firm is eligible and qualified for appointment as Secretarial Auditor and has not incurred any of the disqualification specified by the SEBI.

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.

Item No. 4

Smt. Vinita Singhania (DIN:00042983) aged 74 years has been the Non-executive Director of the Company since 2nd February, 2009. Pursuant to the provisions of Section 152 of the Companies Act, 2013 (Act), Smt. Vinita Singhania shall retire by rotation at this AGM and being eligible offers herself for re-appointment as a Director of the Company, liable to retire by rotation. As per Regulation 17(1A) of the Listing Regulations, the Company is required to obtain approval of the Members by means of Special Resolution for continuation of her Directorship in the Company.

Smt. Vinita Singhania is a businesswoman and an industrialist with diversified and rich business experience of managing the cement business for almost 3 decades. Through her exemplary attitude and contributions to the Industry, she is well recognized as a dynamic and energetic Leader.

Smt. Vinita Singhania is admired for her integrity, resilience and unwavering commitment to corporate governance. She is also actively involved in various philanthropic activities under CSR emphasizing education and community development. Smt. Singhania has the distinction of being the first woman President of Cement Manufacturers Association (CMA) as well as National Council for Cement and Building Materials (NCBM). She was elected unanimously as the President CMA in October 2009. She has been conferred with "Woman of the Year" by Uday India; Construction Woman of the Year 2016 by Construction Times and Most Powerful Woman of the Year by India Today. Adding yet another accolade to her long list of achievements, Smt. Singhania was the much deserved recipient of the Mahatma Gandhi Award on 1st October, 2019 for her innumerable accomplishments and keen business acumen. In 2022, she was conferred with Ladies FICCI FLO Awards of Excellence for Excellence in Entrepreneurship and also got "Best Family Business Award" led by women by Money Control Pro (Network18).

Considering her relentless hard work, exceptional skill and a commitment to excellence, she has recently been awarded by prestigious Lifetime Achievement Award at the 7th Indian Cement Review. Further, she has been honoured with the "Women Achiever in Infrastructure 2025" at the 10th addition of ET Now Infra Focus Summit and Awards and recently been recognized among the "Top 100 Most Influential Women 2026" in March 2026 edition of Business World Magazine. She has also been featured in "Business Today" under its prestigious listing of 'Most Powerful Women in Business', securing the 56th position among India's leading businesswomen leaders.

The Directors unanimously viewed and decided that keeping in view the vast business experience and enormous knowledge of Smt. Singhania and the valuable contributions made by her all along, it will be in the utmost interest of the Company to continue to have her on the Board of Directors of the Company.

Smt. Singhania is the Chairperson & Managing Director of JK Lakshmi Cement Limited, Director of JK Paper Limited, HEG Limited and JKLC Employees Welfare Association Limited and various other Companies. Smt. Singhania is also the Chairperson of CSR & Sustainability Committee and a member of Nomination and Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee of JK Lakshmi Cement Limited (JKLC). Smt. Singhania ceased to be the Director of Udaipur Cement Works Limited (UCWL) w.e.f. 31st May, 2025, consequent to Amalgamation of UCWL with JKLC, pursuant to a Scheme of Arrangement. Smt. Vinita Singhania has attended all the four Board Meetings of the Company held during the financial year 31st March, 2026. Smt. Singhania holds 1,51,187(1.33%) equity shares of the Company. Smt. Vinita Singhania is not related to any other Director or Key Managerial Personnel of the Company of the Company. During the Financial Year 2025-26, the Company has paid Rs. 19.08 Lacs to Smt. Singhania towards Commission & Sitting Fees.

Smt. Singhania is not disqualified from being appointed as a Director in terms of Section 164 of the said Act or debarred from holding the office of a Director pursuant to any SEBI Order or any other such authority.

The Board recommends the Resolution as set out at Item No. 4 of the Notice for approval of the Members by means of a Special Resolution.

Smt. Singhania for herself and through her relatives, to the extent of their shareholding in the Company, may be deemed to be concerned or interested, financially or otherwise in the Resolution. None of the other Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise in the said resolution.

Item No. 5

Shri Upendra Kumar Gupta was appointed as Manager with the designation 'Chief Executive Officer and Chief Financial Officer' of the Company, for a period of three years with effect from 1st July, 2023 on the terms of Remuneration and conditions of appointment as determined by the Nomination & Remuneration Committee and approved by the Board of Directors and Shareholders of the Company at the 76th Annual General Meeting held on 12th September, 2023.

The Board of Directors of the Company at its meeting held on 29th May, 2026 has re-appointed Shri Upendra Kumar Gupta as Manager with the designation 'Chief Executive Officer and Chief Financial Officer', for a further period of three years with effect from 1st July, 2026, subject to requisite approval(s), as may be required. In terms of Schedule V to the Companies Act, 2013, the relevant details are as under:

I. General Information:

1. Nature of Industry: The Company is a Core Investment Company/Non-Deposit taking/Systemically Important (CIC/ND/SI) registered with the Reserve Bank of India.
2. Date or expected date of commencement of commercial production: Not Applicable.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
4. Financial Performance based on given indicators:

(Standalone basis)

Particulars for the Financial Year ended 31 st March, 2026	Rs. In Lacs
Total Revenue and Other Income	30,397.68
Operating Profit (Before Interest, Depreciation & Tax)	14,694.24
Profit Before Tax	14,145.19
Profit After Tax	11,977.42

5. Foreign investments or collaborators, if any: Not Applicable.

II. Information about the Appointee

1. Background, Recognition or Awards: Shri Upendra Kumar Gupta, aged 68 years, is a Member of The Institute of Chartered Accountants of India and has rich & varied experience of more than 43 years in the fields of Corporate Accounts, Taxation and Finance. Presently, he is Director of Accurate Finman Services Limited, J.K. Credit & Finance Limited, Param Shubham Vanijya Limited, STL Green Energy Limited, STLC RE Limited, Sago Trading Limited and several other Private Limited Companies. He is a Member of the Managing Committee of LakshmiPat Singhania Foundation for Higher Learning. He is Chairman of the Audit Committee and Nomination and Remuneration Committee of STL Green Energy Limited and Member of the Audit Committee and Nomination and Remuneration Committee of Sago Trading Limited and STLC RE Limited.

He is Chairman of the Asset Liability Management Committee and Member of the Group Risk Management Committee, Business Responsibility & Sustainability Committee, IT Strategy Committee and Share Transfer Committee of Directors of the Company.

2. Past Remuneration: The Remuneration of Shri Upendra Kumar Gupta as approved by the Members of the Company at the Annual General Meeting held on 12th September, 2023, is as under:

- A. Salary: Rs. 5 Lacs per month (w.e.f. 1st July, 2025) with such increments as may be decided by the Chairman of the Company from time to time in the Salary Range of Rs. 2 Lacs to Rs. 5 Lacs per month, with such increments as may be decided by the Chairman of the Company from time to time, including increment due w.e.f. 1st July, 2023.

B. Perquisites, allowances and benefits: Perquisites comprising provision of residential accommodation or house rent allowance in lieu thereof together with furnishings, reimbursement of medical expenses incurred including hospitalization and surgical charges for self and family and travel relating thereto and leave travel including foreign travel for self and family, club fees, premium on personal accident insurance, car(s) with driver, telephone etc., and such other perquisites, allowances and benefits as may be decided by the Chairman of the Company. The perquisites shall be evaluated as per the actual cost or Income tax Rules, as applicable.

The above perquisites, allowances and benefits will be as per the schemes, policies and the rules of the Company as applicable from time to time subject to any change as may be decided by the Chairman of the Company.

C. Performance linked incentive as determined by the Chairman of the Company from time to time.

D. Contribution to Provident Fund and Superannuation Fund or Annuity Fund as per Rules of the Company.

E. Gratuity at the rate of 15 days Salary for each completed year of Service.

F. Encashment of unavailed leave as per Rules of the Company.

G. The Board or a Committee thereof may, from time to time, increase, or vary or alter the salary (including salary range), subject to the overall ceiling prescribed under the Companies Act, 2013 or any statutory modifications thereto or re-enactments thereof.

H. In the event of inadequacy or absence of profits under Sections 197, 198 and other applicable provisions of the Companies Act, 2013 in any financial year or years, the Chief Executive Officer and Chief Financial Officer shall be entitled to such remuneration as he may be then drawing, as specified in paras A, B and C above, as minimum remuneration and be also entitled to perquisites mentioned in paras D, E and F above.

3. Job Profile and his suitability: Shri Upendra Kumar Gupta as Manager of the Company is vested with substantial powers of the management subject to superintendence, control and directions of the Board of Directors of the Company.

4. Remuneration proposed: The Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 29th May, 2026 have approved the following terms of remuneration of Shri Upendra Kumar Gupta, for a period of 3 years w.e.f. 1st July, 2026:

A. Salary: Rs. 6 Lacs per month with such increments as may be decided by the Chairman of the Company from time to time in the Salary Range of Rs. 5 Lacs to Rs. 11 Lacs per month, with such increments as may be decided by the Chairman of the Company from time to time, including increment due w.e.f. 1st July, 2026.

B. Perquisites, allowances and benefits: Perquisites comprising provision of residential accommodation or house rent allowance in lieu thereof together with furnishings, reimbursement of medical expenses incurred including hospitalization and surgical charges for self and family and travel relating thereto and leave travel including foreign travel for self and family, club fees, premium on personal accident insurance, car(s) with driver, telephone etc., and such other perquisites, allowances and benefits as may be decided by the Chairman of the Company. The perquisites shall be evaluated as per the actual cost or Income tax Rules, as applicable.

The above perquisites, allowances and benefits will be as per the schemes, policies and the rules of the Company as applicable from time to time subject to any change as may be decided by the Chairman of the Company.

C. Performance linked incentive as determined by the Chairman of the Company from time to time.

D. Contribution to Provident Fund and Superannuation Fund or Annuity Fund as per Rules of the Company.

- E. Gratuity at the rate of 15 days Salary for each completed year of Service.
 - F. Encashment of unavailed leave as per Rules of the Company.
 - G. The Board or a Committee thereof may, from time to time, increase, or vary or alter the salary (including salary range), subject to the overall ceiling prescribed under the Companies Act, 2013 or any statutory modifications thereto or re-enactments thereof.
 - H. In the event of inadequacy or absence of profits under Sections 197, 198 and other applicable provisions of the Companies Act, 2013 in any financial year or years, the Chief Executive Officer and Chief Financial Officer shall be entitled to such remuneration as he may be then drawing, as specified in paras A, B and C above, as minimum remuneration and be also entitled to perquisites mentioned in paras D, E and F above, which shall not be included in the computation of the ceiling on minimum remuneration in terms of provisions of Section IV of Part II of Schedule V to the Companies Act, 2013 or any statutory modifications thereto or re-enactments thereof for the period of his current re-appointment and the approval accorded herein shall also be deemed to be the approval as contemplated under Section 197(10) read with Schedule V of the said Act.
5. Comparative Remuneration Profile with respect to industry, size of the Company, profile of the position and person: The executive remuneration in the Industry is on the rise. The Nomination and Remuneration Committee of Directors of the Company had, while approving the remuneration of Shri Upendra Kumar Gupta, took into account the financial position of the Company, trends in the Industry, qualification, experience, responsibilities, past experience, past remuneration etc. and remuneration drawn by managerial persons in the industry. The proposed Remuneration is comparative with the remuneration being paid to the Managing Director/Whole-time Director/Manager of the same size companies in the industry.
 6. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: Besides the remuneration proposed herein, Shri Upendra Kumar Gupta does not have any other pecuniary relationship with the Company and is not related to any other Director and Key Managerial Personnel of the Company.

III. Other information

1. Reasons of loss or inadequate profits: At present, the Company is having adequate profits. However, the re-appointment of Shri Upendra Kumar Gupta is for a term of 3 years commencing from 1st July, 2026 and the future trend in the profitability of the Company will largely depend on the Economic Conditions and the performance of the Investee Companies. Therefore, the limits specified under Section 197(1) read with Schedule V to the Act may be exceeded during the term of re-appointment.
2. Steps taken or proposed to be taken for improvement and Expected increase in productivity and profits in measurable terms: India continued on its growth trajectory in FY26 and outpaced the global economy with a robust GDP growth of over 7%, amid lower inflationary pressures. The global economic environment however remained uncertain with strong headwinds caused by geopolitical tensions, trade disruptions, and inflation across major economies. Overall, the global economy faced multiple upheavals due to the recent West Asia war, which is likely to affect overall economic activity.

The Indian business environment remained resilient driven by aggressive public infrastructure spending and a significant revival in private consumption. The industrial sector, supported by Production Linked Incentives and infrastructure spending, grew steadily and accounted for about 28% of the GDP. The agricultural sector, which contributes about 15% of the economic output, was aided by good monsoon and higher crop output. This led to higher rural demand and reduced inflationary pressures. Services accounted for about 55% of economic output.

The recent GST rate rationalisation reforms boosted demand, especially in the second half of the year. Lower tax incidence leading to increased competitiveness, helped maintain revenue resilience giving an impetus to the economy. The Company being a Core-Investment Company, holds significant investment in the Group Companies operating in diversified Industrial segments. With the Government thrust on the Infrastructure development and strong domestic consumption, the outlook of Indian

Economy remains positive in FY 27 but with moderated growth of around 6%. This augurs well for the Company keeping in mind that the sectors in which your company is invested in-Paper/Tyre/Automotive Components/Cement to name a few, which contribute significantly to the economy and are performing well.

3. The Company has not defaulted in repayment of dues to any Banks or Financial Institutions, etc.

IV. Disclosures

Requisite details with respect to remuneration of Managerial Persons and other connected matters are given in the Directors' Report forming part of the Annual Report for the financial year 2025-2026.

Relevant documents setting out the terms and conditions of the re-appointment of Shri Upendra Kumar Gupta as 'Manager' with the designation 'Chief Executive Officer & Chief Financial Officer' of the Company, will be available for inspection by the Members at the Registered Office of the Company during normal business hours on any working day up to and including the date of this AGM.

The Resolution is accordingly recommended as Special Resolution for approval of the members of the Company. Except Shri Upendra Kumar Gupta and his relatives to the extent of their shareholding, if any, in the Company, none of the Directors, Key Managerial Personnel of the Company, and/or their relatives may be deemed to be concerned or interested financially or otherwise, in the proposed resolution.

Regd. Office:

7, Council House Street,
Kolkata, West Bengal-700001
Date: 29th May, 2026

By Order of the Board

Dillip Kumar Swain
Company Secretary