



## B & A Limited

CIN: L01132AS1915PLC000200

Regd. Office: Gariahabi Grant, Charingia, Jorhat - 785006, Assam

Corporate Office: 113, Park Street, 9th Floor, Kolkata - 700016

Phone: (033) 2229 5098, 2217 6815, Fax: (033) 2265 1388

E-mail: investorrelations@bandaltd.in, Website: www.barooahs.com

### NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that 1st Extraordinary General Meeting for the financial year 2025-26 of the Members of B & A Limited ('the Company') will be held at the registered office of the Company at Gariahabi Grant, Charingia, Jorhat - 785006, Assam on Thursday, 26th March 2026 at 10.00 AM (IST) to transact the following business:

#### Special Business

**To reappoint Mr. Somnath Chatterjee (DIN: 00172364) as Managing Director of the Company and in this regard, pass the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to provisions of sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter 'the Act') and the Rules framed thereunder read with Schedule V of the Act (hereinafter "the Schedule") the Company hereby approves the reappointment of Mr. Somnath Chatterjee (DIN: 00172364) as Managing Director of the Company for a period of three years with effect from 1st April 2026 to 31st March 2029 (both days inclusive) upon terms and conditions as set out in the draft agreement between the Company and Mr. Somnath Chatterjee a copy whereof was placed before the meeting, such agreement be and is hereby specifically approved.

**RESOLVED FURTHER THAT** the Board of Directors/ Nomination and Remuneration Committee of Directors (hereinafter the Board/Committee) of the Company be

and are hereby authorized to vary and/or increase remuneration and perquisites payable to Mr. Chatterjee as specified in the said agreement to the extent the Board/Committee may consider appropriate and as may be permitted or authorized in accordance with any provisions under the said Act' or the Schedule for the time being in force provided, however, the remuneration and perquisites payable to Mr. Chatterjee shall be within the limits set out in the said Act' and Schedule or any amendments or any modification thereto or statutory re-enactments thereof and/or any rules or regulations framed thereunder and for the time being in force and the terms of aforesaid agreement between the Company and Mr. Chatterjee shall be suitably modified to give effect to such variation or increase as the case may be, without further reference to the Shareholders in the General Meeting.

**RESOLVED FURTHER THAT** notwithstanding anything to the contrary contained herein, in the event of loss or inadequacy of profit in any financial year during the tenure of office of Mr. Chatterjee as Managing Director of the Company, the remuneration and perquisites as set out in the aforesaid agreement or with such variation and/or increase thereto as stated aforesaid, be paid to Mr. Chatterjee as minimum remuneration and perquisites subject to the ceiling provided in the said Act and/or the Schedule or any amendments or any modification thereto or statutory re-enactments thereof and/or any rules or regulations framed thereunder and for the time being in force."

By Order of the Board of Directors  
**B & A Limited**

Place : Kolkata  
Date : 14th February 2026

**Binita Pandey**  
Company Secretary and Compliance Officer  
Membership No : A41594

**NOTES:****1. Proxy**

A member entitled to attend and vote at the Extraordinary General Meeting on Thursday, 26th March, 2026 (“EGM”/“Meeting”) may appoint a proxy to attend and vote on a poll instead of himself /herself and the proxy need not be a member of the company. The instrument appointing proxy in order to be effective, must be received in its original copy either at the office of the Registrar and Share Transfer Agent (RTA), M/s MCS Share Transfer Agent Limited, 383, Lake Gardens, 1st Floor, Kolkata - 700045, Phone: 033 4072-4051, 52, 53; Fax: 033 4072-4050; email: mcssta@rediffmail.com or at the company’s registered office not less than forty-eight hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company provided that not less than three days of notice in writing is given to the company.

**2. Corporate Shareholder**

Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the EGM. Such request along with the scanned copy of the board resolution could be emailed at cosect@barooahs.in.

**3. Joint holders**

In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

**4. Explanatory Statement**

The Explanatory Statement setting out the material facts pursuant to section 102(1) of the

Companies Act’ 2013 (the Act’), in respect of the Special Business under Item no 1 as set above is attached with the Notice of the EGM. Details as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI-LODR”) and Secretarial Standard on General Meeting (SS-2) in respect of the Director seeking appointment at the EGM is provided in the Annexure to the Notice.

**5. Inspection by Members**

Copies of all documents referred to in the notice are available for inspection by the members at the registered office of the company during normal business hours on all working days upto and including the day of the EGM of the Company. The Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts and Arrangements in which Directors are interested maintained under sections 170 and 189 of the Act’ respectively will be available for inspection by the members at the EGM.

**6. Record date for voting**

The Company has set Thursday, 19th March, 2026 as ‘Record Date’ for taking record of the shareholders of the company who will be eligible for casting their vote on the resolutions to be passed in the EGM, in both remote e-voting and physical mode.

**7. Address for Correspondence**

All correspondences should be addressed to company’s RTA, M/s. MCS Share Transfer Agent Limited, 383, Lake Gardens, 1st Floor, Kolkata - 700045, Phone: (033) 4072-4051, 52, 53; Fax: (033) 4072-4050; email: mcssta@rediffmail.com. In case of inconvenience shareholders are requested to write to the Company Secretary at 113, Park Street, 9th floor, Kolkata-700016 or email at investorrelations@bandaltd.in.

**8. Service of Notice**

The Notice of the EGM, Attendance Slip and Proxy Form are being sent in electronic form to all the members whose email IDs are registered with the company/ depositories. For members who have not registered their email addresses and those who request for a hard copy, physical copies of the aforesaid documents are being sent in the permitted mode. Notice of the EGM, Attendance Slip and Proxy

Form are also available in the company's website at <https://www.barooahs.com>. The same shall also be available at the website of the stock exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and also on the website of CDSL at <https://www.evotingindia.com>.

### 9. E-voting

In compliance with the provisions of section 108 of the Act' and the rules framed thereunder, the members are provided with the facility to cast their vote electronically, through remote e-voting services provided by CDSL on the resolutions set forth in this notice.

### 10. Scrutinizer

Mr. Tarun Chatterjee, Advocate (Enrolment No WB 2068) has been appointed as Scrutinizer to scrutinize the e-voting process. The Scrutinizer shall as early as possible from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in employment of the company and submit its report to the Chairman of the EGM.

### 11. Shareholders instructions for remote e-voting

The instructions for shareholders voting electronically are as under:

#### CDSL e-Voting System – For Remote e-voting

- (i) The voting period begins on Monday, 23rd March, 2026 at 10.00 AM (IST) and ends on Wednesday, 25th March, 2026 at 5.00 PM (IST). During this period shareholders of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) on Thursday, 19th March, 2026 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders who have already voted through remote e-voting prior to the meeting date would not be entitled to vote on poll at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020, (hereinafter Cir 242) under Regulation 44 of SEBI-LODR; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail

shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the Demat account holders, by way of a single login credential, through their Demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process

- (iv) In terms of Cir 242 on e-voting facility provided by listed companies, individual shareholders holding securities in Demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their Demat accounts in

Pursuant to above said Cir 242, Login method for e-voting for individual shareholders holding securities in demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with <b>CDSL Depository</b>	1) Users who have opted for CDSL 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 cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and 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

	<p>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 your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is 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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website and click on login &amp; My Easi New (Token) Tab and then click on registration option. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered mobile &amp; email 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.</p>		<p>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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL</p>
<p>Individual shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<p>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p>		

	<p>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.</p> <p>4) For OTP base login you can click on <a href="http://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">http://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 &amp; voting during the meeting.</p>
<p>Individual shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>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.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned websites.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.**

Login type	Helpdesk details
Individual shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.
Individual shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-4886 7000 and 022-2499 7000.

(v) Login method for remote e-voting for **physical shareholders and shareholders other than individual shareholders holding in demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" 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 as displayed and click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://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:

	<b>For physical shareholders and other than individual shareholders holding shares in Demat</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>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.</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting Only**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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 & can be delink 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 mandatorily 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 at the email address viz; investorrelations@bandaltd.in (designated email address of the company), if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.
- (xviii) Process for those shareholders whose email/mobile no. are not registered with the Company/Depositories
- a. For Physical Shareholders: Please provide necessary details like 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 Company/RTA email id.
  - b. For Demat Shareholders: Please update your email id & mobile no. with your Depository Participant (DP)

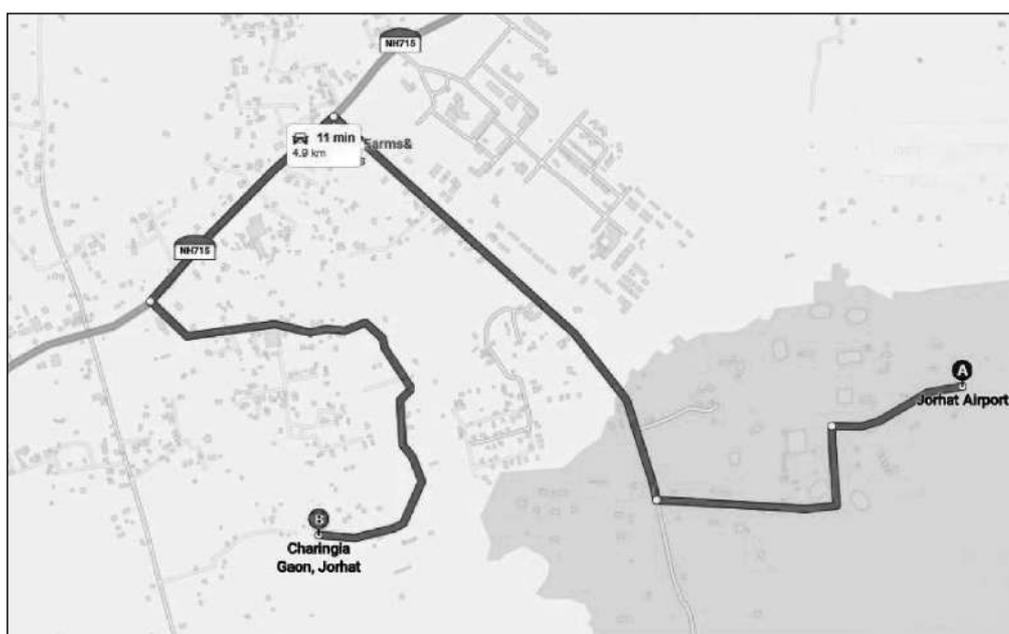
c. For Individual Demat Shareholders: Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.

- (xix) If any member has 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 toll free no. 1800 22 55 33.
- (xx) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (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 or call at toll free no. 1800 22 55 33.

**12. Result of e-voting**

Results of the e-voting shall be declared within two working days after conclusion of the EGM. The Consolidated Scrutinizer's report on e-voting along with voting at the venue of EGM shall be placed at the website of the company at www.barooahs.com and at the website of CDSL at www.evotingindia.com. The same shall also be communicated to BSE Ltd where the shares of the company are listed.

**13. Route Map :** The route map of the venue of the meeting is attached herewith for convenience of the members.



## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT' 2013**

The following statement sets out the material facts relating to the Special Business mentioned in the accompanying Notice of the Extraordinary General Meeting ('EGM') to be held on Thursday, 26th March, 2026 ('the EGM').

### **Item No. 1**

Mr. Somnath Chatterjee ("Mr. Chatterjee") was appointed as the Managing Director of B&A Limited ("the Company") with effect from 1st April, 2018 by the Board of Directors ("the Board") for a period of five years, and his appointment and remuneration were approved by the shareholders at the Annual General Meeting ("AGM") held on 27th September, 2018. Thereafter, he was re-appointed as Managing Director for a further period of three years, and his re-appointment and remuneration were approved by the shareholders at the AGM held on 8th September, 2022. His present term of office as Managing Director is due to expire on 31st March, 2026. Based on the recommendation of the Nomination and Remuneration Committee of Directors ("the Committee") at its meeting held on 14th February, 2026, the Board has re-appointed Mr. Chatterjee as Managing Director of the Company for a further period of three (3) years with effect from 1st April, 2026 to 31st March, 2029, subject to the approval of the Members at the ensuing Extraordinary General Meeting ("EGM"). The terms and conditions of his re-appointment, including the remuneration payable to him in his capacity as Managing Director, as recommended by the Committee and approved by the Board, are subject to the approval of the Members at the EGM, and an agreement is proposed to be executed between the Company and Mr. Chatterjee setting out, inter alia, the terms and conditions of his re-appointment, including remuneration, subject to such approval.

1. Mr. Chatterjee's appointment as Managing Director will be effective from 1st April 2026 and remain in force for a period of 3 (three) years i.e. from 1st April 2026 to 31st March 2029.
2. Mr. Chatterjee will be entitled to the following remuneration and allowances in the capacity of Managing Director with effect from 1st April 2026:

#### **a) Basic Salary –**

- (i) Salary at the rate of Rs. 1,80,000/- (Rupees One Lakh Eighty Thousand Only) per month.

The Annual increments will be effective from 1st April each year, and will be recommended/decided by the Committee and/or Board and will be merit based.

- (ii) Mr. Chatterjee will be entitled for rent free residential accommodation (furnished or otherwise) along with car parking space(s). The Company will bear the cost of repairs, maintenance, society charges and utilities (gas, electricity and water charges) for the said accommodation. However, in the event such accommodation is not provided by the Company suitable House Rent and Maintenance Allowance in lieu thereof will be paid to Mr. Chatterjee. The Company may execute a supplemental agreement with Mr. Chatterjee ascribing to the terms and conditions of the usage of the flat as above and upon such execution the said agreement would become part and parcel of the agreement appointing him in the present capacity.

#### **b) Other Allowance –**

- (i) Soft Furnishing - As per rules of the Company
- (ii) Leave Travel Assistance- Leave travel assistance for self and family at the rate of two month's basic salary for each completed year of service.
- (iii) Reimbursement of Medical Expenses Reimbursement of actual amount of medical expenses incurred for self and family including dependent sister. Additionally, he will be entitled for contribution to maintain health insurance for self and family including dependent sister, under any group insurance schemes undertaken by the Company as per its rules
- (iv) Accidental Insurance Policy - As per rules of the Company.
- (v) Ex-gratia - As per rules of the Company
- (vi) Children Education Allowance - As per rules of the Company.
- (vii) Contribution to Gratuity – Gratuity at a rate not exceeding half a month's salary for each completed year of service from the date of joining of Mr. Chatterjee in the group and

subject to maximum permissible limit as per Payment of Gratuity Act 1972/ Code of Social Security.

- (viii) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these are either singly or put together are not taxable under Income Tax Act' 1961.

### c) Reimbursements

- (i) Mr. Chatterjee shall be entitled to re-imbusement of all actual out of pocket expenses incurred in connection with the business of the Company which would include monthly club subscriptions and entertainment expenses and such expenditure will not be grouped under perquisites or allowances in the computation of ceiling of remuneration specified in the Schedule V as above.
- (ii) Provisions for use of chauffeur driven company maintained cars, telephone and mobile phones at office and residence including long distance calls for the purpose of business will not be grouped under perquisites or allowances in the computation of ceiling of remuneration specified in the Schedule V as above.
3. Minimum Remuneration – Notwithstanding anything to the contrary contained herein, where, in any financial year during the currency of tenure of directorship of Mr. Chatterjee, the Company has no profits or its profits are inadequate, the Company shall pay remuneration by way of salary and perquisites and allowances as specified above as minimum remuneration so far as such remuneration is within the applicable ceiling or limits provided in Schedule V of the Act or any amendment made thereto or any modifications thereof, subject to while he is a managerial person in two companies, he draws remuneration from one or more companies provided that the total remuneration drawn from the companies does not exceed the higher maximum limit admissible from any one of the companies of which he is a managerial person.
4. Mr. Chatterjee's office of directorship will not be liable to be determined by retirement by rotation as

per provisions of the Act' and Articles of Association of the Company

5. Mr. Chatterjee shall be entrusted with substantial powers of the general management of the Company and be and is hereby authorized to do any act and deed on behalf of the Company subject to the approval of the Board of Directors in its duly constituted meetings and/or resolutions in circulations as per compliance with Companies Act' 2013, Securities and Exchange Board of India Act' 1992 and rules and regulations framed thereunder, and any other law in force.
6. The terms and conditions of Mr. Chatterjee's appointment and/or Agreement mentioned herein before including remuneration payable may be altered and varied from time to time by the Committee and/or the Board as they may, in their absolute discretion deem fit, within the maximum amount payable to Managerial Personnel in accordance with the Act, or Articles of Association of the Company.

None of the Directors or Key Managerial Personnel or their relatives except Mr. Somnath Chatterjee is concerned or interested in this resolution. The Board recommends the ordinary resolution set out in item no. 1 of the Notice of the AGM for approval by the Members.

### **Additional information on director recommended for appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Mr. Somnath Chatterjee: Born in 1962, Mr. Somnath Chatterjee is a commerce graduate. He was trained in UK in the area of manufacturing of packaging products. He has more than forty years of extensive experience in the area of finance, production, human resource and commercial matters, in tea plantation and packaging business. He is Director in the Company since 2006. Mr. Chatterjee is seeking reappointment as a Managing Director of the Company. Mr. Chatterjee is a Member of the Stakeholders' Relationship Committee of the Board of Directors of the Company. He holds 2,42,430 equity shares in the Company. He serves the Board of the B&A Packaging India Ltd, subsidiary company as Managing Director. He is not related to any Director on the Board.

**Details of Directors seeking appointment/Re-appointment pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and as per Secretarial Standard on General Meetings (SS-2):**

<b>Name of the Director</b>	Somnath Chatterjee
<b>Designation</b>	Executive Director (Managing Director)
<b>Nature of expertise in specific functional area</b>	As provided in brief profile
<b>Inter-se relationship between Directors and other Key Managerial Personnel</b>	Not related to any Director or KMP of the Company
<b>Name of Listed Entities in which person also holds the directorship</b>	B&A Packaging India Limited
<b>Membership of Committees of the board (along with listed entities from which the person has resigned in the past three years)</b>	1) Stakeholder's Relationship Committee
<b>Chairmanship of Committees of the board</b>	NIL
<b>Number of Equity Shares held</b>	2,42,430
<b>Terms and Conditions of appointment/reappointment</b>	As per Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
<b>Remuneration received during F.Y 2025-26 (Rs. In Lacs)</b>	41.59
<b>Number of meetings of the Board attended during F.Y</b>	7 (Seven)



**EXTRA ORDINARY GENERAL MEETING ON THURSDAY, 26TH MARCH 2026**

ATTENDANCE SLIP

Name and Registered address of the shareholder(s)	
---	--

Registered Folio No./DP. ID. & Client ID

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company at Gariahabi Grant, Charingia, Jorhat-785006, Assam on Thursday, 26th March, 2026 at 10.00 A.M.

Member's Folio No. \_\_\_\_\_ Member's/ Proxy's name in Block Letters \_\_\_\_\_ Member's/Proxy's Signature \_\_\_\_\_

Note : Please bring the Attendance Slip duly signed to the Meeting Hall and hand it over at the entrance. Duplicate Slips will not be issued at the venue of the Meeting.

**ELECTRONIC VOTING PARTICULARS**

EVSN (E-voting Sequence Number)	User ID	PAN (Original) or Sequence number as per point no. 14 (v) of e-voting instructions in AGM notice

Please refer to the AGM Notice for E-Voting instructions.

--- ✂ --- Please cut here and bring the above attendance slip to the Meeting Hall --- ✂ ---



PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**EXTRA ORDINARY GENERAL MEETING ON THURSDAY, 26TH MARCH, 2026**

I/We, being the holder(s) of.....equity shares to the above named company, hereby appoint

1. Name :  
Address :  
E-mail ID : \_\_\_\_\_ Signature ..... or failing him/her
2. Name :  
Address :  
E-mail ID : \_\_\_\_\_ Signature ..... failing him/her
3. Name :  
Address :  
E-mail ID : \_\_\_\_\_ Signature ..... failing him/her

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Thursday, the 26th day of March 2026, at 10.00 A.M. at the Registered Office of the Company and at any adjournment thereof, in respect of resolution as indicated below:

Sl. No.	Resolution Proposed	Optional*	
		For	Against
1.	To reappoint Mr. Somnath Chatterjee (DIN: 00172364) as Managing Director of the Company for a period of 3 years i.e. 01st April 2026 to 31st March 2029:		

Signed this .....day of ....., 2026

Registered Folio No./DP ID & Client ID .....

Signature of Shareholder(s) ..... Signature of Proxyholder(s) .....

Affix  
revenue  
stamp of  
Re. 1/-

**Note :** 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company or office of the RTA, M/s MCS Share Transfer Agent Limited at 383, Lake Gardens, 1st Floor, Kolkata-700045 not less than 48 hours before the commencement of the Meeting.

\*2. It is optional to put a "X" in the appropriate column against the resolution indicated in the Box. If you leave the "For" or "Against" column blank against the resolution, your proxy will be entitled to vote in the manner as he/she thinks appropriate.