



B&A/KOL/DDC/869

16th September 2021

To,
The General Manager,
Department of Corporate Affairs
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Dear Sir,

Scrip Code No. 508136

Sub: Proceeding of Annual General Meeting (AGM) of B & A Limited held on 16th September 2021 and Scrutinizer's Report

This is to inform you that the Annual General Meeting (AGM) of B & A Limited ("the Company") for the Financial Year ended 31st March 2021 was duly convened on Thursday, 16th September 2021 through Video Conferencing (VC)/Other Audio Video Means (OAVM) at 11.30 AM (IST).


In this regard, please find enclosed the followings:

- 1) Summary of the proceedings of the AGM of the Company as required under Regulation 30, Para A of Part A of Schedule - III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. - **Annexure – I**
- 2) Consolidated Scrutinizer's Report dated 16th September 2021 submitted by Mr. Tarun Chatterjee, Advocate pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014.- **Annexure II**

This is for your information and records.

Thanking you.

Yours faithfully,
For B & A Limited


D. Chowdhury
Company Secretary



Encl: As stated above

**Annexure-I****Summary of Proceedings of Annual General Meeting (AGM) of B & A Limited ('the Company') for the Financial Year ended 31st March 2021 held on Thursday, 16th September 2021 at 11.30 AM (IST) through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).**

The AGM of Members of the Company for the Financial Year ended 31st March 2021 was held on Thursday, 16th September, 2021 through VC/OAVM at 11.30 AM (IST) in accordance with the circulars issued by Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) and as per applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder.

DIRECTORS IN ATTENDANCE
Mr. Anjan Ghosh, joined over VC from Kolkata Non-Executive, Non-Independent
Mrs. Mou Mukherjee, joined over VC from Kolkata Non-Executive, Independent, Chairperson of Audit Committee
Mr. Amit Chowdhuri, joined over VC from Kolkata Non-Executive, Independent, Chairperson of Nomination and Remuneration Committee and Stakeholders Relationship Committee
Mr. Amit Kiran Deb, joined over VC from Kolkata Non-Executive, Independent
Mr. Basant Kumar Goswami, joined over VC from New Delhi Non-Executive, Independent
Mr. Bhramar Kumar Mahanta, joined over VC from Guwahati Non-Executive, Non-Independent
Mr. Rajkamal Bhuyan, joined over VC from Guwahati Non-Executive, Non-Independent
Mr. Robin Aidan Farley, joined over VC from London, United Kingdom Non-Executive, Non-Independent
Ms. Simeen Hossain, joined over VC from Dhaka, Bangladesh Non-Executive, Director in Casual Vacancy
Mr. Somnath Chatterjee, joined over VC from Kolkata Executive, Managing Director
OTHER ATTENDEES
Mr. Debdip Chowdhury, joined over VC from Kolkata Company Secretary
Mr. Tapas Kumar Chatterjee, joined over VC from Kolkata Chief Financial Officer
Mr. Tarun Chatterjee, joined over VC from Kolkata Scrutinizer
Ms. Binita Pandey, joined over VC from Kolkata Secretarial Auditor, T. Chatterjee & Associates, Company Secretaries
QUORUM OF THE MEETING
A total of 30 members attended the meeting.





Mr. Anjan Ghosh, Director, Chaired the proceedings of the meeting. He informed that the AGM was conducted through VC/OAVM facility in accordance with the circulars issued by Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) and affirmed that all feasible efforts had been taken by the Company under the current circumstances to enable members to participant through Video Conference and vote at the AGM.

The requisite quorum being present, the meeting was called to order by the Chairman. Thereafter the Directors and Key Managerial Personnel introduced themselves. The Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee were present at the meeting. Mrs. Anuradha Farley, Director of the Company could not attend the meeting due to health issues and Mr. Himangshu Sekhar Das, Director of the Company could not attend the meeting due to pre-occupation and leave was granted to him. The Chairman confirmed the presence of Scrutinizer for the e-voting at the AGM and representative of the Secretarial Auditors of the Company. The Chairman stated that the Statutory Auditors of the Company could not join the meeting due to unavoidable circumstances.

The Company Secretary provided general instructions to the Members regarding participation in the Meeting and informed that pursuant to the provisions of the Companies Act, 2013 and rules framed thereunder and SEBI (Listing Obligation and Disclosure Regulations, 2015, the Company had provided facility to the members to cast their vote through remote e-voting which commenced from Monday, 13th September 2021 [10.00 AM (IST)] and ended on Wednesday, 15th September, 2021 [17.00 PM (IST)]. During this period, all Members of the Company, holding shares either in physical form or in dematerialized mode, as on the cut-off date i.e. Thursday, 9th September, 2021 had the opportunity to cast their votes electronically. The Members were informed that the facility for voting through e-voting system provided by Central Depository Services (India) Ltd. (CDSL) was made available during the AGM for Members who had not cast their votes prior to the meeting and they can cast their votes while at the same time participate in the proceedings.

He informed that the Statutory Registers under the Companies Act, 2013 and other documents as referred to in the AGM Notice had been kept open for electronic inspection by the Members at the website of the Company namely www.barooahs.com.

Thereafter, the Chairman delivered his speech highlighting inter-alia current economic scenario, functioning of the Company and its adoptability in the COVID pandemic situation.

Thereafter, the Chairman of the Meeting resumed the proceedings of the Meeting and with the consent of the shareholders, the Notice convening the AGM and the Auditor's Report were taken as read.

The Agenda items of the Notice of the AGM for the Financial Year ended 31st March 2021 were read for the information of the members as below:

Sl No.	Particulars	Type of Resolution
	Ordinary Business	





1.	Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31 st March 2021 together with the Reports of the Directors and Auditors thereon.	Ordinary Resolution
2.	Declaration of Dividend.	Ordinary Resolution
3.	Re-appointment Mr. Robin Aidan Farley (DIN: 08217522), who retires by rotation as a Director.	Ordinary Resolution
4.	Re-appointment Mr. Anjan Ghosh (DIN: 00655014), who retires by rotation as a Director.	Ordinary Resolution
5.	Fixation of remuneration of Statutory Auditors of the Company for the financial year ending 31 st March 2022.	Ordinary Resolution
Special Business		
6.	Appointment Ms. Simeen Hossain (DIN: 08893052) as an Independent Director of the Company.	Ordinary Resolution
7.	Ratification of remuneration of Cost Auditors of the Company for the financial year ending 31 st March 2022.	Ordinary Resolution

The Chairman announced that the e-voting facility has been activated and will be closed after 30 minutes from the conclusion of the Meeting. Thereafter he invited Members who had pre-registered themselves as speaker, to raise queries, offer comments or seek clarification (if any) on the Company's accounts and business. Company Secretary informed that no member has registered himself as speaker. He further informed that shareholders queries will be answered by e-mail, subsequently.

The Chairman announced that Mr. Tarun Chatterjee, Advocate was appointed as the Scrutinizer to scrutinize the e-voting process and requested the Members to continue to vote through electronic system, if not already voted through remote e-voting. He stated that e-voting results along with the Consolidated Scrutinizers Report shall be informed to BSE Ltd. and also be placed on website of the Company and on the website of CDSL, the e-voting agency.

Thereafter, Chairman thanked and expressed his gratitude towards all the stakeholders of the Company including the shareholders, partners, government, employees, customers, supplier, vendors, bankers and co-directors for their valuable contribution towards the Company's performance and declared the AGM as concluded at 11.45 AM (IST).

Post the conclusion of voting at the venue, the consolidated scrutinizer's report was received.

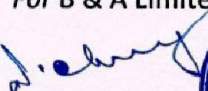
All the resolutions have been passed with requisite majority.

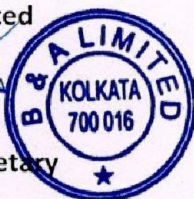
This is for your information and record.

Thanking you.

Yours faithfully,

For B & A Limited


D. Chowdhury
Company Secretary



Tarun Chatterjee

M. Com, LLB, ACS

Advocate

Calcutta High Court

Office : "ABHISHEK POINT" (4th Floor)
152, S. P. Mukherjee Road, Kolkata - 700026
Phone : (033) 4060 5149 / 6459 7983
Mobile : 9433239319 / 9007429681
E-mail : tchatterjeeassociates@gmail.com
tcacorpadv@gmail.com

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Regulation 44(3) of the of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
The Chairman of the Annual General Meeting of
B&A Limited
(CIN: L01132AS1915PLC000200)
Registered Office: 'Indu Bhawan'
Mahatma Gandhi Road,
Jorhat, Assam - 785 001

Sir,

1. I, Tarun Chatterjee, Advocate, has been appointed by the Board of Directors of B&A Limited, **(herein after referred as the Company)** at its meeting held on 26th June 2021, as the Scrutinizer to scrutinize the remote e-voting and electronic voting during Annual General Meeting (**AGM**) of the Company held through Video Conferencing (VC) / Other Audio Video Means (OAVM) on 16th September 2021, in a fair and transparent manner as per the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 and Secretarial Standards on General Meetings, on the resolutions contained in the Notice dated 26th June 2021 of the AGM of the members of the Company.
2. The Company had provided remote e-voting facility for its members as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 which remained open from Monday, 13th September 2021 (10:00 A.M IST) to Wednesday, 15th September 2021 (17:00 P.M IST).
3. The Company had also provided e-voting facility to vote during the AGM for the members who attended the meeting through VC/OAVM and had not vote through remote e-voting, to cast their vote during the AGM.



4. After the closure of e-voting at the AGM, the report on voting done during the AGM and the votes cast under remote e-voting facility were **unblocked on 16th September 2021 at 12.28 P.M. and were counted.**

5. I have scrutinized and reviewed the remote e-voting prior and e-voting during the AGM and votes cast therein based on the data downloaded from the CDSL e-voting system.

6. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereto relating to remote e-voting and voting through electronic voting system during the AGM held on the resolutions contained in the Notice dated 12th August 2020 of the AGM of the members of the Company.

7. I do hereby submit the Consolidated Report of vote cast through electronic voting system during the meeting and on remote e-voting on the resolutions contained in the Notice dated 26th June 2021 of AGM.

Date of the AGM	16-09-2021
Total number of shareholders on record date	2846
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	NOT APPLICABLE
No. of Shareholders attended the meeting through video Conferencing: Promoters and Promoter Group Public	1 29

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ORDINARY BUSINESS

Item No. 1: Adoption of Standalone & Consolidated Financial Statements for the year ended 31st March 2021

Ordinary Resolution

- (a) **“RESOLVED THAT** the Audited Standalone Financial Statement of the company for the financial year ended 31st March 2021 and reports of the Board of Directors and Auditors thereon laid before the meeting, be and are hereby considered and adopted.”
- (b) **“RESOLVED THAT** the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March 2021 and report of the Auditors thereon laid before the meeting, be and are hereby considered and adopted.”

Resolution Required:					Ordinary Resolution			
Whether promoter/promoter group are interested in the resolution					No			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1833594	970897	52.9505	654697	316200*	67.4322	32.5678
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1833594	970897	52.9505	654697	316200	67.4322	32.5678
Public-Institution	E-Voting	200	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	200	0	0	0	0	0	0
Public-Non Institution	E-Voting	1266206	142009	11.2153	142009	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1266206	142009	11.2153	142009	0	100.00	0
Total		3100000	1112906	35.9002	796706	316200	71.5879	28.4121

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**Item No. 2: Declaration of Dividend
Ordinary Resolution**

“RESOLVED THAT a final dividend at the rate of Re.1 per equity share of Rs. 10/- (Ten rupees) each fully paid up of the Company be and is hereby declared and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended 31st March 2021 to the Equity Shareholders of the Company whose names stand registered as members in the Company’s register of members or as beneficial owners in the books of National Securities Depository Ltd and Central Depository Services (India) Ltd as at the end of business hours on Thursday, 9th September 2021 or to their mandates.”

Resolution Required:					Ordinary Resolution			
Whether promoter/promoter group are interested in the resolution					No			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1833594	970897	52.9505	654697	316200*	67.4322	32.5678
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1833594	970897	52.9505	654697	316200	67.4322	32.5678
Public-Institution	E-Voting	200	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	200	0	0	0	0	0	0
Public-Non Institution	E-Voting	1266206	142009	11.2153	142009	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1266206	142009	11.2153	142009	0	100.00	0
Total		3100000	1112906	35.9002	796706	316200	71.5879	28.4121

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Item No. 3: Re-appointment of Mr. Robin Aidan Farley (DIN: 08217522), who retires by rotation and being eligible, offers himself for re-appointment as a Director
Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act’ 2013, Mr. Robin Aidan Farley (DIN: 08217522), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

Resolution Required:					Ordinary Resolution			
Whether promoter/promoter group are interested in the resolution					No			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1833594	970897	52.9505	654697	316200*	67.4322	32.5678
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1833594	970897	52.9505	654697	316200	67.4322	32.5678
Public-Institution	E-Voting	200	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	200	0	0	0	0	0	0
Public-Non Institution	E-Voting	1266206	142009	11.2153	142009	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1266206	142009	11.2153	142009	0	100.00	0
Total		3100000	1112906	35.9002	796706	316200	71.5879	28.4121

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Item No. 4: Re-appointment of Mr. Anjan Ghosh (DIN: 00655014), who retires by rotation and being eligible, offers himself for re-appointment as a Director
Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act’ 2013, Mr. Anjan Ghosh (DIN: 00655014), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

Resolution Required:					Ordinary Resolution			
Whether promoter/promoter group are interested in the resolution					No			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1833594	970897	52.9505	654697	316200*	67.4322	32.5678
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1833594	970897	52.9505	654697	316200	67.4322	32.5678
Public-Institution	E-Voting	200	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	200	0	0	0	0	0	0
Public-Non Institution	E-Voting	1266206	142009	11.2153	142009	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1266206	142009	11.2153	142009	0	100.00	0
Total		3100000	1112906	35.9002	796706	316200	71.5879	28.4121

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**Item No. 5: Payment of remuneration to the Statutory Auditors
Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Sections 139,142 and other applicable provisions, if any, of the Companies Act’ 2013 read with Companies (Audit and Auditors), Rules, 2014 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], M/s. Ghosal, Basu & Ray, Chartered Accountants (Registration No. 315080E) be paid such remuneration as shall be fixed by the Board of Directors of the Company for conducting the Statutory Audit of the Company for the financial year ending 31st March 2022.”

Resolution Required:					Ordinary Resolution			
Whether promoter/promoter group are interested in the resolution					No			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1833594	970897	52.9505	654697	316200*	67.4322	32.5678
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1833594	970897	52.9505	654697	316200	67.4322	32.5678
Public-Institution	E-Voting	200	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	200	0	0	0	0	0	0
Public-Non Institution	E-Voting	1266206	142009	11.2153	142009	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1266206	142009	11.2153	142009	0	100.00	0
Total		3100000	1112906	35.9002	796706	316200	71.5879	28.4121

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SPECIAL BUSINESS

Item No. 6: Appointment of Ms. Simeen Hossain (DIN: 08893052) as an Independent Director of the Company
Ordinary Resolution

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act’ 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Ms. Simeen Hossain (DIN: 08893052) who was appointed as Director, in casual vacancy, being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Act’ from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office with effect from 13th November 2020 for a term upto 31st March 2024 on the Board of the Company.”

Resolution Required:					Ordinary Resolution			
Whether promoter/promoter group are interested in the resolution					No			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1833594	970897	52.9505	654697	316200*	67.4322	32.5678
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1833594	970897	52.9505	654697	316200	67.4322	32.5678
Public-Institution	E-Voting	200	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	200	0	0	0	0	0	0
Public-Non Institution	E-Voting	1266206	142009	11.2153	142009	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1266206	142009	11.2153	142009	0	100.00	0
Total		3100000	1112906	35.9002	796706	316200	71.5879	28.4121

**Item No. 7: Ratification of remuneration of Cost Auditors for the financial year ending 31st March 2022
Ordinary Resolution**

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act’ 2013 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], the remuneration as approved by the Board of Directors to conduct the audit of cost records of the Company for the financial year ending 31st March 2022 and set out in the Explanatory Statement attached with the Notice, be paid to M/s. Mou Banerjee & Associates, Cost Accountants, (Registration No. 00266) as Cost Auditors of the Company.’”

Resolution Required:					Ordinary Resolution			
Whether promoter/promoter group are interested in the resolution					No			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1833594	970897	52.9505	654697	316200*	67.4322	32.5678
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1833594	970897	52.9505	654697	316200	67.4322	32.5678
Public-Institution	E-Voting	200	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	200	0	0	0	0	0	0
Public-Non Institution	E-Voting	1266206	142009	11.2153	142009	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1266206	142009	11.2153	142009	0	100.00	0
Total		3100000	1112906	35.9002	796706	316200	71.5879	28.4121

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*** Note : In view of an order passed by the Hon'ble Supreme Court of India on March 28, 2016, as forwarded by the Company, all rights of votes casted by one shareholder by electronic means with respect to 2,21,230 equity shares in the Company shall abide by the final outcome of a suit pending before learned Jorhat Court.**

A compact Disc (CD) containing list of equity shareholders who vote "FOR" and "AGAINST" for each resolution is submitted with the report.

Thanking you,

Yours faithfully

A handwritten signature in black ink, appearing to read "Tarun Chatterjee". The signature is written in a cursive style with a large initial 'T'.

Tarun Chatterjee - Advocate

Place: Kolkata

Date: 16-09-2021

Tarun Chatterjee

M. Com, LLB. ACS
Advocate
Calcutta High Court

Office : "ABHISHEK POINT" (4th Floor)
152, S. P. Mukherjee Road, Kolkata - 700026
Phone : (033) 4060 5149 / 6459 7983
Mobile : 9433239319 / 9007429681
E-mail : tchatterjeeassociates@gmail.com
tcacorpadv@gmail.com

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Sections 108 of the Companies Act, 2013 read with Rules 20 and 21(1) of the Companies (Management and Administration) Rules, 2014]

To
The Chairman of the Annual General Meeting of
B&A Limited
(CIN: L01132AS1915PLC000200)
Registered Office: 'Indu Bhawan'
Mahatma Gandhi Road,
Jorhat, Assam - 785 001

Sir,

1. I, Tarun Chatterjee, Advocate, has been appointed by the Board of Directors of B&A Limited, (**herein after referred as the Company**) at its meeting held on 26th June 2021 as the Scrutinizer to scrutinize the remote e-voting and electronic voting during Annual General Meeting (**AGM**) of the Company held through Video Conferencing (VC) / Other Audio Video Means (OAVM) on 16th September 2021, in a fair and transparent manner as per the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 and Secretarial Standards on General Meetings, on the resolutions contained in the Notice dated 26th June 2021 of the AGM of the members of the Company.
2. The Company had provided remote e-voting facility for its members as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 which remained open from Monday, 13th September 2021 (10:00 A.M IST) to Wednesday, 15th September 2021 (17:00 P.M IST).



3. The Company had also provided e-voting facility to vote during the AGM for the members who attended the meeting through VC/OAVM and had not voted through remote e-voting, to cast their vote during the AGM.
4. After the closure of e-voting at the AGM, the report on voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked on 16th September 2021 at 12.28 PM and were counted.
5. I have scrutinized and reviewed the remote e-voting prior and e-voting during the AGM and votes cast therein based on the data downloaded from the CDSL e-voting system.
6. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereto relating to remote e-voting and voting through electronic voting system during the AGM held on the resolutions contained in the Notice dated 26th June 2021 of the AGM of the members of the Company.
7. I do hereby submit the Consolidated Report of vote cast through electronic voting system during the meeting and on remote e-voting on the resolutions contained in the Notice dated 26th June 2021 of the AGM.



ORDINARY BUSINESS

Item No. 1: Adoption of Standalone & Consolidated Financial Statements for the year ended 31st March 2021

Ordinary Resolution

- (a) **“RESOLVED THAT** the Audited Standalone Financial Statement of the company for the financial year ended 31st March 2021 and reports of the Board of Directors and Auditors thereon laid before the meeting, be and are hereby considered and adopted.”
- (b) **“RESOLVED THAT** the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March 2021 and report of the Auditors thereon laid before the meeting, be and are hereby considered and adopted.”

(I) Vote **in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
57	796706	71.59

(II) Vote **against** the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
1	316200*	28.41

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**Item No. 2: Declaration of Dividend
Ordinary Resolution**

“RESOLVED THAT a final dividend at the rate of Re.1 per equity share of Rs. 10/- (Ten rupees) each fully paid up of the Company be and is hereby declared and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended 31st March 2021 to the Equity Shareholders of the Company whose names stand registered as members in the Company’s register of members or as beneficial owners in the books of National Securities Depository Ltd and Central Depository Services (India) Ltd as at the end of business hours on Thursday, 9th September 2021 or to their mandates.”

(I) Vote **in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
57	796706	71.59

(II) Vote **against** the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
1	316200*	28.41



Item No. 3: Re-appointment of Mr. Robin Aidan Farley (DIN: 08217522), who retires by rotation and being eligible, offers himself for re-appointment as a Director
Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act’ 2013, Mr. Robin Aidan Farley (DIN: 08217522), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

(I) Vote **in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
57	796706	71.59

(II) Vote **against** the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
1	316200*	28.41

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**Item No. 4: Re-appointment of Mr. Anjan Ghosh (DIN: 00655014), who retires by rotation and being eligible, offers himself for re-appointment as a Director
Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act’ 2013, Mr. Anjan Ghosh (DIN: 00655014), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

(I) Vote **in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
57	796706	71.59

(II) Vote **against** the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
1	316200*	28.41

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Item No. 5: Payment of remuneration to the Statutory Auditors
Ordinary Resolution

“**RESOLVED THAT** pursuant to the provisions of Sections 139,142 and other applicable provisions, if any, of the Companies Act’ 2013 read with Companies (Audit and Auditors), Rules, 2014 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], M/s. Ghosal, Basu & Ray, Chartered Accountants (Registration No. 315080E) be paid such remuneration as shall be fixed by the Board of Directors of the Company for conducting the Statutory Audit of the Company for the financial year ending 31st March 2022.”

(I) Vote **in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
57	796706	71.59

(II) Vote **against** the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
1	316200*	28.41



SPECIAL BUSINESS

Item No. 6: Appointment of Ms. Simeen Hossain (DIN: 08893052) as an Independent Director of the Company

Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act’ 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Ms. Simeen Hossain (DIN: 08893052) who was appointed as Director, in casual vacancy, being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Act’ from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office with effect from 13th November 2020 for a term upto 31st March 2024 on the Board of the Company.”

(I) Vote **in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
57	796706	71.59

(II) Vote **against** the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
1	316200*	28.41

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Item No. 7: Ratification of remuneration of Cost Auditors for the financial year ending 31st March 2022

Ordinary Resolution

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act’ 2013 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], the remuneration as approved by the Board of Directors to conduct the audit of cost records of the Company for the financial year ending 31st March 2022 and set out in the Explanatory Statement attached with the Notice, be paid to M/s. Mou Banerjee & Associates, Cost Accountants, (Registration No. 00266) as Cost Auditors of the Company.”

(I) Vote **in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
57	796706	71.59

(II) Vote **against** the Resolution:

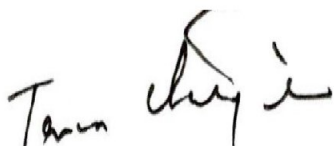
No. of members	No. of votes cast by them	% of total number of valid votes cast
1	316200*	28.41

*** Note :** In view of an order passed by the Hon'ble Supreme Court of India on March 28, 2016, as forwarded by the Company, all rights of votes casted by one shareholder by electronic means with respect to 2,21,230 equity shares in the Company shall abide by the final outcome of a suit pending before learned Jorhat Court.

A compact Disc (CD) containing list of equity shareholders who vote “FOR” and “AGAINST” for each resolution is submitted with the report.

Thanking you,

Yours faithfully



Tarun Chatterjee - Advocate

Place: Kolkata

Date: 16-09-2021