



B&A Limited

CIN: L01132AS1915PLC000200

Registered Office : Indu Bhawan, Mahatma Gandhi Road, Jorhat - 785001, Assam

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

Phone : (033) 2265 7389, 4004 7472, Fax : (033) 2265 1388

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

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the Shareholders of B & A Limited ('the Company') for the financial year ended 31st March 2022 will be held at the registered office of the Company at Indu Bhawan, Mahatma Gandhi Road, Jorhat-785001, Assam on Thursday, 8th September 2022 at 10.00 AM (IST) to transact the following business:

Ordinary Business

1. To consider and adopt (a) the audited Standalone Financial Statement of the Company for the financial year ended 31st March 2022 together with the reports of the Directors and Auditors thereon; and (b) the audited Consolidated Financial Statement of the Company for the financial year ended 31st March 2022 together with the report of the Auditors thereon and in this regard, pass the following resolutions as an Ordinary Resolution:
 - (a) **"RESOLVED THAT** the audited Standalone Financial Statement of the Company for the financial year ended 31st March 2022 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 2022 and report of the Auditors thereon laid before the meeting, be and are hereby considered and adopted."
2. To declare Dividend on Equity Shares of the Company for the financial year ended 31st March 2022 and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT a final dividend at the rate of Rs. 2/- 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 2022 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, 1st September 2022 or to their mandates."

3. To reappoint Mr. Rajkamal Bhuyan (DIN: 00946477), who retires by rotation and being eligible, offers himself for reappointment as a Director and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 152 of the Companies Act' 2013, Mr. Rajkamal Bhuyan (DIN: 00946477), who retires by rotation at this meeting and being eligible has offered himself for reappointment, be and is hereby reappointed as Director of the Company, liable to retire by rotation."

4. To reappoint Mr. Bhramar Kumar Mahanta (DIN: 02705485), who retires by rotation and being eligible, offers himself for reappointment as a Director and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 152 of the Companies Act' 2013, Mr. Bhramar Kumar Mahanta (DIN: 02705485), who retires by rotation at this meeting and being eligible has offered himself for reappointment, be and is hereby reappointed as Director of the Company, liable to retire by rotation."



5. To fix remuneration of Statutory Auditors and in this regard, pass the following resolution as an 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 2023.

Special Business

6. 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 section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter ‘the Act’) and 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 a Managing Director of the Company for a period of three years with effect from 1st April 2023 to 31st March 2026 upon terms and conditions as set out in the draft agreement between the Company and Mr. Somnath Chatterjee a copy whereof as 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 authorised 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 authorised 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.”

7. To ratify the remuneration of Cost Auditors for the financial year ending 31st March 2023 and in this regard, pass the following resolution as an 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 2023 as set out in the Explanatory Statement attached with the Notice, be paid to M/s. Mou Banerjee & Associates, Cost Accountants (Registration No. 000266) as Cost Auditors of the Company.”

By Order of the Board of Directors

D. Chowdhury
Company Secretary
Membership No : A15674

Place : Kolkata
Date : 28th May, 2022



NOTES:

1. **Proxy:** A member entitled to attend and vote at the Annual General Meeting on 8th September 2022 (AGM) 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. A blank proxy form is enclosed with this Notice.

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 Members:** Corporate Members intending to send their authorised 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 AGM. Such request alongwith the scanned copy of the board resolution could be emailed at shares@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. 6 and 7 as set above is attached with the Notice of

the AGM. Details as required under Regulation 36 of the SEBI-LODR and Secretarial Standard on General Meeting (SS-2) in respect of the Directors seeking appointment at the AGM 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 AGM 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 AGM.
6. **Book closure:** Pursuant to the provision of section 91 of the Act', the Register of Members and the Share Transfer Books of the company shall remain closed from Friday, 2nd September 2022 to Thursday, 8th September 2022 (both days inclusive).
7. **Record Date for Voting:** The Company has set Thursday, 1st September 2022 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 AGM, in both remote e-voting and physical mode.
8. **Dividend:** The Dividend, as recommended by the Board, if declared at the AGM, will be paid, subject to the provisions of section 126 of the Act' to those members or their mandates
- (i) Whose name appear as Beneficial Owners as at the close of business hours on Thursday, 1st September 2022 in the list to be furnished by National Securities Depositories Ltd (NSDL) and Central Depository Services (India) Ltd (CDSL) [collectively DPs] in respect of shares held in electronic form and
 - (ii) Whose names appear as members in the Register of Members of the Company on Thursday, 1st September 2022.

Shareholders are requested to note that Securities and Exchange Board of India (SEBI) vide its circular dated 20th April 2018 has directed companies to distribute dividends via ECS/NEFT or other approved electronic mode or by physical instrument such as



warrants/ demand draft incorporating bank details of the shareholders. Accordingly shareholders holding shares in demat form are requested to update their demat account with the DP and those shareholders holding shares in physical form are requested to submit the form ISR-1 available at the website of the company to the RTA of the company, MCS Share Transfer Agent Ltd to enable them to update the necessary records for payment of dividends in electronic/approved mode.

Shareholders who have not so far encashed their dividend warrants for the financial year ended 31st March 2015, 2016, 2017, 2018, 2019 and 2021 may immediately approach the company's RTA, to claim the unpaid dividends. Shares with respect to which dividends remain unclaimed for seven years will be transferred to the Investor Education and Protection Fund (IEPF) as per section 123 of the Act' and applicable rules.

- 9. Dematerialization and Nomination:** Members holding shares in physical mode are requested to convert their holding in dematerialized form to eliminate the risk associated with physical shares and ensure better management of their holding. Shareholders are requested to nominate in respect of their shareholding to ease the process of transmission. Shareholders are requested to note that SEBI vide its circular SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/ 2021/655 dated 3rd November 2021 has notified simplified norms for processing investors service request by RTA and mandatory furnishing of PAN, KYC details and Nomination by holders of physical securities. Necessary forms for furnishing the above mentioned details are notified by SEBI which are available at the website of the company. Members holding physical shares may note that unless such details are made available with RTA's records any form of investor service would not be available against concerned shares. Members holding physical shares may further note in the event the RTA doesn't receive the details as above by 31st March 2023, concerned shares shall be frozen by RTA.

Members holding physical shares are requested to note that SEBI vide its circular dated 25th January 2022, has mandated listed companies to issue shares in dematerialized form only while processing service requests from the concerned shareholders

with regards to issue of duplicate, renewal, exchange, endorsement, sub-divided and/or consolidated certificate or transmission of shares. Detail procedures alongwith necessary documents are available at the website of the company at investor's section.

- 10. 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, e-mail: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.
- 11. Service of Notice and Annual Report:** The Annual report 2021-22 and Notice of the AGM, Attendance Slip and Proxy Form are being sent in electronic form to all the members whose email IDs are registered with the Company/DPs. For members who have not registered their email addresses physical copies of the aforesaid documents are being sent in the permitted mode. Annual Report for the financial year ended 31st March 2022, Notice of the AGM, Attendance Slip and Proxy Form are also available in the Company's website at <https://www.barooahs.com>. The same shall also be available on the website of Stock Exchange i.e. BSE Limited at www.bseindia.com. The Notice of the AGM will also be available on the website of CDSL <https://www.evotingindia.com>.
- 12.** Members seeking any information with regard to accounts are requested to write to the Company Secretary at least 5 days in advance of AGM to enable the Company to keep the information ready. Such queries mentioning name, demat a/c number/folio number, etc. should be sent to corporate office of the Company or could be emailed at shares@barooahs.in.
- 13. E-voting:** In compliance with the provisions of section 108 of the Companies Act' 2013 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.
- 14. Scrutinizer:** Mr. Tarun Chatterjee, Advocate (Enrolment No. WB 2068) failing him, Ms. Binita



Pandey, Practicing Company Secretary (PCS No. 19730) 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 make a Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman of the AGM.

15. 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, 5th September 2022 at 10 AM (IST) and ends on Wednesday, 7th September 2022 at 5 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, 1st September 2022 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) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Any person who becomes a member of the company after dispatch of the notice of the AGM and holding shares as on the cut-off date or any member whose email ids are not registered with the company/DPs may obtain the login details required for e-voting
 - a) In case shares are held in physical mode, please send a scan copy of a signed request letter mentioning your Folio No., name of shareholder, complete postal address, alongwith scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) by email to shares@barooahs.in.

- b) For Demat shareholders - Please update your email id & mobile no. with your respective depository participant.
- c) For Individual Demat shareholders – Please update your email id & mobile no. with your respective depository participant which is mandatory while e-voting through DPs.
- (v) The voting rights of the shareholder will be in proportion of the shares held by them as on the record date of Thursday, 1st September 2022 to the paid up equity share capital of the company.
- (vi) 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 DPs/ 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.
- (vii) 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 DPs and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.



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

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 your vote during the remote e-voting period. Additionally, there is also links provided to access the system of all e-voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option

	<p>to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>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 & e-mail 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 ESPs.</p>
Individual Shareholders holding securities in Demat mode with NSDL	<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: 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</p>



	<p>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 https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>3) 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 hold 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.</p>
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<p>Individual shareholders (holding securities in demat mode) login through their Depository Participants</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>
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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 DPs i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk. evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.



b) Login method for e-voting for **shareholders other than individual shareholders holding in demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website 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 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 Shareholders holding shares in Demat Form others than individual and Physical Form
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"> Shareholders who have not updated their PAN with the company / depository participant(s) are requested to use the sequence number sent by company/RTA or contact company/RTA.
Dividend Bank Details OR 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"> 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 as mentioned in instruction (b).

- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 8) 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.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- 11) 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.
- 12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
- 13) 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.
- 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.
- 16) 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.
- 17) **Facility for Non – Individual Shareholders and Custodians – Remote E-Voting**
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- 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 at the e-mail address viz; shares@barooahs.in (designated e-mail address by company), if

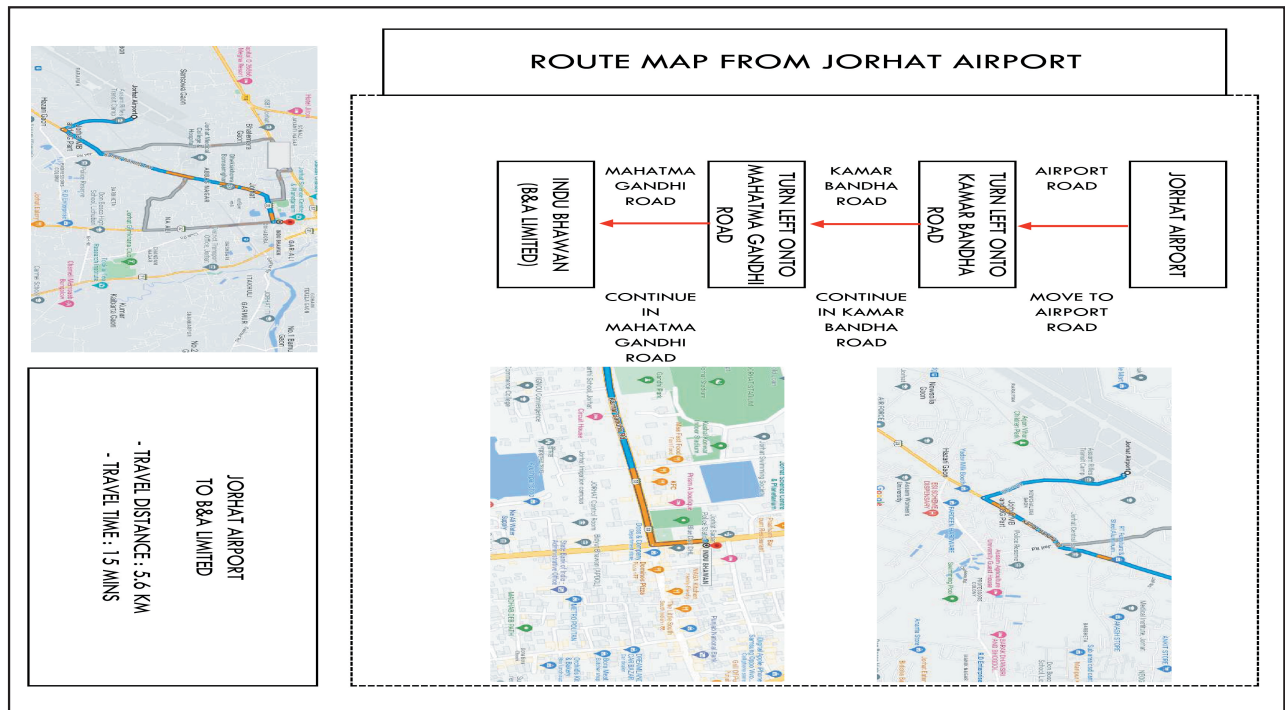
they have voted from individual tab and not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.

viii) 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 022-23058738 and 022-23058542/43.

ix) 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 helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

16. Results of e-voting: Results of the e-voting shall be declared within 48 hours after conclusion of the AGM. The consolidated Scrutinizer's report on e-voting alongwith voting at the venue of AGM shall be placed at the website of the company and on 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.

17. 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 Annual General Meeting to be held on 8th September 2022 ('the AGM'):

Item No. 6

Mr. Somnath Chatterjee (Mr. Chatterjee) was appointed as Managing Director of B&A Ltd. ('the Company') with effect from 1st April 2018 by the Board of Directors ('the Board') for a period of five years. His appointment and remuneration was approved by the Shareholders of the Company in the Annual General Meeting of the Company held on 27th September 2018. Mr. Chatterjee's current term of Managing Directorship will expire on 31st March 2023. The Board on recommendation made by the Nomination and Remuneration Committee of Directors ('the Committee') in its meeting held on 28th May 2022 has reappointed Mr. Chatterjee as Managing Director for a further period of 3 (three) years with effect from 1st April 2023 to 31st March 2026. The terms and conditions of his appointment including remuneration payable to him in the capacity of Managing Director as recommended by the Committee in its meeting held on 28th May 2022, is subject to the approval of the Members in the AGM. An agreement to be executed by the Company with Mr. Chatterjee ascribing, inter alia, to the following terms and conditions of his appointment including remuneration payable to him is also subject to the approval of the Members in the AGM.

1. Mr. Chatterjee's appointment as Managing Director will be effective from 1st April 2023 and remain in force for a period of 3 (three) years i.e. from 1st April 2023 to 31st March 2026.
2. Mr. Chatterjee will be entitled to the following remuneration and allowances in the capacity of Managing Director with effect from 1st April 2023:
 - a) (i) Basic Salary – Salary at the rate of Rs. 1,55,000 (Rupees One Lac Fifty Five 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) alongwith 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 one and half 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 parents. Additionally, he will be entitled for contribution to maintain health insurance for self and family including dependent parents, 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-imbursement 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 authorised 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, Security 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. 6 of the Notice of the AGM for approval by the Members.

Item no. 7

The Board on recommendations made by the Audit Committee of Directors has approved the appointment and remuneration of M/s. Mou Banerjee & Co., Cost Accountants (Registration No. 000266) as Cost Auditors to conduct the audit of the cost records of the Company pertaining to its tea business for the financial year ending 31st March 2023. The Board has approved Rs. 75,000 (Rupees Seventy Five Thousand Only) excluding applicable tax and re-imbursement of expenses as Audit Fees payable to the Cost Auditors for the financial year ending 31st March 2023.

In terms of section 148 of the Companies Act' 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors and approved by the Board has to be ratified by the Members of the Company. Accordingly, by proposing this ordinary resolution, the Board seeks approval of the Members to pay the remuneration as approved by it to the Cost Auditors for the financial year ending 31st March 2023.

None of the Directors and Key Managerial Personnel of the Company, or their relatives is interested or concerned in this resolution.

The Board recommends the ordinary resolution set out in item no. 7 of the Notice of the AGM for the approval by the Members.

By Order of the Board of Directors

D. Chowdhury

Company Secretary

Membership No : A15674

Place : Kolkata

Date : 28th May, 2022

ANNEXURE TO THE NOTICE

Details in respect of Directors seeking reappointment at the AGM are provided herewith. The concerned Directors have furnished requisite declarations for their reappointment.

(i) Profile of Appointee Directors

- a) **Mr. Rajkamal Bhuyan:** Born in 1956, Mr. Bhuyan is a Post Graduate in Economics and Chartered Accountant. He is a reputed businessman and has promoted several companies which deal with construction projects. Mr. Bhuyan is a Director in Premier Cryogenics Ltd and is a Member of Assam State



Construction Workers' Welfare Board. He was appointed as a Director in 2020 in his current term. Mr. Bhuyan is a member of the Nomination and Remuneration Committee of Directors of the Company. Mr. Bhuyan does not hold any shares in the Company. He is not related to any Director on the Board.

- b) Mr. Bhramar Kumar Mahanta:** Born in 1949, Mr. B.K Mahanta joined the Company's Directorate in 2014. Mr. Mahanta has vast experience in tea broking and has served different tea broking companies in his long career. Currently he serves as Executive Chairman in Assam Tea Brokers Pvt. Ltd, a reputed tea broking house. Mr. Mahanta holds 250 equity shares in the Company. He is not related to any Director on the Board.

- c) 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 thirty seven 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 and Share Transfer Committee of the Board of Directors of the Company. He holds 2,42,230 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.

(ii) Particulars of Directorship of the above-mentioned Directors in other listed Indian companies as on 31st March 2022 are tabled below:

Name of the Director	Number of meetings of Board attended during FY 2021-22	Remuneration received during FY 2021-22 (In Rs. Lac)	Name of the other listed companies where the appointee is also a Director	Category of Directorship	Committee Membership	Chairmanship in Committees
Mr. Rajkamal Bhuyan	4	1.40 (Fees for attending meetings of Board and Committees)	Premier Cryogenics Limited	Non-Executive Director	Audit Committee	Audit Committee
Mr. Bhramar Kumar Mahanta	4	1.20 (Fees for attending meetings of Board)	Nil	Not applicable	Not applicable	Not applicable
Mr. Somnath Chatterjee	4	30.43	B&A Packaging India Ltd	Executive Director	i) Audit Committee ii) Stakeholder's Relationship Committee iii) Share Transfer Committee	Nil

**B & A LIMITED**

CIN: L01132AS1915PLC000200

Regd. Office: Indu Bhawan, Mahatma Gandhi Road, Jorhat – 785 001, Assam

Corp. Office: 113, Park Street, 9th Floor, Kolkata – 700 016

Phone: (033) 2265 7389, 4004 7472, Fax: (033) 2265 1388

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

ATTENDANCE SLIP**ANNUAL GENERAL MEETING ON THURSDAY, 8TH SEPTEMBER 2022**

Name and Registered address of the shareholder(s)	
Registered Folio No./DP. ID. & Client ID.	

I/We hereby record my/our presence at the Annual General Meeting of the Company at Indu Bhawan, Mahatma Gandhi Road, Jorhat-785001, Assam on Thursday, 8th September, 2022.

Member's Folio No.

Member's/ Proxy's name in Block Letters

Member's/Proxy's Signature

Note : Please cut here and 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. 15 (vii)(b) 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

**B & A LIMITED**

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PROXY FORM

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

ANNUAL GENERAL MEETING ON THURSDAY, 8TH SEPTEMBER 2022

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

- Name :
Address :
E-mail ID :
Signature : or failing him/her
- Name :
Address :
E-mail ID :
Signature : or failing him/her
- Name :
Address :
E-mail ID :
Signature :

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Thursday, 8th day of September 2022 at the Registered Office of the Company and at any adjournment thereof, in respect of resolutions as indicated below:

Sl. No.	Resolution Proposed	Optional*	
		For	Against
1.	Adoption of Audited Financial Statements, Reports of the Directors and Auditors for the financial year 2021-22.		
2.	Declaration of Dividend on Equity Shares.		
3.	Re-appointment of Mr. Raj Kamal Bhuyan (DIN:00946477) who retires by rotation.		
4.	Re-appointment of Mr. Bhramar Kumar Mahanta (DIN:02705485) who retires by rotation.		
5.	Fixation of remuneration of M/s Ghosal, Basu & Ray, Chartered Accountants (Registration No. 315080E) for the financial year ending 31 st March 2023.		
6.	Re-appointment of Mr. Somnath Chatterjee (DIN:00172364) as Managing Director of the Company for a period of three years with effect from 1 st April 2023 to 31 st March 2026.		
7.	Ratification of remuneration payable to M/s Mou Banerjee & Co., Cost Auditors (Registration No. 00266) for the financial year 2022-23.		

Signed this day of, 2022

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 Ltd 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.