



B & A Ltd

CIN: L01132AS1915PLC000200

Registered Office - Indu Bhawan, M.G. Road
Jorhat, Assam- 785001

Corporate Office- 113, Park Street, Kolkata- 700016

Phone 033 2265 7389, Fax 033 2265 1388

Email : investorrelations@bandaltd.in, Website: www.barooahs.com

NOTICE

Notice is hereby given that the Annual General Meeting of the Shareholders of B & A Ltd will be held at Indu Bhawan, Mahatma Gandhi Road, Jorhat Assam, 785001 on Saturday, the 27th September 2014 at 10.30 am to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the company for the financial year ended 31st March 2014 together with the reports of the Directors and Auditors thereon.
2. To declare dividend on the equity shares of the company.
3. To appoint a Director in place of Mr. Amit Chowdhuri having DIN 00080854 who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to applicable provisions of Companies Act, 2013 and Rules framed thereunder and pursuant to the recommendations of Audit Committee of the Board of Directors, M/s. P.K. Nandy & Associates, Chartered Accountants (Registration No. 307043E), be and is hereby appointed as Statutory Auditors of the company, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of traveling and out of pocket expenses incurred by them for the purpose of audit.”

SPECIAL BUSINESS:

To pass, with or without modification(s), the following resolutions as Ordinary Resolutions:

5. **Appointment of Mrs. Anuradha Farley as Director**

“RESOLVED THAT pursuant to the provisions of section 152 and any other applicable

provisions of the Companies Act, 2013 and rules framed thereunder, Mrs. Anuradha Farley, having DIN 06699021, who was appointed as an Additional Director of the company under Section 260 of the Companies Act, 1956 with effect from 30th August 2013 to hold office upto the date of this Annual General Meeting and in respect of whom the company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of director of the company, be and is hereby appointed as a Director liable to retire by rotation.”

6. Appointment of Mr. Basant Kumar Goswami as Independent Director

“RESOLVED THAT pursuant to section 149, 150 and 152 of the Companies Act’ 2013 read with Schedule IV of the said Act’ and rules framed thereunder and Clause 49 of the Listing Agreement, Mr. Basant Kumar Goswami having DIN 00003782, an Independent Director of the company whose period of office was liable to determination by retirement of directors by rotation and in respect of whom the company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director, be and is hereby appointed as ‘Independent Director’ of the company for a term upto 31st March, 2019 and whose office shall not, henceforth, be liable to determination by retirement of directors by rotation.”

7. Appointment of Mr. Latifur Rahman as Independent Director

“RESOLVED THAT pursuant to section 149, 150 and 152 of the Companies Act’ 2013 read with Schedule IV of the said Act’ and rules framed thereunder and Clause 49 of the Listing Agreement, Mr. Latifur Rahman having DIN 05121886, an Independent Director of the company whose period of office was liable to determination by retirement of directors by rotation and in respect of whom the company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director, be and is hereby appointed as ‘Independent Director’ of the Company for a term upto 31st March 2019 and whose office shall not, henceforth, be liable to determination by retirement of directors by rotation.”

To pass, with or without modification(s), the following resolutions as Special Resolutions:

8. Increase in Borrowing Limits

“RESOLVED THAT in supersession of the ordinary Resolution passed under section 293 (1) (d) of the Companies Act’ 1956, at the Annual General Meeting of the company held on 27th August 2013 and pursuant to the provisions of Section 180 (1)(c) the Companies Act, 2013 and other applicable provisions, if any, of the said Act, consent of the company be and is hereby accorded to the Board of Directors of the company for borrowing from time to time from any Financial Institutions, State Level Institution, Nationalized Bank, Scheduled Bank or any other financial institution including registered non-banking financial company with Reserve Bank of India or any other company, body corporate or any other entity, any sum or sums of monies, whether by way of loans, advances or otherwise, which together with the monies already borrowed by the company (apart from temporary loans obtained or to be

obtained from the company's bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital of the company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed shall not, at any time, exceed the limit of Rs. 100,00,00,000 (Rupees One Hundred Crores only).

RESOLVED FURTHER that the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things as they may deem necessary to give effect to the above resolution and/or to execute all such documents, instruments and writings as may be required."

9. **Mortgage in Favour of Lender**

"RESOLVED THAT in supersession of the ordinary resolution passed at the Annual General Meeting of the company held on 27th August, 2013 and pursuant to the provisions of section 180(1)(a) of the Companies Act, 2013, and other applicable provisions if any, of the said Act, the consent of the company be and is hereby accorded, to the Board of Directors of the company for Mortgaging/Charging in favour of any All India Financial Institution, State Level Institution, (hereinafter collectively referred to as 'financial institutions') Nationalized Bank, Scheduled Bank (hereinafter collectively referred to as 'banks') or any other financial institution including any non-banking financial company registered with Reserve Bank of India (hereinafter referred to as 'nbfc's'), all the immovable and movable properties of the company both present and future and the whole of the undertaking of the company or such of them as may be agreed to between the Board and the 'financial institutions' or 'banks' or 'nbfc's' to secure any loan from such 'financial institutions', 'banks' or 'nbfc's' together with interest, commitment charges, processing fees and other expenses incurred in connection with such loan and payable by the company to such 'financial institutions', 'banks' or 'nbfc's' in terms of any loan agreement to be entered into between the company and such 'financial institutions', 'banks' or 'nbfc's', provided however that the overall ceiling of such loan including interest payable to all such 'financial institutions', 'banks', or 'nbfc's' shall not exceed an aggregate amount of Rs. 100,00,00,000 (Rupees One Hundred Crores only) or such higher sum as may be prescribed by the general body of shareholders from time to time."

RESOLVED FURTHER that the Board be and is hereby authorised to finalise with the lenders/ trustees, the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this resolution."

Jorhat
1st August, 2014

By order of the Board
D.Chowdhury
Company Secretary

NOTES:

1. **A member entitled to attend and vote is also entitled to 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 should, however, be deposited at the registered office of the company 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.

2. A statement pursuant to section 102(1) of the Companies Act' 2013 relating to the Special Business to be transacted at the meeting is annexed hereto. Relevant documents referred to in the accompanying notice and the statements are open for inspection by the members at the registered office of the company on all working days during business hours up to the date of the meeting.
3. Pursuant to the provision of section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the company shall remain closed from 20th September,2014 to 27th September,2014 (both days inclusive).
4. The dividend, as recommended by the Board, if declared at the Annual General Meeting, will be paid, subject to the provisions of Section 126 of the Companies Act,2013 to those member or their mandates whose names stand registered on the company's Register of Members:
 - a) as Beneficial owners as at the end of business hours on 19th September, 2014 as per prelist to be furnished by NSDL and CDSL with respect to shares held in Electronic Form.
 - b) as members in the Register of Members of the company after giving effect to valid share transfers in physical form lodged with the company or the share transfer agents, MCS Share Transfer Agent Ltd ,12/1/5, Manhorpukur Road, Kolkata- 700026 on or before 19th September, 2014.
5. Shareholders holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the company for payment of dividend. The dividend will be distributed vide ECS or direct credit to the shareholder's bank account. The company or its registrars and transfer agents, MCS Share Transfer Agent Ltd cannot act on any request received directly from the members holding shares

in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants of the members.

6. In compliance with the provisions of section 108 of the Companies Act, 2013 and the rules framed thereunder and as per clause 35B of the Listing Agreement with the Bombay Stock Exchange Ltd, the members are provided with the facility to cast their vote electronically, through e-voting services provided by Central Depository Services (India) Ltd (CDSL) on the resolutions set forth in this Notice.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **(Wednesday, 17th September 2014, 10.00 am.)** and ends on **(Friday 19th September 2014 at 6.00 pm.)** 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) of **(Friday, 22nd August 2014)**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the "COMPANY NAME: BandA LTD" from the drop down menu and click on "SUBMIT"
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. Sequence number is communicated in the Attendance Slip attached with this Notice.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If 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 (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant 'BandALTD', EVSN reference No :140818019 on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.

- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to **<https://www.evotingindia.co.in>** and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cDSLindia.com**.
 - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to **helpdesk.evoting@cDSLindia.com** and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at **www.evotingindia.co.in** under help section or write an email to **helpdesk.evoting@cDSLindia.com**.

Other instructions on e-voting:

- i. The e-voting period commence on Wednesday, 17th September 2014 (10.00 am) and ends on Friday, 19th September, 2014 (6.00 pm). During this period, shareholders holding shares either in physical form or in dematerialized form as on 22nd August, 2014 may cast their vote electronically. The e-voting module will be disabled by CDSL for voting thereafter. Once the vote on resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- ii. The voting rights of the shareholders will be in proportion of their shares as on 22nd August 2014 to the paid up equity share capital in the company.
- iii. Mr. Ashok Kumar Daga, Practicing Company Secretary, (Membership No. FCS 2699) has been appointed as the ‘Scrutinizer’ to scrutinize the e-voting process in a fair and transparent manner.
- iv. The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in presence of at least two witnesses and make scrutinizer’s report of the vote casted in favour or against, if any, forthwith to the Chairman.

- v. The results declared alongwith the Scrutinizer's report shall be placed on the company **website : www.barooahs.com** and with the website of CDSL within two days of passing of the resolutions at the AGM of the company on 27th September, 2014 and will be communicated to BSE where the shares of the company is listed.
7. Shareholders are requested to notify immediately any change in their address, to their DP in respect of their Electronic Share Accounts and to the Registrar in respect of their physical shares, as the case may be. To support 'Green Initiative' shareholders holding share in physical mode are requested to register their email ids with the company/ registrar.
8. **Shareholders who have not so far encashed their dividend warrants for the Financial Years ended 31st March 2009, 2010, 2011, 2012 and 2013 may immediately approach the company's registrars for revalidation of unclaimed dividend warrants.**
9. Shareholders who are interested in making nominations in respect of their shareholding are requested to submit the necessary form to the respective depository participant / registrar & transfer agent of the company.
10. The information as required to be provided in terms of the listing agreement with the Stock Exchange with regards to Directors who are proposed to be appointed / reappointed in this Annual General Meeting is enclosed.
11. Electronic copy of the Annual Report 2013-14 is being sent to all the shareholders whose email IDs are registered with the company/depository participant for communication purposes unless any shareholder has requested for a hard copy of the same. For shareholders who have not registered their email address, physical copies of the Annual Report for 2013-14 is being sent in the permitted mode. Any shareholder desirous to get a hard copy of annual report can write to the company's registrar for a copy of the same. Annual Report is also available in the website of the company.
12. Electronic copy of the Notice of the Annual General Meeting of the company is being sent to all the shareholders whose email ids are registered with the company/depository participant for communication purposes unless any shareholder has requested for a hard copy of the same. For those shareholders who have not registered their email address, physical copies of the Notice of the ensuing annual general meeting of the company is being sent in the permitted mode.
13. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Shareholders holding shares in electronic form are therefore requested to submit their PAN to their depository participants. Shareholders holding shares in physical form can submit their PAN to the company/ registrar.
14. As an austerity measure, copies of Annual Report will not be distributed at the Annual General Meeting; shareholders are requested to bring their copies at the meeting. Shareholders desirous of obtaining any information on accounts should send their queries in writing to the corporate office of the company at least 10 days before the Annual General Meeting.

Explanatory statement pursuant to section 102(1) of the Companies Act' 2013

Resolution No. 5

Mrs. Anuradha Farley was appointed Additional Director with effect from 30th August, 2013. Mrs. Farley holds office upto this Annual General Meeting. Pursuant to section 160 of the Companies Act,2013 the company has received notice from a shareholder to reappoint her a Director liable to retire by rotation in the forthcoming Annual General Meeting.

Your Directors recommend the resolution at Item No. 5 for your approval.

Mrs. A. Farley is interested in the resolution. The relatives of Mrs. Farley may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the company. No other Director or Key Managerial Person of the company or their relatives is concerned or interested in this resolution.

Resolution No. 6 & 7

Mr. Basant Kumar Goswami and Mr. Latifur Rahman were appointed Directors liable to retire by rotation under the erstwhile applicable provisions of the Companies Act' 1956 and have been discharging the role and functions of Independent Directors in terms of clause 49 of the Listing Agreement with the Stock Exchanges.

In terms of section 149 of the Companies Act, 2013 (the Act') the company is required to appoint at least one third of its total number of Directors as Independent Directors for a fixed term and their office will not be liable to retire by rotation. Accordingly, in compliance of sections 149, 150 and 152 read with schedule IV and any other applicable provisions of the Act, the Board of Directors in its meeting held on 24th May ,2014 has appointed Mr. Basant Kumar Goswami and Mr. Latifur Rahman as Independent Directors with effect from 24th May, 2014 to hold office for a term upto 31st March ,2019 subject to approval of the shareholders in this Annual General Meeting. A notice pursuant to Section 160 of the Companies Act, 2013, with the required deposit has been received from a shareholder signifying his intention to propose their appointment as Directors of the company.

The aforesaid persons have the desired qualifications and in depth experience in their respective field and are in the Directorate of different renowned organisations. The particulars of the aforesaid directors namely, age, qualification, experience and other details are enclosed in the notice calling this meeting.

In the opinion of the Board, Mr. Goswami and Mr. Rahman fulfils the conditions specified in the Act' and meets the criteria of independence specified in the Act and rules made thereunder and they are independent of the management. Formal appointment letters ascribing to the terms and conditions of appointment as Independent Directors in the company were issued to the respective directors and are open for inspection at the registered office of the company by any shareholder during normal business hours and are also available in the website of the company.

The Board considers that the continued association of the aforesaid persons would be of immense benefit to the company and it is desirable to continue their services as Independent Directors.

Your Directors recommend the resolutions as set out at item no. 6 & 7 for your approval.

Mr. Goswami and Mr. Rahman are interested in the respective resolution. The relatives of Mr. Goswami and Mr. Rahman may be deemed to be interested in the respective resolution to the extent of their shareholding, if any, in the company. No other Director or Key Managerial Person of the company or their relatives is concerned or interested in this resolution.

Resolution No. 8 and 9

The members in the Annual General Meeting of the company held on 27th August, 2013 had enhanced the borrowing limits of the company and authorised the Board of Directors in terms of section 293(1) (d) of the Companies Act' 1956 to borrow funds beyond the paid up share capital and free reserves of the company but not exceeding Rs. 100 cr. and authorized the Board in terms of section 293 (1) (a) of the Companies Act' 1956, to charge/ put on mortgage of the company's movable and immovable properties in favour of lenders in course of borrowing which might tantamount to 'disposing of' the 'whole' or 'substantially whole' of the 'undertaking' or 'undertakings' of the company. Both these approvals were given by the members by passing ordinary resolutions.

Pursuant to Section 180(1)(c) and (a) of the Companies Act'2013 which was notified on 12th September, 2013, read with clarification issued by Government of India,Ministry of Corporate Affairs, vide general circular no. 04/2014 dated 25th March 2014, these ordinary resolutions passed on 27th August, 2013 will remain in force till 11th September 2014, and all existing and fresh borrowings by the Board beyond the limit as stated above and execution of mortgage or charge as stated above, after this specified date shall require approval of the shareholders by way of special resolution.

The approval of the shareholders to authorise the Board of Directors for the said borrowings and creation of charge/mortgage for the borrowings is therefore being sought, by way of special resolutions, pursuant to Section 180 (1) (c) and (1) (a) of the Companies Act, 2013, respectively.

Your Directors recommend the resolutions as set out at item no. 8 & 9 for your approval.

None of the Directors, Key Managerial Personnel of the company or their relatives is anyway concerned or interested in these resolutions.

Jorhat
1st August, 2014

By order of the Board
D.Chowdhury
Company Secretary

Particulars of the Directors proposed to be appointed/ re-appointed

Name of Directors	Mrs. Anuradha Farley	Mr. Basant Kumar Goswami	Mr. Latifur Rahman	Mr Amit Chowdhuri
Date of Birth	21.02.1954	29.01.1935	28.08.1945	01.11.1949
Date of Appointment	30.08.2013	28.06.2007	21.11.2011	03.05.2010
Qualification/ Profession	Bachelor in Arts and Associate degree in Suma cum Laude, USA	Masters in English securing first position in Punjab University	Founder Chairman of Transcom Group of Companies, the most successful business venture of Bangladesh.	Hons. Graduate from St. Edmund College, Shillong
Nature of Expertise	Mrs Farley is the elder daughter of late Hemendra Prasad Barooah, founder and erstwhile chairman of the company. She was associated with Indian Airlines and thereafter she has been engaged with different business ventures.	Mr B.K. Goswami is a retired IAS officer and held very senior administrative positions like Chief Secretary, Govt. of Jammu and Kashmir, Secretary, Tourism, Director General, Tourism, Govt. of India.	Mr. Rahman has been heading the entire Transcom Group which employs over 10000 persons and turnover exceeding US\$ 500 million. His business ventures include marketing and distribution of beverages, fast foods, manufacture and marketing of electronic products, tea plantations, media and insurance products. Mr. Rahman is the president of International Chamber of Commerce, Bangladesh and has remained a member of Executive Board of Bangladesh Bank.	Mr. Chowdhuri possesses in- depth knowledge in tea manufacturing, marketing and allied areas. In his 40 year of career he has served J.Thomas & Co. Pvt.Ltd., a Kolkata based reputed tea auction house in several capacity, including Chairman & Managing Director, He has been associated with the tea and tea auction throughout India. He has represented various tea delegations in India and abroad. He has served the Board of Tengpani Tea Co. Ltd. and Grob Tea Co. Ltd.
Directorship in other Companies as on 31.03.2014, including foreign companies	B & A Packaging India Limited	1. Jai Prakash Associates Ltd. 2. Global Trust Capital Finance Ltd. 3. Mata Securities (P) Ltd. 4. New Kennilworth Hotels Ltd. 5. L. H. Sugar Factories Ltd. 6. J. P. Infratech Ltd 7. Nector Life Sciences Ltd. 8. Conservation Corporation of India Ltd.	1. Transcom Ltd. 2. Transcom Beverages Ltd. 3. Transcom Foods Ltd. 4. Transcom Distribution Co. Ltd. 5. Transcom Electronics Ltd. 6. Bangladesh Lamps Ltd. 7. Bangladesh Electrical Industries Ltd. 8. Eskayef Bangladesh Ltd.	1. B & A Packaging India Limited. 2. Rockland Realty Pvt. Ltd.

Name of Directors	Mrs. Anuradha Farley	Mr. Basant Kumar Goswami	Mr Latifur Rahman	Mr Amit Chowdhuri
		9. Jaypee Development Corporation Ltd. 10. Simbhaoli Sugars Ltd. 11. Jaypee Meghalaya Powers Ltd.	9. Mediastar Ltd. 10. Transcraft Ltd. 11. Transcom Mobile Ltd. 12. Transcom Cables Limited 13. Mediaworld Ltd. 14. Monipur Tea Company Limited 15. Marina Tea Company Limited 16. M .Rahman Tea Company Limited 17. Transfin Trading Ltd. 18. Holcim (Bangladesh) Limited 19. Nestl'e Bangladesh Limited 20. National Housing Finance & Investments Limited 21. Ayna Broadcasting Corp. Ltd. 22. Trinco Ltd. 23. Transcom Consumer Products Ltd. 24. Linde Bangladesh Ltd. (Abovementioned companies are foreign companies)	
Membership of Board committee in other Indian Companies as on 31.03.2014	NIL	1. Jai Prakash Associates Ltd.- Audit Committee-Member Remuneration Committee- Chairman 2. J.P.Infratech Ltd.- Audit Committee-Member 3. Simbhaoli Sugars Ltd- Audit Committee-Chairman	NIL	1. B & A Packaging India Limited- Audit Committee-Member Remuneration Committee-Member
No. of Shares held	4800	NIL	NIL	NIL

ANNUAL GENERAL MEETING
Saturday 27th September, 2014 at 10.30 a.m.



ATTENDANCE SLIP

B & A Ltd

CIN: L01132AS1915PLC000200
Registered Office- Indu Bhawan, MG Road, Jorhat, Assam- 785001
Corporate Office- 113, Park Street, Kolkata- 700016
Website www.barooahs.com, Email – investorrelations@bandaltd.in

Folio/DP ID-Client ID:	Sequence No. Share Holding:
I/We hereby record my/our presence at the Annual General Meeting of the Company at Indu Bhawan, Mahatma Gandhi Road, Jorhat-785001 on Saturday 27th September, 2014 .	
_____ Name of the Proxy (in BLOCK LETTERS)	_____ Signature of Shareholder / Proxy Present

Please cut here and bring the Attendance Slip duly signed, to the meeting and hand it over at the entrance. Duplicate slips will not be issued at the Venue of the Meeting.

08/14
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ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	USER ID	PAN(Original) or as per point no.6(viii) of e-voting instructions in Note of the Notice calling the meeting

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

ANNUAL GENERAL MEETING
Saturday 27th September, 2014 at 10.30 a.m.



PROXY FORM

B & A Ltd

CIN: L01132AS1915PLC000200
Registered Office- Indu Bhawan, MG Road, Jorhat, Assam- 785001
Corporate Office- 113, Park Street, Kolkata- 700016
Website www.barooahs.com, Email – investorrelations@bandaltd.in

I/We, being the holder(s) of _____ equity shares of B&A Limited, hereby appoint

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

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 Saturday, 27th September, 2014 at 10.30 a.m. at the Registered office of the company at Indu Bhawan, Mahatma Gandhi Road, Jorhat – 785001 and at any adjournment thereof in respect of such resolutions as are indicated below:

SI No.	Resolutions	Optional*	
		For	Against
1.	Adoption of Audited Financial Statements, Reports of the Directors and Auditors for the FY 2013-14		
2.	Declaration of Dividend on the equity shares		
3.	Reappointment of Mr. Amit Chowdhuri (DIN: 00080854) who retires by rotation		
4.	Appointment of Auditors M/s P K Nandy & Associates, Chartered Accountants, (Registration No. 307043E) and fixing their remuneration.		
5.	Appointment of Mrs. Anuradha Farley (DIN: 06699021) as a Director in the Company.		
6.	Appointment of Mr. Basant Kumar Goswami (DIN: 00003782) as an Independent Director in the Company.		
7.	Appointment of Mr. Latifur Rahman (DIN: 05121886) as an Independent Director in the Company.		
8.	Approval of Borrowing Limits of the Company under section 180(1) (c) of the Companies Act' 2013.		
9.	Authorization to create Mortgage/Charge on the Assets of the Company under section 180(1) (a) of the Companies Act' 2013.		

Signed this _____ day of _____ 2014

Member's Folio/ DP ID-Client ID No..... Signature of Shareholder(s).....

Signature of Proxy holder(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, 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 resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.