

REG: **B & A LIMITED & ORS.**

NOTICE

It is hereby notified to the public at large and specifically to the shareholders of B & A Limited having its Registered Office at Indu Bhawan, M. G. Road, Jorhat – 785001, Assam that an order has been passed by the Hon'ble Company Law Board, Eastern Region, Kolkata on September 8, 2015 on an application filed by one of the Shareholders of the company inter alia holding that in the ensuing Annual General Meeting to be held on September 15, 2015 by way of a notice dated July 31, 2015 wherein a proposed resolution being Special Resolution No. 10 for approval of proposed Articles of Association would not be considered and the same shall apply to the E-voters of the Company as well. The said Special Resolution No. 10 will be placed before the Shareholders in an appropriate Extra Ordinary General Meeting to be convened by the Company on a subsequent stage.

This is for the information and necessary consideration.

M/s Khaitan & Co.
Advocates
18, Old Post Office Street
Kolkata – 700001.
9th September 2015



B & A Ltd

CIN: L01132AS1915PLC000200

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

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

Phone : 033 2217 6815, 033 2227 2131 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 Tuesday, the 15th September, 2015 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 2015 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 Mrs. Anuradha Farley having DIN 06699021 who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint Auditor, in place of M/s Ghosal, Basu & Ray, Chartered Accountants, (Registration No: 315080E), Kolkata who retire in this Annual General Meeting and being eligible offer themselves for reappointment, who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the sixth Annual General Meeting where this Annual General Meeting be counted as the first annual general meeting and to fix their remuneration for the financial year ending 31st March, 2016.

Special Business:

To pass, with or without modification, the following Resolutions as Ordinary Resolutions:

5. "RESOLVED THAT pursuant to section 152 of the Companies Act' 2013, Mr. B. K. Mahanta (DIN: 02705485) be and is hereby appointed a Director liable to retire by rotation."
6. "RESOLVED THAT pursuant to section 149,150,152 and other applicable provisions, if any, of the Companies Act' 2013 and Rules framed there under, read with schedule IV of the said Act' Mr. Anjan Ghosh (DIN: 00655014) who was appointed a Director liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office upto 31st March, 2020 and whose office shall not, henceforth, be liable to determination by retirement of Directors by rotation."
7. "RESOLVED THAT pursuant to section 149,150,152 and other applicable provisions, if any, of the Companies Act' 2013 and Rules framed there under, read with schedule IV of the said Act' Mr. Rajkamal Bhuyan (DIN: 00946477) who was appointed a Director liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office upto 31st March, 2020 and whose office shall not, henceforth, be liable to determination by retirement of Directors by rotation."
8. "RESOLVED THAT pursuant to section 149,150,152 and other applicable provisions, if any, of the Companies Act' 2013 and Rules framed there under, read with schedule IV of the said Act' Mr. Prabir Kumar Datta (DIN: 06608028) who was appointed a Director liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office upto 31st March, 2020 and whose office shall not, henceforth, be liable to determination by retirement of Directors by rotation."
9. "RESOLVED THAT pursuant to section 148(3) and other applicable provisions, if any, of the Companies Act' 2013 and Rules framed thereunder, the remuneration payable to M/s. Mou Banerjee & Co., Cost Accountants, (Registration No: 00266) appointed by the Board of Directors as Cost Auditors to conduct the audit of the Cost Records of the Company for the financial year ending 31st March, 2016 amounting



to Rs. 45,000/- (Forty five thousand) as also the payment of service tax as applicable and re-imburement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed.”

To pass, with or without modification, the following resolution as Special Resolution:

10. “RESOLVED THAT pursuant to the provisions of section 14 and other applicable provisions, if any, of the Companies Act’ 2013 and Rules framed thereunder, a new set of Articles of Association, placed before the meeting, be and is hereby adopted and substituted in place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to perform all necessary acts, deeds, matters as may be deemed necessary and expedient to give effect to this resolution including matter connected herewith and incidental hereto.”

By order of the Board

**Kolkata
31st July 2015**

**D. Chowdhury
Company Secretary**

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT

Item No. 5

Mr. B. K. Mahanta was appointed Additional Director by the Board of Directors of the Company in its meeting held on 7th November, 2014. Mr. B. K. Mahanta, holds office upto this Annual General Meeting. The Company has received notice in terms of section 160 of the Companies Act’ 2013 from the shareholders proposing him to appoint as a Director of the Company liable to retire by rotation in the ensuing annual general meeting.

None of the Directors and Key Managerial Personnel and their relatives except Mr. Mahanta are concerned or interested in this Resolution. Your Directors propose this resolution to be passed by the members in best interest of the company.

Item No. 6, 7 & 8

The Board of Directors in its meeting held on 26th March, 2015 appointed Mr. Anjan Ghosh, Mr. R. K. Bhuyan and Mr. P.K.Datta as Independent Directors with effect from 26th March, 2015 to hold office for a term upto 31st March, 2020 subject to the approval of the shareholders. The Company has received notices under section 160 of the Companies Act’ 2013 from shareholders signifying the candidature of Mr. Ghosh, Mr. Bhuyan and Mr. Datta as “Independent Directors” of the Company.

Brief profiles of these Directors seeking appointment, including nature of their expertise are annexed with the Notice.

The Company has received declarations of independence from Mr. A. Ghosh, Mr. R. K .Bhuyan and Mr. P.K.Datta fulfilling the conditions specified in the Companies Act’ 2013 and Equity Listing Agreement for appointment as Independent Directors in the Company.

Letter of Appointments setting out terms and conditions of appointment as Independent Directors are available for inspection at the registered office of the Company during business hours on any working day and are also available at the website of the Company.

None of the Directors and Key Management Personnel and their relatives except Mr. Anjan Ghosh, Mr. R. K. Bhuyan and Mr. P. K. Datta are concerned or interested in these Resolutions. Your Directors propose these resolutions to be passed by the members in best interest of the company.

Item No. 9

The Board of Directors of the Company, on the recommendation made by the Audit Committee approved the remuneration of M/s. Mou Banerjee & Co, Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2016. In terms of the provisions of section 148 (3) of the Companies Act' 2013 read with Rule 14 (a) (ii) of the Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company. Accordingly, consent of the members is sought to ratify the remuneration payable to Cost Auditors.

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

The Directors recommended this resolution set out in item no. 9 for your approval.

Item No. 10

The Articles of Association of the Company currently in force were originally adopted when the Company was incorporated under Companies Act' 1913.

The Articles of Association were amended from time to time in accordance with the provisions of the Companies Act' 1956.

With the introduction of the Companies Act' 2013, it is proposed to amend the existing Articles of Association to make it consistent with the provisions of the Companies Act' 2013 including the Rules framed thereunder.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection at the Registered Office of the Company during business hours on any working day upto the date of the Annual General Meeting. The proposed draft Articles of Association are available on the Company's website at www.barooahs.com for perusal of the shareholders.

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

The Directors recommended this resolution set out in item no. 10 for your approval.

By order of the Board

**Kolkata
31st July 2015**

**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. The company has set Tuesday, 8th September, 2015 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 ensuing Annual General Meeting as above, in both remote e-voting and physical mode.**



4. 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 Wednesday, 9th September, 2015 to Tuesday, 15th September, 2015 (both days inclusive).
5. 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 in the Company's Register of Members:
 - a) as Beneficial Owners as at the end of business hours on Tuesday, 8th September, 2015 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 RTA, MCS Share Transfer Agent Ltd, 12/1/5, Manohorpukur Road, Kolkata- 700026 on or before Tuesday, 8th September, 2015.
6. 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 RTA, M/s. 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.
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 Year ended 31st March 2009, 2010, 2011, 2012, 2013 and 2014 may immediately approach the Registrar, MCS Share Transfer Agent Ltd, 12/1/5, Manohorpukur Road, Ground Floor, Kolkata- 700 026 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 DP/Registrar & Transfer Agent of the company.
10. Electronic copy of the Notice of the Annual General Meeting along with annexure, proxy form, attendance slip and Annual Report of the Company for the financial year ended 31st March, 2015 are being sent to all the shareholders whose name appears in the prelist furnished by NSDL and CDSL as Beneficial Owner as on Friday, 7th August, 2015 (record date) and whose email ids are registered with the Company/DP for communication purposes unless any such shareholder has requested for a hard copy of the same. For those shareholders whose name stand registered in the Register of Members as on Friday, 7th August, 2015 and who have not registered their email address, physical copies of the Notice of this Annual General Meeting along with Annual Report are being sent in the permitted mode.
11. 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 DP. Shareholders holding shares in physical form can submit their PAN to the Company/ Registrar.
12. 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 remote e-voting services provided by Central Depository Services (India) Ltd (CDSL) on the resolutions set forth in this notice.

SHAREHOLDER'S INSTRUCTIONS FOR REMOTE E-VOTING

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Saturday, 12th September, 2015 at 10 a.m. and ends on Monday, 14th September, 2015 at 5 p.m. 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 Tuesday, 8th September, 2015 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) 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) Click on Shareholder's tab.
- (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. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
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 (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 remote 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 B and A Ltd. 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) 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.

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF and NRI etc.) and Custodian are required to log on to www.evotingindia.com 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 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.

(xx) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Other instructions on remote e-voting

- i. The remote e-voting period commence on Saturday, 12th September, 2015 at 10.00 a.m. and ends on Monday, 14th September, 2015 at 5.00 p.m. During this period, shareholders holding shares either in physical form or in dematerialised mode as on Tuesday, 8th September, 2015 may cast their vote electronically. The remote e-voting module will be disabled by CDSL for voting hereafter. Once the vote on resolution is casted by the shareholder, he shall not be allowed to change it subsequently.
- ii. The voting rights of the shareholder will be in proportion of their shares as on Tuesday, 8th September, 2015 to the paidup equity share capital of the company. However, any person who acquire share(s) and become a member after dispatch of notice and held shares as on cutoff date may obtain the sequence number of remote e-voting by sending a request to the company's RTA at mcasta@rediffmail.com
- iii. Provision of electronic voting will not be extended during the annual general meeting, however those members who have not casted their vote through remote e-voting will be allowed to vote on poll. Those member who have exercised their voting through remote e-voting prior to the meeting may participate in the annual general meeting but will not be entitled to vote on poll during the meeting.
- iv. Mr. Ashok Kumar Daga, Practicing Company Secretary, (Membership no. FCS 2699) has been appointed as the 'Scrutinizer' to scrutinize the remote e-voting process in a fair and transparent manner.
- v. The Scrutinizer will make his report of the votes casted in favour or against, if any, to the Chairman or a person authorized by him on 18th September, 2015 and he shall declare the results of the voting forthwith.
- vi. The results declared along-with the Scrutinizer's Report shall be placed on the company's website www.barooahs.com and will be available in the website of CDSL and will be communicated to Bombay Stock Exchange where the shares of the company is listed.

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

Name of Director	Mrs. Anuradha Farley	Mr. Anjan Ghosh	Mr. Rajkamal Bhuyan	Mr. Prabir Kumar Datta	Mr. Bhramar Kumar Mahanta
Date of Birth	21.02.1954	15.07.1949	15.08.1956	01.08.1943	07.06.1949
Date of Appointment	30.08.2013	25.05.2012	11.10.2010	29.05.2013	07.11.2014
Qualification/ Profession	Bachelor of Arts and Associate degree in Suma cum Laude, USA	Chartered Accountant	Post Graduate in Economics and Chartered Accountant	Post Graduate in Economics and Diploma in Labour Laws	Tea taster and auctioneer.
Nature of Expertise	Mrs. Farley is the daughter of Late Hemendra Prasad Barooah, founder and erstwhile Chairman of the Company. Mrs. Farley was associated with Indian Airlines and thereafter she has been engaged with different business ventures.	Mr. Ghosh was associated with J. Thomas Group of Companies, a reputed tea broking house at Kolkata where he was elevated to Vice Chairman and Managing Director. Currently he works as a corporate consultant.	Mr. Bhuyan is a reputed businessman and has promoted several companies dealing construction projects.	Mr. Datta is a retired IAS officer and has served in different capacities including Chief Secretary to the Govt. of Assam.	Mr. Mahanta has 39 years' of experience as a tea taster and auctioneer. In his long career he has been associated with several reputed tea broking houses of India.
Directorship in other Companies as on 31.03.2015 including foreign Companies	B & A Packaging India Ltd.	B & A Packaging India Ltd.	Hacienda Properties Pvt. Ltd. Liv'in Apartments Pvt. Ltd. Ruchira Arts Pvt. Ltd. Four Seasons Garden Resort Pvt. Ltd. Amerigog Hotels & Holdings Pvt. Ltd. Kaziranga Holdings Pvt. Ltd. Premier Cryogenics Ltd RKB Infrastructure & Developer Pvt. Ltd.	NIL	Assam Tea Brokers Pvt. Ltd. Hacienda Properties Pvt. Ltd.
Membership in Board's Committees in other Indian Companies as on 31.03.2015	NIL	B & A Packaging India Ltd. 1. Audit Committee 2. Stakeholder's Relationship Committee	Premier Cryogenics Ltd 1. Audit Committee	NIL	NIL