



B & A Limited

Corporate Identity Number: L01132AS1915PLC000200

Regd. Office: Indu Bhawan, Mahatma Gandhi Road, Jorhat – 785001

Corporate Office- 113, Park Street, 9th floor, Kolkata- 700016

Telephone: 033 2265-7389, 2229-5098, Fax: 033-2265-1388

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (EGM) of the Members of **B & A Limited** will be held on **Monday, the 5th day of January, 2015, at 10.30 a.m. at the registered office of the company at Indu Bhawan, Mahatma Gandhi Road, Jorhat- 785001** to transact the following business:

SPECIAL BUSINESS:

Appointment of Statutory Auditors to fill casual vacancy

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter 'the Act') as amended from time to time or any other law for the time being in force (including any statutory modification or re-enactment thereof), M/s. Ghosal, Basu & Ray, Chartered Accountants (Registration No. : 315080E), 8/2, Kiron Sankar Roy Road, 2nd Floor, Room No. 28, Kolkata 700 001 be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. P. K. Nandy & Associates, Chartered Accountants, (Registration No. 307043E), Kolkata and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit of the books of accounts of the Company for the period 1st April 2014 to 31st March 2015 on such remuneration as may be fixed by the Board of Directors in consultation with them.”

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

Place: Kolkata

Date: 21st November 2014

**D.Chowdhury
Company Secretary**

NOTES:

- 1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote 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 deposited at the registered office of the company not less than 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in 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 Act relating to the Special Business to be transacted at the meeting is annexed hereto.**

3. The company has set Friday, 28th November 2014 as 'Record Date' for taking record of the shareholders of the company who will be eligible for casting their vote on the resolution to be passed in the ensuing extra ordinary general meeting as above, in both e-voting and physical mode.
4. 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.
5. **Shareholders who have not so far encashed their Dividend Warrants for the Financial Years ended 31st March 2009, 2010, 2011, 2012, 2013 and 2014 may immediately approach the Registrars, MCS Share Transfer Agent Ltd, 12/1/5, Manoharpukur Road, Ground Floor, Kolkata- 700 026 for revalidation of unclaimed Dividend Warrants.**
6. 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.
7. Electronic copy of the notice of the extra ordinary general meeting along with annexure, proxy form and attendance slip are being sent to all the shareholders whose name appears in the prelist furnished by NSDL and CDSL as Beneficial Owner as on 28th November 2014 (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 28th November 2014 and who have not registered their email address, physical copies of the Notice of this general meeting is being sent in the permitted mode.
8. 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.
9. In compliance with the provisions of section 108 of the Act 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 resolution set forth in this notice.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Monday, 29th December 2014, 10.00 am and ends on Wednesday, 31st December 2014, 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) on Friday, 28th November 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 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.

(vii) If you are a first time user follow the steps given below :

For Members holding shares in Demat Form and Physical Form	
PAN	<ul style="list-style-type: none">● Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)● 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. Sequence number is communicated in the Attendance Slip attached with this Notice.
DOB	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.
Dividend Bank Details	<ul style="list-style-type: none">● Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.● 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 (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant BandA Ltd EVSN reference number 141121008 on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.

(xvii) 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.

(xviii) Note for Institutional Shareholders

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://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 they have to create a compliance user 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.

- (xix) 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.com under help section or write an email to helpdesk.evoting@cdslindia.com.

Other instructions on e-voting

- (i) The e-voting period commence on Monday, 29th December 2014 at 10.00 am and ends on Wednesday, 31st December 2014 at 6.00 pm. During this period, shareholders holding shares either in physical form or in dematerialised mode as on Friday, 28th November 2014 may cast their vote electronically. The 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 28th November 2014 to the paid up equity share capital of 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 votes casted in favour or against, if any, forthwith to the Chairman.
- (v) 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 within two days of passing of the resolution at the EGM of the company on 5th January 2015 and will be communicated to Bombay Stock Exchange where the shares of the company is listed.

ANNEXURE TO THE NOTICE

Explanatory Statement under Section 102(1) of the Companies Act, 2013

M/s. P.K.Nandy & Associates, Chartered Accountants, Kolkata have resigned from the office of Statutory Auditors of the Company due to prolonged illness of the sole proprietor of the firm, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Act. Any casual vacancy caused by resignation in the office of the Statutory Auditors could be filled up by the Company in General Meeting as per recommendations made by the Audit Committee and Board of Directors in this regard. The Audit Committee and the Board of Directors in their respective meetings held on 21st November 2014 have recommended appointing M/s. Ghosal, Basu & Ray, a Kolkata based firm of Chartered Accountants as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. P.K.Nandy & Associates, Chartered Accountants. M/s. Ghosal, Basu & Ray, Chartered Accountants, if appointed in the Extraordinary General Meeting will be holding office of Statutory Auditors until the conclusion of the next Extraordinary General Meeting.

M/s. Ghosal, Basu & Ray, Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with confirmation that, their appointment, if approved by the shareholders, would be within the limits prescribed under the Act.

Accordingly, the Ordinary Resolution embodied in the Notice is proposed by the Board of Directors for consideration and approval of the shareholders.

None of the Directors, Key Managerial Persons of the Company or their relatives, is in any way, concerned or interested in the resolution.

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

**Place: Kolkata
Date: 21st November 2014**

**D.Chowdhury
Company Secretary**

**B & A Ltd.**

CIN : L01132AS1915PLC000200

Registered Office : Indu Bhawan, M G Road, Jorhat, Assam - 785 001

Corporate Office : 113, Park Street, 9th Floor, Kolkata - 700 016

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

EXTRA ORDINARY GENERAL MEETING

Monday, 5th January, 2015 at 10.30 a.m.

ATTENDANCE SLIP

Folio/DP ID-Client ID:

Sequence No.
Share Holding:

I/We hereby record my/our presence at the Extra ordinary General Meeting of the Company at Indu Bhawan, Mahatma Gandhi Road, Jorhat - 785 001 on Monday, 5th January, 2015.

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.

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	USER ID	PAN (Original) or as per point no.9(vii) of e-voting instructions in Note of the Notice calling the meeting

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

**B & A Ltd.**

CIN : L01132AS1915PLC000200

Registered Office : Indu Bhawan, M G Road, Jorhat, Assam - 785 001

Corporate Office : 113, Park Street, 9th Floor, Kolkata - 700 016

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

EXTRA ORDINARY GENERAL MEETING

Monday, 5th January, 2015 at 10.30 a.m.

PROXY FORM

I/We, being the holder(s) of _____ equity shares in B&A Limited, 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 : 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 Extra ordinary General Meeting of the Company, to be held on Monday, 5th January, 2015 at 10.30 a.m. at the Registered office of the company at Indu Bhawan, Mahatma Gandhi Road, Jorhat - 785 001 and at any adjournment thereof in respect of the resolution indicated below:

SI No.	Resolution	Optional*	
		For	Against
1.	Appointment of M/s Ghosal, Basu & Ray, Chartered Accountants (Regn. No. : 315080E) as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation from M/s P. K. Nandy & Associates, Chartered Accountants (Regn. No. : 307043E).		

Signed this _____ day of _____ 2015

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

Affix
Revenue
Stamp of
Re.1/-

Signature of Proxy holder(s) _____

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 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.

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