



B&A Limited



## 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

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

### Notice of Extra Ordinary General Meeting

#### Notice to the Equity Shareholders

Notice is hereby given that an Extra Ordinary General Meeting of the Equity Shareholders of B & A Limited (hereinafter the Company) will be held at Kaziranga Golf Resort, Sangsua Tea Estate, P.O. Gatonga, Jorhat, 785 616, Assam on Monday, 23rd March 2020 at 9.30 am to transact the following businesses:

#### Special Business

1. To appoint Mr. Anjan Ghosh as a Director liable to retire by rotation and in this regard, pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification (s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] Mr. Anjan Ghosh (DIN 00655014) who was appointed as an Independent Director of the Company and who holds office till 31st March 2020 being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company with effect from 1st April 2020, liable to retire by rotation.”

2. To appoint Mr. Rajkamal Bhuyan as a Director liable to retire by rotation and in this regard, pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification (s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] Mr. Rajkamal Bhuyan (DIN 00946477) who was appointed as an Independent Director of the Company and who holds office till 31st March 2020 being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company with effect from 1st April 2020, liable to retire by rotation.”

3. To appoint Mr. Amit Chowdhuri as an Independent Director and in this regard, pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification (s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Amit Chowdhuri (DIN 00080854) who was appointed as Director, liable to retire by rotation, being eligible and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office with effect from 1st April 2020 for a term upto 30th September 2024 on the Board of the Company.”

4. To appoint Mr. Himangshu Sekhar Das as an Independent Director and in this regard, pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification (s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Himangshu Sekhar Das (DIN 00397751) being eligible and in respect of whom the



## B&A Limited

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Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office with effect from 1st April 2020 for a term upto 31st March 2025 on the Board of the Company.”

5. To appoint Mr. Amit Kiran Deb as an Independent Director and in this regard, pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification (s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Amit Kiran Deb (DIN 02107792) being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office with effect from 1st April 2020 for a term upto 30th September 2023 on the Board of the Company.”

6. To appoint Mrs. Mou Mukherjee as an Independent Director and in this regard, pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification (s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mrs. Mou Mukherjee (DIN 03333993) being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office with effect from 1st April 2020 for a term upto 31st March 2025 on the Board of the Company.”

By order of the Board of Directors

Place : Kolkata  
Date : 14th February 2020

**D. Chowdhury**  
Company Secretary

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### NOTES:

1. A member entitled to attend and vote at the Extra Ordinary General Meeting (EGM) 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 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.
2. 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.
3. 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.
4. Corporate Members intending to send their authorized representative 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 EGM.
5. Explanatory Statement pursuant to section 102 of the Companies Act' 2013 (hereinafter the Act') relating to the Special Business to be transacted at the meeting is annexed hereto.
6. 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 EGM of the Company. The terms and conditions of reappointment of Independent Directors 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 and also available at the website of the Company at [www.barooahs.com](http://www.barooahs.com). 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 EGM.



7. Electronic copy of the Notice of the EGM alongwith annexes, proxy form and attendance slip are being sent to the shareholders whose names appear in the prelist furnished by the NSDL and CDSL as Beneficial Owners as on Friday, 21st February 2020 (record date for this purpose) and whose email ids are registered with Company/ DP for communication purposes unless any such shareholders have requested for a hard copy of the same. For those shareholders whose name stand registered in the Register of Members as on Friday, 21st February 2020 and also who have not registered their email addresses, physical copies of the Notice of this EGM are being sent in the permitted mode. The Notice of the EGM is also available at the website of the Company.
8. The Company has set Monday, 16th March 2020 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 Extra Ordinary General Meeting as above, in both remote e-voting and physical mode.
9. 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 appended at the end of the Notice alongwith a cancelled cheque of the Bank Account to the RTA of the Company to enable them to update the necessary records for payment of dividends in electronic/approved mode.
10. Shareholders who have not registered their email address are requested to register their e-mail ID.
  - i) Shareholders holding shares in demat form may register their e-mail ID against their demat account with respective DP.
  - ii) Shareholders holding shares in physical form may register their email ID by writing/sending an email to the Company at investorrelations@bandaltd.in
11. Shareholders are requested:
  - i) To note that correspondences should be addressed to RTA of the Company 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.
  - ii) To notify change in address immediately to the RTA of the Company quoting folio number.
  - iii) The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Shareholders can submit their PAN to the Company's RTA.
  - iv) Quote their DP ID/Client ID number or folio number in all their correspondences
  - v) In case of inconvenience write to the Company Secretary at 113, Park Street, 9th Floor, Kolkata- 700016 or email at investorrelations@bandaltd.in
12. Shareholders who have not so far encashed their Dividend Warrants for the Financial Year ended 31st March 2013, 2014, 2015, 2016, 2017, 2018 and 2019 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 124 of the Act' and applicable laws.
13. Members holding shares in physical form are requested to convert their holdings in dematerialized form to eliminate risks associated with physical shares and better management of the shares. Members can write to the Company's RTA in this regard. Members are requested to note that SEBI vide its circulars dated 8th June 2018 and 30th November 2018 has mandated that with effect from 1st April 2019 transfer of shares in listed companies could not be processed unless such shares are held in dematerialized form.
14. Shareholders are requested to consider making nominations in respect of their shareholding to ease the process of transmission. Shareholders holding shares in physical form are requested to register their nominations with RTA by submitting the nomination form appended at end of the Notice.
15. 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 Central Depository Services (India) Ltd (CDSL) on the resolutions set forth in this notice.
16. Mr. Tarun Chatterjee, Advocate (Enrolment No. WB 2068) failing him, Ms. Binita Pandey(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 on the votes cast in favour or against, if any, to the Chairman of the EGM.



**17. SHAREHOLDER’S INSTRUCTIONS FOR REMOTE E-VOTING**

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Friday, 20th March 2020 at 10 a.m. and ends on Sunday, 22nd March 2020 at 5 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 Monday, 16th March 2020 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](http://www.evotingindia.com).
- (iv) Click on Shareholders 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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>● 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.</li> <li>● 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.</li> </ul>
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"> <li>● 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).</li> </ul>

- (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 BandA 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 and enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile application m-voting available for android based mobiles. The m-voting app can be downloaded from Google Play. Apple and Windows phone users can download the app from the App store and Windows phone store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) **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](http://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](mailto: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](mailto: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.
- (xxi) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### **Other instructions on remote e-voting**

- (i) The remote e-voting period commences on Friday, 20th March 2020 at 10 a.m. and ends on Sunday, 22nd March 2020 at 5 pm. During this period, shareholders holding shares either in physical form or in dematerialised mode as on Monday, 16th March 2020 may cast their vote electronically. The remote e-voting module will be disabled by CDSL for voting hereafter. Once the vote on resolutions 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 Monday, 16th March 2020 to the paid up equity share capital of the Company. However, any person who acquires share(s) and become a member after dispatch of notice and held shares as on cut-off date may obtain the sequence number of remote e-voting by sending a request to the Company's RTA at [mcssta@rediffmail.com](mailto:mcssta@rediffmail.com).
- (iii) Provision of electronic voting will not be extended during the EGM, however those members who have not casted their vote through remote e-voting will be allowed to vote on poll. Those members who have exercised their voting through remote e-voting prior to the meeting may participate in the EGM but will not be entitled to vote on poll during the meeting.
- (iv) The Scrutinizer will make his/her report of the votes casted in favour or against, if any, to the Chairman or a person authorised by him on Tuesday, 24th March 2020 and he shall declare the results of the voting forthwith.
- (v) The results declared along-with the Scrutinizer's Report shall be placed on the Company's website [www.barooahs.com](http://www.barooahs.com) and will be available at the website of CDSL and will be communicated to Bombay Stock Exchange where the shares of the Company are listed.
18. Details in respect of Directors seeking appointment/re-appointment at the EGM are provided herewith. The Directors have furnished requisite declarations for their appointment/re-appointment.
- (i) **Mr. Anjan Ghosh (Chartered Accountant)**- Mr. Ghosh born on 15th July 1949 is a fellow member of Institute of Chartered Accountants of India. He joined the Directorate on 25th May 2012. Prior to joining the Board of the Company he was associated with J. Thomas group of companies, a reputed tea broking house in Kolkata for 34 years where he was elevated to Managing Director and Vice Chairman. Currently he works as a corporate consultant. He does not hold any shares in the Company. Mr. Ghosh is the Chairman of Audit Committee and Nomination and Remuneration Committee of Directors of the Company and a member of Corporate Social Responsibility Committee, Stakeholder's Relationship Committee and Share Transfer Committee. He is not related to any Director on the Board of the Company.
- (ii) **Mr. Rajkamal Bhuyan (Chartered Accountant)** - Mr. Bhuyan born on 15th August 1956 is a Post Graduate in Economics and a Chartered Accountant. He joined the Directorate on 27th September 2010. Mr. Bhuyan is a reputed businessman based at Assam and has promoted several companies engaged in construction project. Mr. Bhuyan is



a member of the Audit 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 of the Company.

- (iii) **Mr. Amit Chowdhuri (Company Executive)** - Born on 1st November 1949, Mr. Chowdhuri is a Hons. Graduate from St. Edmunds College, Shillong. In his 40 years of career he has served J.Thomas & Co. Pvt. Ltd, a reputed tea auction house based at Kolkata, in several capacities, including Chairman and Managing Director. He joined the Directorate on 3rd April 2010. He does not hold any shares in the Company. Mr. Chowdhuri is the Chairman of Stakeholder's Relationship Committee and a member in the Nomination and Remuneration Committee, Share transfer Committee and Corporate Social Responsibility Committee of Directors of the Company. He is not related to any Director on the Board of the Company.
- (iv) **Mr. Himangshu Sekhar Das (I.A.S. Retd.)** - Born on 20th September 1955, Mr. Das has his college education in Shillong and secured first class in Master's Degree in Economics from Gauhati University. He started his career in State Bank of India as Probationary Officer and later on joined Indian Administrative Service and has held various positions in the Government of India and State Government of Assam viz. Director, Tea Promotion in Dubai UAE, Home Commissioner of Assam, Director of Industry, Commissioner and Secretary, Planning and Development, Hill Areas. He was a member of several high level expert committees constituted by the Reserve Bank of India, Ministry of Finance and Planning Commission of India. Mr. Das has contributed several papers on Economic and Administrative reforms and has large number of published articles on environment, social issues, finance and economics. Mr. Das does not hold any shares in the Company. He is not related to any Director on the Board of the Company.
- (v) **Mr. Amit Kiran Deb (I.A.S. Retd.)** - Born on 26th December 1948, Mr. Deb is a MA in Political Science from Allahabad University. He joined Indian Administrative Service in 1971 and has held various positions in Government of India and State Government of West Bengal viz. Joint Secretary, Cabinet Secretariat, Joint Secretary, Department of Electronics, Government of India, Chief Secretary, Government of West Bengal. Mr. Deb is currently serving the board of several reputed companies. Mr. Deb does not hold any shares in the Company. He is not related to any Director on the Board of the Company.
- (vi) **Mrs. Mou Mukherjee (Chartered Accountant)** - Born on 9th June 1968, Mrs. Mukherjee is a Chartered Accountant and MBA from IIFT, New Delhi. Mrs. Mukherjee has wide experience in the field of Finance, Accounts, Taxation, system development, strategic business development and foreign trade. She has travelled widely in India and abroad. Mrs. Mukherjee is currently employed in Tai Industries Ltd, a reputed FMCG company based at Kolkata, as Chief financial officer. She serves the board of several reputed companies. Mrs. Mukherjee does not hold any shares in the Company. She is not related to any Director on the Board of the Company.

Particulars of Directorship of the above-mentioned Directors in other listed Indian Companies are tabled below.

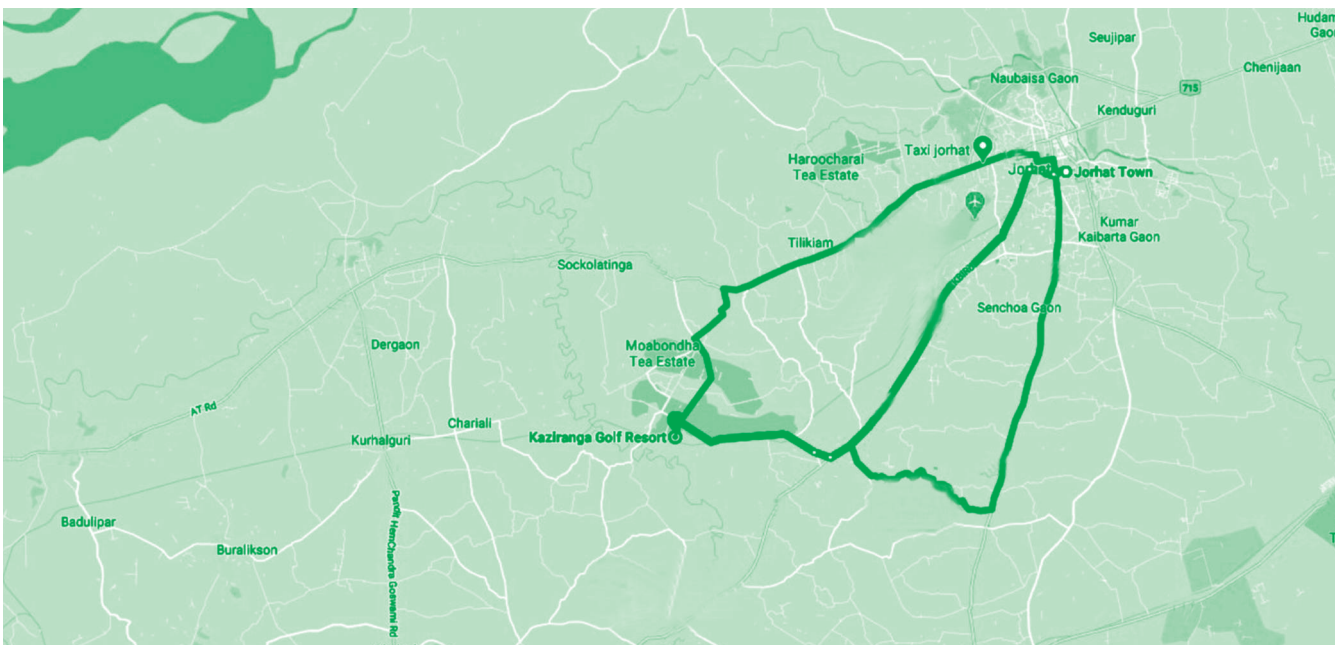
Name of the Director	Name of the other Listed Companies where the appointee is also a Director	Category of Directorship	Committee Membership	Chairmanship in Committees
Mr. Anjan Ghosh	B&A Packaging India Ltd.	Independent Director	i) Stake-holder's Relationship Committee ii) Corporate Social Responsibility Committee iii) Audit committee iv) Share Transfer Committee v) Nomination and Remuneration Committee	i) Audit Committee ii) Nomination and Remuneration Committee
Mr. Raj Kamal Bhuyan	Premier Cryogenics Ltd.	Independent Director	Audit Committee	Audit Committee
Mr. Amit Chowdhuri	B&A Packaging India Ltd.	Independent Director	(i) Audit committee (ii) Share Transfer Committee (iii) Nomination and Remuneration Committee (iv) Stakeholder's Relationship Committee (v) Corporate Social Responsibility Committee	(i) Stakeholder's Relationship Committee (ii) Corporate Social Responsibility Committee



Mr. Himangshu Sekhar Das	NIL	N.A.	N.A.	N.A.
Mr. Amit Kiran Deb	India Power Corporation Ltd.	Independent Director	(i) Audit Committee (ii) Corporate Social Responsibility Committee (iii) Nomination and Remuneration Committee	Audit Committee
	Emami Ltd	Independent Director	(i) Audit Committee (ii) Corporate Social Responsibility Committee (iii) Nomination and Remuneration Committee (iv) Corporate Governance Committee	Nomination and Remuneration Committee
	Skipper Ltd	Independent Director	(i) Audit Committee (ii) Stakeholder's Relationship Committee (iii) Nomination and Remuneration Committee	N.A.
Mrs. Mou Mukherjee	Hindustan Motors Ltd.	Independent Director	(i) Audit Committee (ii) Nomination and Remuneration Committee	Audit Committee

19. The route map to the venue of the meeting is attached herewith for convenience of the Members.

**Route Map**





## **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 Notice:

### **Item No. 1 and 2**

The Members of the Company in the Annual General Meeting of the Company held on 15th September 2015 approved the appointment of Mr. Anjan Ghosh (DIN 00655014) and Mr. Rajkamal Bhuyan (DIN 00946477) (hereinafter "Mr. Ghosh" and "Mr. Bhuyan") as Independent Directors on the Board for a term of five years to hold office upto 31st March 2020. The Board of Directors of the Company (hereinafter the 'Board') on recommendation made by the Nomination and Remuneration Committee of Directors (hereinafter the 'Committee') proposed before the Members in the Annual General Meeting of the Company held on 14th September 2019 for re-appointment of Mr. Ghosh and Mr. Bhuyan as Independent Directors of the Company for a 2nd term of five consecutive years with effect from 1st April 2020. However, both the proposals were not approved by the Members in the said meeting.

The Company has received notices in writing from Members of the Company under Section 100 read with 160 of the Companies Act' 2013 (hereinafter the Act) requisitioning an Extra-Ordinary General Meeting (EGM) proposing candidatures of Mr. Ghosh and Mr. Bhuyan for the office of Director of the Company, liable to retire by rotation. The Board in its meeting held on 14th February 2020 took record of the notices as above and proceeded to call this EGM to appoint Mr. Ghosh and Mr. Bhuyan as Directors of the Company liable to retire by rotation, with effect from 1st April 2020. The Company has received consent to act as a Director and necessary declarations from Mr. Ghosh and Mr. Bhuyan under Section 152 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014.

Additional information pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations' 2015 {hereinafter SEBI (LODR)} and the Secretarial Standard on General Meetings in respect of Mr. Ghosh and Mr. Bhuyan is appended in the notice of the EGM.

Mr. Ghosh and Mr. Bhuyan are interested in the resolutions set out in the Item No. 1 and 2 of the Notice respectively for their individual appointment. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, other than Mr. Ghosh and Mr. Bhuyan is concerned or interested in the Ordinary Resolutions as above.

### **Item No. 3**

In accordance with the provisions of Section 149 and Schedule IV of the Act' read with Regulation 25 of the SEBI (LODR) appointment of an Independent Director requires approval of the Shareholders. Based on the recommendations made by the Committee, the Board in its meeting held on 14th February 2020 has proposed that Mr. Amit Chowdhuri (DIN 00080854) (hereinafter Mr. Chowdhuri) be appointed as an Independent Director on the Board of the Company. The appointment of Mr. Chowdhuri shall be effective from 1st April 2020 upon approval by the members in the EGM. The Company has received notice in writing from a Member of the Company under Section 160 of the Act, proposing candidature of Mr. Chowdhuri for the office of Director of the Company.

Prior to joining this Directorate, Mr. Amit Chowdhuri during his career groomed himself as a proficient manager in J. Thomas & Company, a professionally managed business house where he reached the highest echelon of the corporate structure and was elevated to the position of Chairman and Managing Director. It is imperative to note that as a professional manager he had practiced corporate governance throughout his career long before such philosophy was adapted by listed bodies. In fact, Mr. Chowdhuri alongwith his other professional colleagues in the Board has been instrumental in bringing good governance in the Board and Committee practices which is an essential responsibility of an Independent Director. As a member of the Board and all the Committees he serves, he had effectively participated in the deliberations on issues of strategy, performance, risk management, standards of conduct, deployment of resources and key appointments of the Company. As a Chairman of the Stakeholders Relationship Committee, he has remained a keen contributory in safeguarding the interest of the shareholders and bringing improved and quick solutions to the shareholder's grievances. As an experienced professional he has brought appropriate clarification or amplification of information on several issues which were vital and delicate to the Company.

In terms of what has been stated in para 2 above, the Committee and the Board of the Company are of the view that association Mr. Chowdhuri as an Independent Director on the Board of the Company would be beneficial for future development and business prospect of the Company. Besides, given the knowledge, experience and expertise of the aforesaid Director it would be appropriate that he may be appointed as an Independent Director on the Board of the Company upon approval by the members in the ensuing EGM for a term upto 30th September 2024.

The Company has received declarations from Mr. Chowdhuri that he meets the criteria of Independence prescribed under Section 149 and Schedule IV of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI (LODR).

In the opinion of the Board, the aforesaid Director fulfills the conditions specified in the Act, the Rules framed thereunder and the SEBI (LODR) for appointment as an Independent Director on the Board and that he is independent of the management of the Company.





## B&A Limited

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Additional information pursuant to the SEBI (LODR) and the Secretarial Standard on General Meetings in respect of Mr. Chowdhuri is appended in the notice of the EGM.

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, other than Mr. Chowdhuri is interested or concerned in the Ordinary Resolution.

The Board recommends the Ordinary Resolution set out in the Item No. 3 of the Notice of the EGM for approval by the members.

### Item No. 4, 5 and 6

It's presumptive that role of Independent Directors in a diversified Board broadens the skills of the management by enhancing corporate governance. Several high level committees appointed by Government agencies have strongly advised companies to structure the Board and its Committees with a preponderance of Independent Directors as the Independent Directors add value to the Board by instilling knowledge on issues of strategy, performance, risk management, standards of conduct and deployment of resources.

In deference to above and based on the recommendations made by the Committee the Board in its meeting held on 14th February 2020 has proposed that Mr. Himangshu Sekhar Das (DIN 00397751), Mr. Amit Kiran Deb (DIN 02107792) and Mrs. Mou Mukherjee (DIN 03333993) (hereinafter 'Mr. Das,' 'Mr. Deb' and 'Mrs. Mukherjee') be appointed as Independent Directors on the the Board of the Company. The appointment of Mr. Das, Mr. Deb and Mrs. Mukherjee shall be effective from 1st April 2020 upon approval by the members in the EGM in terms of Section 149 and Schedule IV of the Act' read with Regulation 25 of the SEBI (LODR).

The Company has received notices in writing from a Member of the Company under Section 160 of the Act, proposing candidatures of Mr. Das, Mr. Deb and Mrs. Mukherjee for the office of Director of the Company.

The proposed appointee Directors are highly successful professionals in their respective fields. Mr. Das is a retired I.A.S officer with impeccable service record. Mr. Deb is also a retired I.A.S officer with outstanding administrative experience. Mrs. Mukherjee is serving as a Key Managerial Personnel in a reputed listed company with rich experience in field of finance, accounts and systems. Mr. Deb and Mrs. Mukherjee serve the Board of several reputed companies.

In terms of what has been stated in para 4 above, the Committee and the Board are of the view that association Mr. Das, Mr. Deb and Mrs. Mukherjee as Independent Directors on the Board of the Company would be beneficial for future development and business prospect of the Company. Besides, given the knowledge, experience and expertise of the aforesaid Directors it would be appropriate that they may be appointed as Independent Directors on the Board of the Company upon approval by the members in the ensuing EGM for a term as stated in the respective resolutions.

The Company has received declarations from Mr. Das, Mr. Deb and Mrs. Mukherjee that they meet the criteria of independence prescribed under Section 149 and Schedule IV of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI (LODR).

In the opinion of the Board, the aforesaid Directors fulfill the conditions specified in the Act, the Rules framed thereunder and the SEBI (LODR) for appointment as Independent Directors on the Board and that they are independent of the management of the Company.

Additional information pursuant to the SEBI (LODR) and the Secretarial Standard on General Meetings in respect of Mr. Das, Mr. Deb and Mrs. Mukherjee is appended in the notice of the EGM.

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, other than Mr. Das, Mr. Deb and Mrs. Mukherjee is interested or concerned in the Ordinary Resolutions for their respective appointments.

The Board recommends the Ordinary Resolutions set out in the Item No. 4, 5 and 6 of the Notice of the EGM for approval by the members.

By order of the Board of Directors

Place : Kolkata  
Date : 14th February 2020

**D. Chowdhury**  
Company Secretary



**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, (033) 40047472, Fax (033) 2265 1388

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

**ECS MANDATE FORM**

To

MCS Share Transfer Agent Ltd.

383, Lake Gardens, 1st floor, Kolkata 700045

Phone: (033) 4072-4051 (3 lines)

Fax: (033) 4072 4050, Email: mcssta@rediffmail.com

**Ref : Payment of Dividend (Please Tick One) :**

I wish to participate in the Electronic Clearing Service (ECS) introduced by Reserve Bank of India.

I do not wish to participate in the ECS. However, kindly print the bank particulars given below on the Dividend Warrant being sent to me.

1) Name of the Holder (in block letter) : .....

2) Regd. Folio No. : .....

3) Particulars of Bank :

a) Name of Bank : .....

b) Branch Address : .....

c) 9 digit Code Number of the Bank & Branch as appearing in the MICR  
Cheque issued by the Bank

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(Please attach a photocopy or blank cancelled cheque issued by your Bank relating to your above account for verifying accuracy of the Code No.)

d) Account Type (Please Tick):           :            Savings    Current    Cash Credit

e) Ledger Folio No. of your Bank Account (if any) : .....

f) Account No. : .....

I hereby declare that the particulars above given are correct and complete. I undertake to inform any subsequent changes in my above particulars before the relevant book closure dates. If the payment is delayed or not effected at all for any reason(s) beyond the control of the Company, I would not hold the Company responsible.

Place :

Date:

\_\_\_\_\_  
Signature of the First Holder

**NOTES :**

- 1) Please ensure that the details submitted by you are correct as any error therein could result in the dividend payment to be credited to a wrong account.
- 2) Attach a xerox copy of a cheque or blank cancelled banks name, branch name and code number.
- 3) The 9 digit code number of your bank and branch is mentioned on the MICR band next to the Cheque number.
- 4) Members desirous to participate in ECS / to get bank particulars printed in the dividend warrants, are requested to complete this form and send to the Registrar at the above mentioned address
- 5) Member should note that ECS instructions will supersede the instructions regarding Bank details given by the members earlier.

**Form No. SH-13  
Nomination Form**

**[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies  
(Share Capital and Debentures) Rules 2014]**

To :

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

I/We ..... the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

**(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)**

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.	
				From	To

**(2) PARTICULARS OF NOMINEES -**

Name		Date of Birth	
Father's/Mother's/ Spouse's Name		Occupation	
Address PIN Code		Nationality	
Relationship with the security holder		Phone No.	
E-mail id		Mobile No.	
Signature of Nominee		IT PAN/ Others	

**(3) IN CASE NOMINEE IS A MINOR -**

Name		Date of Birth	
Name of guardian:		Date of attaining majority	
Address of guardian:		Relationship with Minor	

Name of Security Holder(s)	Signature
1.	
2.	
3.	

Witness	Signature
Name :	
Address :	

*Contd.*



## B&A Limited

**Please fill this Nomination form in Duplicate after carefully reading the instructions given below:**

1. The Nomination can be made by individuals only holding shares singly or jointly. Non-individuals including Society, Trust, Body Corporate, Partnership firm, Karta of Hindu Undivided Family and Power of Attorney holder cannot nominate.
2. The nominee shall not be a Trust, Society, Body Corporate, Partnership firm, Karta of Hindu Undivided Family and power of attorney holder.
3. The shareholder(s) can nominate a minor as a nominee and in that event the name and address of the guardian shall be provided.
4. As per section 72 of Companies Act 2013, if the shares are held by more than one person jointly, then the joint holders may together nominate a person to whom all the rights in the shares of the Company shall vest, in the event of death of all the joint holders.
5. If the shares are held jointly, subsequent to the death of anyone of the holders, the shares would not be registered in favour of the nominee but would be transferred in the name of the surviving shareholders.
6. The nomination form filled in "duplicate" should be lodged with the Registrar and Share transfer Agent of the Company i.e. M/s. MCS Share Transfer Agent Limited, Unit: B & A Limited, Address: 383, Lake Gardens, 1st floor, Kolkata – 700045, Phone: (033) 4072 4051/52/53. The Registrar will return one copy of the nomination form to the shareholder after registering the nomination. The registration number allotted will be furnished in the said form.
7. The shareholder(s) can cancel or change an earlier nomination by executing Form No. SH-14 (Cancellation or Variation of Nomination form).
8. Nomination stands cancelled whenever the shares in the given folio are transferred /dematerialized. Also in case of change in folio due to consolidation/ transmission a new nomination has to be filed.
9. The nomination made through Form No. SH-13 will be considered valid if the nomination made by the holder(s) of the shares is registered with the company before the death of the registered holder(s) of the shares.
10. Kindly note that the nomination being a legal document should be dated by the nominator and the witness should certify that the nominator has signed the form in their presence. Furthermore the date of execution on the Nomination Form should match with the date of witness, witnessing the document.
11. A copy of photo identity proof (like PAN/Passport) of nominee is required.

**FOR OFFICE USE ONLY**

Nomination Registration No.	Date of Registration	Signature of the Official

**B & A LIMITED****ATTENDANCE SLIP**

CIN: L01132AS1915PLC000200

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

Corp. Office: 113, Park Street, 9<sup>th</sup> Floor, Kolkata – 700 016

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

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

**EXTRA-ORDINARY GENERAL MEETING ON MONDAY, 23<sup>RD</sup> MARCH 2020**

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

I/We hereby record my/our presence at the Extra-Ordinary General Meeting of the Company at Kaziranga Golf Resort, Sangsua Tea Estate, P.O. Gatonga, Jorhat – 785616, Assam on Monday, 23<sup>rd</sup> March, 2020.

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 as per point no. 17 (viii) of e-voting instructions in EGM notice

Please refer to the EGM Notice for E-Voting instructions.

..... Please cut here and bring the above attendance slip to the Meeting Hall .....

**B & A LIMITED****PROXY FORM**

CIN: L01132AS1915PLC000200

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

Corp. Office: 113, Park Street, 9<sup>th</sup> Floor, Kolkata – 700 016

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

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

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

**EXTRA-ORDINARY GENERAL MEETING ON MONDAY, 23<sup>RD</sup> MARCH 2020**

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 Extra-Ordinary General Meeting of the Company, to be held on Monday, the 23<sup>rd</sup> day of March, 2020 at Kaziranga Golf Resort, Sangsua Tea Estate, P.O. Gatonga, Jorhat – 785616, Assam and at any adjournment thereof, in respect of resolutions as indicated below:

Sl. No.	Resolution Proposed	Optional*	
		For	Against
1.	To appoint Mr. Anjan Ghosh (DIN: 00655014) as a Director liable to retire by rotation with effect from 1 <sup>st</sup> April, 2020 as Ordinary Resolution.		
2.	To appoint Mr. Rajkamal Bhuyan (DIN: 00946477) as a Director liable to retire by rotation with effect from 1 <sup>st</sup> April, 2020 as Ordinary Resolution.		
3.	To appoint Mr. Amit Chowdhuri (DIN: 00080854) as an Independent Director with effect from 1 <sup>st</sup> April, 2020 and to hold office upto 30 <sup>th</sup> September, 2024 as Ordinary Resolution.		
4.	To appoint Mr. Himangshu Sekhar Das (DIN: 00397751) as an Independent Director for a period of five years with effect from 1 <sup>st</sup> April, 2020 and to hold office upto 31 <sup>st</sup> March, 2025 as Ordinary Resolution.		
5.	To appoint Mr. Amit Kiran Deb (DIN: 02107792) as an Independent Director with effect from 1 <sup>st</sup> April, 2020 and to hold office upto 30 <sup>th</sup> September, 2023 as Ordinary Resolution.		
6.	To appoint Mrs. Mou Mukherjee (DIN: 03333993) as an Independent Director for a period of five years with effect from 1 <sup>st</sup> April, 2020 and to hold office upto 31 <sup>st</sup> March, 2025 as Ordinary Resolution.		

Signed this ..... day of ....., 2020

Registered Folio/DP ID &amp; Client ID ..... Signature of Shareholder .....

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, MCS Share Transfer Agent Ltd. at 383, Lake Gardens, 1<sup>st</sup> 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.