



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 Annual General Meeting

Notice to the Shareholders

Notice is hereby given that the Annual General Meeting of the Shareholders of B & A Ltd ('the Company') for the financial year ended 31st March 2020 will be held on Tuesday, 29th September 2020 at 11.30 IST through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the following business:

Ordinary Business

1. To consider and adopt (a) the audited financial statement of the Company for the financial year ended 31st March, 2020 together with the reports of the Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended 31st March 2020 and the report of the Auditors thereon and in this regard, pass the following resolutions as an Ordinary Resolution:
 - (a) **"RESOLVED THAT** the audited financial statement of the Company for the financial year ended 31st March 2020 and reports of Board of the Directors and Auditors thereon laid before the meeting, be and are hereby considered and adopted."
 - (b) **"RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended 31st March 2020 and the report of the Auditors thereon laid before the meeting, be and are hereby considered and adopted."
2. To re-appoint Mr. Bhramar Kumar Mahanta, who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, pass the following resolution as an Ordinary Resolution:

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

3. To re-appoint Mrs. Anuradha Farley, who retires by rotation and being eligible, offers herself for re-appointment as a Director and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act' 2013, Mrs. Anuradha Farley (DIN 06699021), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

4. To appoint Statutory Auditors and fix their remuneration and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 139, 142 and other applicable provisions if any of the Companies Act' 2013 read with Companies (Audit and Auditors) Rules 2014 [including any statutory modification (s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], M/s Ghosal, Basu & Ray, Chartered Accountants (Registration No. 315080E) the retiring Statutory Auditors of the Company, be and is hereby re-appointed to hold office of the Statutory Auditors of the Company from the conclusion



B&A Limited

of this Annual General Meeting until the conclusion of sixth Annual General Meeting where this Annual General Meeting be counted as the first Annual General Meeting, and they be paid such remuneration as shall be fixed by the Board of Directors of the Company for conducting the Statutory Audit of the Company for the financial year ending 31st March 2021.”

Special Business

5. To ratify the remuneration of Cost Auditors for the financial year ending 31st March 2021 and in this regard, pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act’ 2013 [including any statutory modification (s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], the remuneration, as approved by the Board of Directors and set out in the Explanatory Statement attached with the Notice, to be paid to M/s. Mou Banerjee & Co., Cost Accountants, (Registration No. 00266) the Cost Auditors of the Company appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year ending 31st March 2020 be and is hereby ratified.”

By Order of the Board

D. Chowdhury

Place : Kolkata

Company Secretary

Date : 12th August, 2020 Membership No.: A15674

NOTES:

1. **Annual General Meeting through VC/OVAM facility** : In view of the continuing movement restrictions at several places in the Country, due to outbreak of COVID-19 pandemic and pursuant to General Circular Nos.14/2020, 17/2020 and

20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Companies Act 2013 (“the Act”) and rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI-LODR”) the Annual General Meeting for the financial year ended 31st March 2020 (‘the AGM’) of B&A Ltd (‘the Company’) shall be conducted through VC/ OAVM mode which does not require physical presence of Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company. Central Depository Services (India) Limited (CDSL) will be providing facility for remote e-voting, participation in the AGM through VC / OAVM and e-voting during the AGM as authorised e-voting agency.

2. **Electronic Dispatch of Notice and Annual Report and process of registration of e-mail address for obtaining copy of the documents** : In compliance with the aforesaid MCA Circulars and SEBI Circular, the Notice of the AGM and Annual Report for the financial year 2019-20, consisting of Financial Statement for the year ended 31st March 2020, Directors Report, Auditors Report and other attachments of the Financial Statement and Reports are being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the AGM and the Annual Report for the financial year 2019-20



B&A Limited

and all other communications sent by the Company, from time to time, can get their email address registered by following the steps as given below:-

- a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self- attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAAR)supporting the registered address of the Member, alongwith a scanned copy of your share certificate(s) (both sides) by email to the Company at : shares@barooahs.in.
 - b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
3. **Special Business** : The Explanatory Statement setting out the material facts pursuant to Section 102 of the Act, read with regulation 36(5) of SEBI-LODR, in respect of the Ordinary and Special Business under Item no. 3 and 4 set above is attached with the Notice of the AGM. Details as required under Regulation 36 of the SEBI-LODR and Secretarial Standard on General Meeting (SS-2) in respect of the Director seeking re-appointment at the AGM is provided in the Annexure to the Notice. The Board of Directors of the Company ("the Board") at its Meeting held on 12th August 2020 considered that the special businesses under Item No. 4 of the accompanying notice being considered unavoidable, be transacted at the AGM of the Company.
4. **Proxy and Attendance Slip** : Since the AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of

Members has been dispensed with and there is no provision for the appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

5. **Quorum**:Participation of Members through VC /OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.
6. **Corporate Shareholders**: Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate Members intending to authorize their representatives to participate and vote at the meeting are requested to email a certified copy of the Board resolution / authorization letter to the Company at shares@barooahs.in or upload on the VC portal /e-voting portal.
7. **Joint holders** : In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. **Availability of Notice/Annual Report** : Members may also note that the Notice of AGM and the Annual Report for the year 2019-20 will also be available at the Company's website at www.barooahs.com for download. The same shall also be available at the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and at the website of CDSL [https:// www.evotingindia.com](https://www.evotingindia.com).
9. **Procedure for inspection of documents** : The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors



B&A Limited

are interested under Section 189 of the Act and all documents mentioned in the Notice of the AGM will be available electronically for inspection by the Members at the website of the Company at www.barooahs.com at investor's section prior to and during the time of AGM.

10. Members desiring any information relating to the accounts or any other matter to be placed at the AGM are requested to write to the Company on or before 24th September 2020 through email at shares@barooahs.in
11. **Record Date for E-voting:** The Company has set Tuesday, 22nd September 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 AGM, in both remote e-voting and e-voting during AGM.
12. **Book closure :** Pursuant to the provision of section 91 of the Act, the Register of Members and the Share Transfer Books of the Company shall remain closed from Wednesday, 23rd September to Tuesday, 29th September 2020 (both days inclusive).
13. **Unpaid Dividend :** Shareholders who have not so far encashed their Dividend Warrants for the Financial Year ended 31st March 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 123 of the Act' and applicable laws. Shareholders are requested to refer to the Annual Report 2019-20 for schedule of transfer of unpaid dividends to IEPF.
14. **Dematerialization of shares :** 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.

15. **Nomination :** Members 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 by submitting the nomination form appended at end of the Annual Report to the RTA. Nomination form is also available at the website of the Company.
16. **Green Initiative :** To support the Green Initiative, members who have not registered their e-mail address are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
17. **Shareholders' Communication :** Members are requested to send all communications relating to shares and unclaimed dividends, change of address, bank details, email address etc. to the Registrar and Share Transfer Agents at the following address:

MCS Share Transfer Agent Ltd,
(Unit B&A Ltd)
383, Lake Gardens, 1st Floor,
Kolkata - 700045
Phone: (033) 4072-4051, 52, 53
Fax : (033) 4072-4050
email - mcssta@rediffmail.com

In case of any grievance the shareholders are requested to communicate the Company Secretary at investorrelations@bandaltd.in.



B&A Limited

If the shares are held in electronic form, then change of address and change in the Bank Accounts etc. should be furnished to their respective Depository Participants (DPs).

18. **Voting:** Shareholders whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date namely Tuesday, 22nd September 2020 shall only be entitled to cast their vote on the resolutions to be passed in the AGM by availing the facility of remote e-voting or by voting electronically during the AGM (venue e-voting).

I) Instructions for shareholders for remote e-voting prior to AGM

- a) Pursuant to the provisions of Section 108 of the Act' read with rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI-LODR and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The facility of casting votes by a member using remote e-voting system will be provided by CDSL.
- b) The Company has appointed Mr. Tarun Chatterjee, Advocate (Enrolment No. WB2068) failing him Ms. Binita Pandey, Practicing Company Secretary (PCS No. 19730) to act as the Scrutinizer to scrutinize the remote e-voting and venue e-voting process in a fair and transparent manner and they have gave their consent for the same.
- c) The instructions for shareholders voting electronically are as under:
 - (i) The voting period begins on Saturday,

26th September 2020 at 10:00 I.S.T. and ends on Monday, 28th September 2020 at 17:00 I.S.T. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on Tuesday, 22nd September 2020 may cast their vote electronically. The remote 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.
- (iii) Click on Shareholders/Member.
- (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.
 - d. Alternatively if you are registered with **CDSL's EASI/EASIEST** e-services, you can log in at <https://www.cdslindia.com> from **Login-Myeasi** using your login credentials. Once you successfully logged in to **CDSL's EASI/EASIEST** e-services, click on e-voting option and proceed directly to cast your vote electronically.
- (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 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	<p>Enter your 10 digit alphanumeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent to them alongwith Notice.</p>
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> <p>If both the details are not recorded with the depository or the Company please enter the member id / folio number in the dividend bank details field as mentioned in instruction (iv).</p>

(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 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.

- (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 < Company Name> 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.



(xvii) 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.

(xviii) Shareholders can also cast their vote using CDSL's mobile application m-voting. The m-voting app can be downloaded from respective store. Please follow the instructions as prompted by the mobile app while remote e-voting on your mobile.

(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 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. Alternatively, Non-individual shareholders are required to send the relevant Board Resolution/Authority Letter etc., together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutinizer and to the Company at the email address viz. shares@barooahs.in if they have voted from individual tab and not uploaded the same in CDSL e-voting system for the scrutinizer to verify the same.

II) Instructions for shareholders for e-voting during the AGM

- a) The procedure for venue e-voting on the day of AGM is same as the instructions mentioned above for remote e-voting. Only the Shareholders who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions proposed in the AGM through remote e-voting and are otherwise not barred from doing so shall be eligible to vote through e-voting system available during the AGM.
- b) If any votes are cast by the Shareholders through the venue e-voting available during the AGM and the same Shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such Shareholders shall be considered invalid as the facility for e-voting during the meeting is available only to the Shareholders attending the meeting.
- c) Shareholders who have voted through remote e-voting will be eligible to attend the



B&A Limited

AGM. However they will not be eligible to vote at the AGM.

III) Other instructions for e-voting

- a) Results of the e-voting shall be declared within 48 hours after conclusion of the AGM. The results declared alongwith the Scrutinizer's report shall be placed at the website of the Company at www.barooahs.com and on the website of CDSL at www.evotingindia.com. The same shall also be communicated to BSE Ltd where the shares of the Company are listed.
- b) Any person who becomes a Member of the Company after dispatch of the notice of the AGM and holding shares as on the cut-off date or any Member whose email ids are not registered with the Company/ Depositories may obtain the login details required for e-voting/attending the AGM through VC./OAVM through the following process:
 - (i) In case shares are held in physical mode, please send a scan copy of a signed request letter mentioning your Folio No., Name of shareholder, complete postal address, alongwith scanned copy of the share certificate(s) (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to **shares.barooahs.in**
 - (ii) In case shares are held in demat mode, please send a scan copy of a signed request letter mentioning your DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, complete postal address, alongwith copy of Client Master or copy of Consolidated Account

Statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to **shares.barooahs.in**

- (iii) Alternatively member may send an e-mail request to helpdesk.evoting@cdslindia.com for obtaining User ID and Password by providing the details mentioned in Point (i) or (ii) as the case may be.
- c) The voting rights of the Shareholders will be in proportion of the shares held by them as on the record date of Tuesday, 22nd September 2020 to the paid up equity share capital of the Company.

19. **Attending the AGM through VC/OAVM:** Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-voting system.

(I) Instructions for shareholders attending the AGM through VC/OAVM are as under:

- a) Shareholders will be provided with a facility to attend the AGM through VC/OAVM through CDSL e-voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholder's/member's login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/member login where the EVSN of Company will be displayed.
- b) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility for participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served



- basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Shareholders, Directors, Key Managerial Personnel, the Chairpersons of Audit Committee, Nomination and Remuneration Committee and Stakeholder's Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.
- c) Shareholders are encouraged to join the meeting through laptops/IPads for better experience.
 - d) Further Shareholders will be required to allow Camera and use of Internet with a good speed to avoid any disturbance during the meeting.
 - e) Participants connecting from Mobile Devices or Tablets or through Laptops via Mobile Hotspot may experience Audio/Video loss due to fluctuations in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- (II) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least five days prior to the meeting mentioning their name, demat account number/folio number, email-id, mobile number at shares@barooahs.in. The Shareholders who do not wish to speak during the AGM but have queries may send their queries in advance at least five days prior to the meeting mentioning their name, demat account number/folio number, e-mail id, mobile number at shares@barooahs.in. These queries will be replied to by the Company suitably by e-mail.
- (III) Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
20. If a Shareholder has any query or issue regarding attending AGM and e-voting from e-voting system he may refer the Frequently Asked Questions ('FAQs') and e-voting manual available at helpdesk.evoting@cdslindia.com under help section or write an e-mail to www.evotingindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager (CDSL), Central Depository Services (India) Ltd, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43
21. Since the AGM will be held through VC/OAVM facility, the Route Map is not annexed in this Notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT' 2013 READ WITH RULE 36(5) SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015 (SEBI-LODR)

The following Statement sets out the material facts relating to the Ordinary and Special Business



B&A Limited

mentioned in the Notice of the Annual General Meeting ('the AGM'):

Item No. 4

The Board of Directors of the Company ('the Board') on recommendation made by the Audit Committee of Directors has recommended for re-appointment of M/s. Ghosal, Basu & Ray, Chartered Accountants, (Registration No. 315080E), Statutory Auditors of the Company, who retires at the conclusion of the AGM and is eligible for re-appointment, for a 2nd term of five consecutive years. They will hold office from the conclusion of the AGM till conclusion of the 6th Annual General Meeting of the Company, if re-appointed, where the AGM will be counted as the 1st Annual General Meeting.

The Board recommends for a fee of Rs. 3, 25,000 (Three lac twenty five thousand only) [Previous year Rs. 3, 25,000 (Three lac twenty five thousand only)] to be paid to the Statutory Auditors for the financial year ending 31st March 2021 and such fees for the remaining tenure of their office, to be decided by the Board and approved by the Members from time to time.

M/s. Ghosal, Basu & Ray, is a reputed firm of Chartered Accountants, based at Kolkata, providing audit and assurance service to several joint stock companies. The firm employs 3 nos. of Chartered Accountants as Partners and Associates.

The Board recommends the Resolution set out in item no. 4 of the Notice of the AGM for approval by the Members.

Item No. 5

The Board on recommendations made by the Audit Committee of Directors has approved the appointment and remuneration of M/s. Mou Banerjee & Co., Cost Accountants, (Registration No. 00266) as Cost Auditors to conduct the audit of the cost records of the Company pertaining to its tea business for the financial year ending 31st March 2021. The Board has approved Rs. 66,000 (Sixty six thousand only) excluding applicable tax and re-imbursement of expenses as Audit Fees payable to the Cost Auditors for the financial year ending 31st March 2021.

In terms of Section 148 of the Companies Act' 2013 read with Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors and approved by the Board has to be ratified by the Members of the Company. Accordingly, by proposing this Ordinary Resolution, the Directors seek approval of the Members to pay the remuneration as approved by them to the Cost Auditors for the financial year ending 31st March 2021.

None of the Directors and Key Managerial Personnel of the Company, or their relatives is interested or concerned in the Resolution. The Board recommends the resolution set out in item no. 5 of the Notice of the AGM for approval by the Members.

By Order of the Board

D. Chowdhury

Place : Kolkata

Company Secretary

Date : 12th August, 2020

Membership No.: A15674



B&A Limited

ANNEXURE TO THE NOTICE

Details in respect of Directors seeking re-appointment at the AGM is provided herewith. The appointee Directors have furnished requisite declarations for their re-appointment.

(i) Profile of Appointee Directors

- (a) Mr. Bhramar Kumar Mahanta: Mr. Mahanta born in 1949 has vast experience in tea broking business and has served different tea broking houses in his long career. Currently he is the Executive Chairman of Assam Tea Brokers Pvt. Ltd and non-executive director in Hacienda Properties Pvt. Ltd. Mr. Mahanta holds 250 equity shares in the Company. He is not related to any Director on Board.
- (b) Mrs. Anuradha Farley: Mrs. Farley born in Assam in 1954, took over from her late father as Chairman of the Board of Directors

of B & A Limited on 30th August, 2013. Mrs. Farley is a UK citizen and a Person of Indian Origin (PIO). She attended Woodstock School, Mussoorie from 1964 to 1970 and trained as a professional artist and illustrator first at Sir J J School of Arts in Bombay, 1970 to 1973, then at State University of New York, Fashion Institute of Technology (F.I.T.) from 1978 to 1981. She graduated from F.I.T. Summa cum Laude and was runner up for valedictorian. She has held five solo art exhibitions in Tokyo (1988), Hong Kong (1990 and 1992) and London (1994 and 1997). Her fashion illustrations have appeared in The New York Times and Women's Wear Daily and she also illustrated a book on executive women's fashion in New York City in 1982. Mrs. Farley is the mother of Mr. Robin Farley, Director of the Company. Mrs. Farley holds 4,800 equity shares in the Company.

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

Name of the Director	Number of meetings of Board attended during FY 2019-20	Remuneration received during FY 2019-20 (In Rs. Lac)	Name of the other Listed Companies where the appointee is also a Director	Category of Directorship	Committee Membership	Chairmanship in Committees
Mr. Bhramar Kumar Mahanta	5	1.5	NIL	NA	NA	NA
Mrs. Anuradha Farley	3	0.9	B&A Packaging India Ltd.	Non-Executive Director, Chairman of the Board of Directors	Nomination and Remuneration Committee	NA