



## 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

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

### Notice to Members Annual General Meeting

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 2021 will be held on Thursday, 16th September 2021 at 11.30 AM (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 Standalone Financial Statement of the Company for the financial year ended 31st March 2021 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 2021 together with the report of the Auditors thereon and in this regard, pass the following resolutions as an Ordinary Resolution:
  - (a) **"RESOLVED THAT** the audited Standalone Financial Statement of the Company for the financial year ended 31st March 2021 and reports of the Board of 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 2021 and report of the Auditors thereon laid before the meeting, be and are hereby considered and adopted."
2. To declare Dividend on Equity Shares of the Company for the financial year ended 31st March 2021 and in this regard, pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** a final dividend at the rate of Re.1 per equity share of Rs. 10/- (Ten rupees) each fully paid up of the Company be and is hereby declared and the same be paid as recommended by the Board of Directors of the Company, out of

the profits of the Company for the financial year ended 31st March 2021 to the Equity Shareholders of the Company whose names stand registered as members in the Company's register of members or as beneficial owners in the books of National Securities Depository Ltd and Central Depository Services (India) Ltd as at the end of business hours on Thursday, 9th September 2021 or to their mandates."

3. To re-appoint Mr. Robin Aidan Farley (DIN: 08217522) 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. Robin Aidan Farley (DIN: 08217522), 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."
4. To re-appoint Mr. Anjan Ghosh (DIN: 00655014) 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. Anjan Ghosh (DIN: 00655014), 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."
5. To fix remuneration of Statutory Auditors and in this regard, pass the following resolution as an Ordinary Resolution:



“**RESOLVED THAT** pursuant to the provisions of Sections 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) 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 2022.

### Special Business

6. To appoint Ms. Simeen Hossain (DIN: 08893052) as an Independent Director of the Company 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], Ms. Simeen Hossain (DIN: 08893052) who was appointed as Director, in casual vacancy, 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 13th November 2020 for a term upto 31st March 2024 on the Board of the Company.”

7. To ratify the remuneration of Cost Auditors for the financial year ending 31st March 2022 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 to conduct the audit of cost records of the Company for the financial year ending 31st March 2022 and set out in the Explanatory Statement attached with the Notice, be paid to M/s. Mou Banerjee & Associates, Cost Accountants, (Registration No. 00266) as Cost Auditors of the Company.”

By Order of the Board of Directors

**D. Chowdhury**

Company Secretary

Membership No.: A15674

Place : Kolkata

Date : 26th June, 2021

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### NOTES

1. **Annual General Meeting through VC/OAVM facility:** In view of the situation arising due to COVID-19 global pandemic and pursuant to General Circular Nos.14/2020, 17/2020, 20/2020 and 02/2021 dated 8th April 2020, 13th April 2020, 5th May 2020 and 13th January 2021, respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 12th May 2020 and 15th January 2021, respectively, issued by the Securities and Exchange Board of India (“SEBI Circulars”) 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 2021 (‘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. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.



2. **Electronic Dispatch of Notice and Annual Report and process of registration of e-mail id 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 2020-21, consisting of Financial Statements for the year ended 31st March 2021, Directors Report, Auditors Report and other attachments of the Financial Statements and Reports are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Therefore, those Members, whose e-mail 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 2020-21 and all other communications sent by the Company, from time to time, can get their e-mail 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, e-mail address to be registered along with scanned self- attested copy of the PAN and AADHAR card supporting the registered address of the Member, alongwith a scanned copy of your share certificate(s) (both sides) by e-mail to the Company at shares@barooahs.in.
  - b. For the Members holding shares in demat form, please update your e-mail address through your respective Depository Participant(s) (DPs).
3. **Special Business:** The Explanatory Statement setting out the material facts pursuant to Section 102 of the Act' read with Rule 36(5) of SEBI-LODR, in respect of the Special Business under Item no. 6 and 7 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 26th June 2021 considered that the special businesses under Item No.6 and 7 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 e-mail 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 2020-21 will also be available on the Company's website www.barooahs.com for download. The same shall also be available on the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The Notice of the AGM will also be available on the website of CDSL <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 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. **Record Date for E-voting:** The Company has set Thursday, 9th September 2021 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.
11. **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 Friday, 10th September 2021 to Thursday, 16th September 2021 (both days inclusive).
12. **Dividend:** Dividend as recommended by the Board,



if declared at the AGM, will be paid, subject to the provisions of Section 126 of the Act' to those members or their mandates:

- (i) whose names appear as Beneficial Owners as at the close of business hours on Thursday, 9th September 2021 in the list to be furnished by National Securities Depository Ltd (NSDL) and CDSL in respect of shares held in electronic form and
  - (ii) whose names appear as members in the Register of Members of the Company on or before Thursday, 9th September 2021.
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 2020-21 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, e-mail address etc. to the Registrar and Share Transfer Agent 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;  
e-mail: mcssta@rediffmail.com

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

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 Participant(s) (DPs).

18. **CDSL e-Voting System – For Remote e-voting and e-voting during AGM**
- a) As stated in note 1 as above the forthcoming AGM will be held through Video Conferencing (VC) or Other Audio Visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
  - b) 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' and 'SEBI Circulars' the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM.
  - c) 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 Thursday, 9th September 2021 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).
  - d) 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 e-mail 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 (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) by e-mail to shares@barooahs.in.

- (ii) For Individual Demat shareholders, please update your e-mail id & mobile no. with your respective DPs which is mandatory while e-voting & joining virtual meetings through Depository.
- e) The voting rights of the shareholder will be in proportion of the shares held by them as on the record date of Thursday, 9th September 2021 to the paid up equity share capital of the Company.
- f) 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 given their consent to act in such capacity.
- g) 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 of 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 Investors, Directors, Key Managerial Personnel, Auditors, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

- h) The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Act', read with MCA and SEBI Circulars.

**THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

- i) The remote e-voting period begins on Monday, 13th September 2021, at 10.00 AM (IST)

and ends on Wednesday, 15th September 2021 at 17.00 PM (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, 9th September 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- j) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- k) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020, (hereinafter Cir 242) issued under Regulation 44 of SEBI- LODR; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participant(s). Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- l) In terms of Cir 242 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participant(s). Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-voting facility.



(i) Pursuant to above said Cir 242, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

| Type of Shareholders  | Login Method  |
|---|---|
| Individual Shareholders holding securities in Demat mode with <b>CDSL</b> | <p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon select New System Myeasi.</p> <p>2) After successful login the Easi/ Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers i.e. CDSL/NSDL/ KARVY/ LINKINTIME, so that the user can visit the e-voting service providers' website directly.</p> |

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|   | <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</p> <p>4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</p> |
| Individual Shareholders holding securities in Demat mode with <b>NSDL</b> | <p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able</p>   |



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|  | <p>to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com">https://www.evoting.nSDL.com</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p> |
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| <p>Individual Shareholders (holding securities in Demat mode) login through their <b>Depository Participants</b></p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p> |
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

| Login type  | Helpdesk details   |
|---|--|
| Individual Shareholders holding securities in Demat mode with <b>CDSL</b> | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 022-23058542-43. |
| Individual Shareholders holding securities in Demat mode with <b>NSDL</b> | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.              |



- (ii) Login method for e-voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) 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 e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

|   | <b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>   |
|---|--|
| PAN   | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department.<br/>(Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>● Shareholders who have not updated their PAN with the Company/ Depository Participant(s) are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.</li> </ul>            |
| Dividend Bank Details <b>OR</b> 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 the Company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul> |

- 7) After entering these details appropriately, click on “SUBMIT” tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN (210812003) on which you choose to vote.
- 11) 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.
- 12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 13) 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.
- 14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 17) **Facility for Non – Individual Shareholders and Custodians – Remote E-Voting**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com)





and register themselves in the “Corporates” module.

- 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 authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the e-mail address viz; shares@barooahs.in (designated e-mail address by company), if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

m) **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

- 1) The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- 2) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for remote e-voting.
- 3) Shareholders who have voted through remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- 4) Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.

- 5) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  - 6) Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
  - 7) 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 5 (five) days prior to meeting mentioning their name, demat account number/folio number, e-mail 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 5 (five) days prior to 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.
  - 8) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
  - 9) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions 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.
  - 10) If any votes are cast by the shareholders through the e-voting available during the AGM and if 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 of e-voting during the meeting is available only to the shareholders attending the meeting.
- n) **PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL/ MOBILE NO ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES:**
- i. For Physical shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share



certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhaar Card) by e-mail at [shares@barooahs.in](mailto:shares@barooahs.in).

- ii. For Individual Demat shareholders - Please update your e-mail id & mobile no. with your respective DPs which is mandatory while e-voting & joining virtual meetings through Depository.
19. If any Member has any queries or issues regarding attending AGM & e-voting from the CDSL e-voting System, you can write an e-mail to helpdesk. [evoting@cdslindia.com](mailto:evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.
20. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an e-mail to helpdesk. [evotingindia.com](http://evotingindia.com) or call on 022-23058542/43.
21. 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](http://www.barooahs.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com). The same shall also be communicated to BSE Ltd where the shares of the Company are listed.
22. Since the AGM will be held through VC/OAVM facility, the Route Map is not annexed in this Notice.

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## **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 of the Annual General Meeting ('the AGM'):

### **Item No. 6**

The Board of Directors of the Company ("the Board"), at its meeting held on 13th November 2020 appointed Ms. Simeen Hossain (DIN: 08893052) ("Ms. Hossain") as a Director in Casual Vacancy with effect from 13th November 2020 caused due to demise of Mr. Latifur Rahman, erstwhile Independent Director of the Company. In terms of Section 161(4) of the Companies Act' 2013 ('the Act') Ms. Hossain will hold office upto 31st March 2024, i.e. the date upto which Late Latifur Rahman would have held office, subject to the approval of Members in the ensuing AGM.

Further, in accordance with the provisions of Section 149 and Schedule IV of the Act' read with Regulation 25 of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI-LODR') appointment of an Independent Director requires approval of the Shareholders. Based on the recommendations made by the Nomination and Remuneration Committee of Directors ('the Committee'), the Board in its meeting held on 26th June 2021 has proposed that Ms. Hossain be appointed as an Independent Director on the Board of the Company with

effect from 13th November 2020. The appointment of Ms. Hossain shall be effective upon approval by the Members in the AGM.

The Company has received notices in writing from a Member of the Company under Section 160 of the Act', proposing candidature of Ms. Hossain, for the office of Director in the Company.

Ms. Hossain is a leading Bangladeshi business woman and is the Group CEO of Transcom Ltd and Director of its subsidiaries. She serves as the Managing Director and CEO of Eskayef Pharmaceuticals Ltd which has presence across 47 countries. She has been dealing in issues of strategy, performance, risk management and deployment of resources across companies where she serves as a Director. It is expected that the management will be guided by her expertise in issues of operations, finance, compliance and corporate policies, review of management performance and key appointments. It is also expected as a highly involved Company Director she will be providing the Board appropriate clarifications or amplification of information on certain issues which are vital and delicate to the Company.

In terms of what has been stated in para 4 above, the Committee and the Board of the Company are of the view that association of Ms. Hossain 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 she may be appointed as an Independent Director on the Board of the Company in the AGM with effect from 13th November 2020 for a term upto 31st March 2024 and hold office as non-executive Independent Director with effect from that date.

The Company has received declarations from Ms. Hossain, that she 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 Independent Director on the Board and that she is independent of the management of the Company.

Additional information pursuant to the SEBI - LODR and the Secretarial Standard on General Meetings in respect of Ms. Hossain is appended in the notice of the AGM.

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

The Board recommends the Ordinary Resolution set out in the Item No. 6 of the Notice of the AGM for approval by the Members.

Place : Kolkata  
Date : 26th June, 2021

#### **Item No. 7**

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 2022. The Board has approved Rs. 75,000/- excluding applicable tax and re-imbursement of expenses as Audit Fees payable to the Cost Auditors for the financial year ending 31st March 2022.

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 Board seeks approval of the Members to pay the remuneration as approved by it to the Cost Auditors for the financial year ending 31st March 2022. 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 Ordinary resolution set out in item no. 7 of the Notice of the AGM for the approval by the Shareholders of the Company.

By Order of the Board of Directors

**D. Chowdhury**  
Company Secretary  
Membership No.: A15674



**ANNEXURE TO THE NOTICE**

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

**(i) Profile of Appointee Director**

**Mr. Robin Aidan Farley:** Born in 1983, Mr. Farley is the elder son of Mrs. Anuradha Farley, Chairman of the Board and grandson of the Late Hemendra Prasad Barooah, founder and former Chairman of the Company. He joined the Board in 2018. Robin is a Principal at Odgers Berndtson, a leading global executive search firm headquartered in the UK with offices in over 30 countries. He recruits and assesses senior risk, compliance and regulatory professionals across financial services markets. Prior to joining Odgers Berndtson, Robin was a strategy consultant at Monitor Group in New York, where he worked on a number of engagements for Fortune 500 companies, governments and not-for-profit organisations. He began his career at JP Morgan Chase in their Corporate & Investment Bank. Robin has lived in a number of cities across the globe including Tokyo, Hong Kong, New York, Paris and Kolkata. He graduated from the University of Bristol with a degree in French and Economics. Mr.

Farley does not hold any shares in the Company.

**Mr. Anjan Ghosh:** Born in 1949, Mr. Ghosh is a fellow member of Institute of Chartered Accountants of India and 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 joined the Directorate in 2012. He also serves the Board of B&A Packaging India Ltd, subsidiary to the Company. He does not hold any shares in the Company.

**Ms. Simeen Hossain:** Born in 1967, Ms. Hossain is a leading Bangladeshi business woman and is the Group CEO of Transcom Ltd and Director of its subsidiaries. She also holds the position of Managing Director & CEO of select subsidiaries. She serves as the Managing Director and CEO of Eskayef Pharmaceuticals Ltd. Eskayef has a presence across 47 countries. She is also the Managing Director and CEO of PepsiCo's first snacks franchise in the world, Transcom Consumer Products Ltd and of Bangladesh's largest distribution company, Transcom Distribution Co. Ltd. In addition, she is an elected Member of the Executive Committee of the leading trade body of Bangladesh, the Metropolitan Chamber of Commerce and Industry, Dhaka.

**(ii) Particulars of Directorship of the above-mentioned Directors as on 31st March 2021 in other listed Indian Companies are tabled below :-**

| Name of the Director   | Number of meetings of Board attended during FY 2020-21 | Remuneration received during FY 2020-21 (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. Anjan Ghosh        | 6  | 3.12   | B&A Packaging India Ltd.  | Non-Executive Independent Director | (i) Audit Committee<br>(ii) Nomination and Remuneration Committee<br>(iii) Stakeholders Relationship Committee<br>(iv) Share Transfer Committee<br>(v) Corporate Social Responsibility Committee | (i) Audit Committee<br>(ii) Nomination and Remuneration Committee |
| Mr. Robin Aidan Farley | 4  | 1.20   | NA  | NA                                 | NA   | NA  |
| Ms. Simeen Hossain     | 2  | 0.90   | NA  | NA                                 | NA   | NA  |