



B & A Limited

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B&A Limited

ANNUAL GENERAL MEETING HELD ON 15th September, 2015 Declaration of Results of Remote e-voting and Ballot voting at the meeting.

As per the provision of the Companies Act, 2013 as also the Listing Agreement, the Company had provided the facility of remote e-voting and ballot voting at the meeting to the Shareholders to enable them to cast their vote electronically and in ballot on the resolutions proposed in the Notice of the Annual General Meeting [AGM] held on 15th September 2015. The e-voting was open from 10.00 a.m. on Saturday, 12th September 2015 to 17.00 p.m. on Monday, 14th September 2015.

In line with the provision of the Companies Act, 2013 and in terms of the clarification issued by MCA, voting by Show of Hands was not permitted at the general meeting where e-voting has been offered to the Shareholders. Therefore at the AGM voting was conducted by means of remote e-voting and ballot voting at the venue of the AGM.

The Board of Directors had appointed Mr. Ashok Kumar Daga, Practicing Company Secretary as the Scrutinizer for remote e-voting and ballot voting at the meeting. The Scrutinizer carried out the scrutiny of all the electronic votes received up to the close of remote e-voting period on 14th September 2015 and ballot votes received till the conclusion of the meeting and submitted his Report to me on 17th September, 2015.

The Consolidated Results as per the Scrutinizers' Report dated 17th September, 2015 is as follows:

Resolution No.	Particulars	Total votes casted on the resolution	Votes casted in Favour of the resolution	Votes casted against the resolution
1.	Adoption of Audited Financial Statements, Reports of the Directors and Auditors for the financial year 2014-15.	7,65,696 (100%)	6,70,726 (87.60%)	94,970 (12.40%)
2.	Declaration of Dividend on the Equity Shares for the financial year 2014-15	7,65,696 (100%)	6,70,726 (87.60%)	94,970 (12.40%)
3.	Reappointment of Mrs. Anuradha Farley (DIN 06699021) who retires by rotation.	7,65,696 (100%)	6,70,726 (87.60%)	94,970 (12.40%)
4.	Appointment of M/s. Ghosal, Basu & Ray, Chartered Accountants, (Registration No. 315080E) as Statutory Auditors and fixing their remuneration.	7,65,696 (100%)	6,70,726 (87.60%)	94,970 (12.40%)

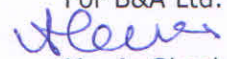


Resolution No.	Particulars	Total votes casted on the resolution	Votes casted in Favour of the resolution	Votes casted against the resolution
5.	Appointment of Mr. Bhramar Kumar Mahanta (DIN 02705485) as a Director in the Company.	7,65,696 (100%)	6,70,726 (87.60%)	94,970 (12.40%)
6.	Appointment of Mr. Anjan Ghosh (DIN 00655014) as an Independent Director in the Company.	7,65,696 (100%)	6,70,726 (87.60%)	94,970 (12.40%)
7.	Appointment of Mr. Rajkamal Bhuyan (DIN 00946477) as an Independent Director in the Company.	7,65,696 (100%)	6,70,726 (87.60%)	94,970 (12.40%)
8.	Appointment of Mr. Prabir Kumar Datta (DIN 06608028) as an Independent Director in the Company.	7,65,696 (100%)	6,70,726 (87.60%)	94,970 (12.40%)
9.	Ratification of remuneration payable to M/s Mou Banerjee & Co, Cost Auditors (Registration No: 00266) for the financial year 2015-16.	7,65,696 (100%)	6,70,726 (87.60%)	94,970 (12.40%)
10.	Adoption of new set of Articles of Association under Companies Act' 2013 instead of existing Articles of Association of the Company.	Not considered For Adoption	Not considered For Adoption	Not considered For Adoption

Based on the Report of the Scrutinizer, all Resolutions as set out in the Notice dated 31st July 2015 of the Annual General Meeting held on 15th September 2015 have been duly approved by the Shareholders with requisite majority except Special Resolution No. 10 which in view of an order passed by the Hon'ble Company Law Board, Eastern Region, Kolkata on 8th September 2015 on an application filed by one of the Shareholders of the company was not considered for adoption in the remote e-voting and ballot voting at the venue of the AGM.

Date: 18th September, 2015

For B&A Ltd.


Mr. A. Ghosh
Chairman

Ashok Kumar Daga

B. Com., (Hons.), LL.B, FCS
Practising Company Secretary

56, M. C. Garden Road,
(Dum Dum)
Kolkata - 700 030
Phone : 32916865
Mobile : 9831036425
E-mail : daga.ashok@gmail.com

Date.....

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

Name of the Company	B & A LIMITED
Meeting	Annual General Meeting
Date & Time	Tuesday, 15 th September, 2015 at 10.30 a.m
Venue	Indu Bhawan, Mahatma Gandhi Road, Jorhat, Assam - 785001

To
The Chairman, Annual General Meeting
B & A LIMITED
Indu Bhawan, Mahatma Gandhi Road,
Jorhat, Assam – 785001

1. Appointment as Scrutinizer

I was appointed as Scrutinizer for the remote e-voting as well as the voting conducted at the Annual General Meeting (AGM) of the B & A LIMITED (herein after referred to as the Company) held on Tuesday, 15th September, 2015 at 10.30 at Indu Bhawan, Mahatma Gandhi Road, Jorhat, Assam - 785001



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Practicing Company Secretary
FCS-2699 & CP-2948

2. Dispatch of Notice Convening the meeting

The Company has informed that, on the Basis of the Register of Members and the list of Beneficiary owners made available by the depositories viz; CENTRAL DEPOSITORY SERVICES (INDIA) LTD (CDSL), the Company completed dispatch of the Notice of the AGM;

- By Registered Post to 2087 members
- By Email 1175members

3. Cut-off Date

The Voting rights were reckoned as on 8th September, 2015, being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the meeting.

4. Remote E-Voting:

4.1 Agency:

The Company had appointed CDSL as the agency for providing the remote e-voting platform.

4.2 Remote e-voting:

Remote e-voting platform was open from 10.00 am on Saturday 12th September 2015, to 17.00 pm on Monday 14th September 2015, and members were required to cast their vote electronically conveying their assent or dissent in respect of the Resolutions, on the remote e-voting platform provided by CDSL.

5. Voting at the AGM:

5.1 As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that the members who have cast their votes through remote e-voting do not vote again at the general meeting, the scrutinizer shall have access after closure of period of


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remote e-voting and before the start of the general meeting , to only such details relating to members who have cast their vote through remote e-voting , such as their names , folios , number of shares held but not the manner in which they have voted.

5.2 Accordingly, CDSL the e-voting agency provided us with the names, DP Id / folio numbers and the shareholding of the members who had cast their votes through remote e-voting.

5.3 The Company had provided facility of Ballot voting at the venue of the meeting to those members who had not casted their vote through remote e-voting.

6. Counting Process

6.1 On Completion of voting at the meeting, CDSL provided us with the List of Members who had cast their votes, with their holding details and details of the Vote on each of the Resolutions.

6.2 The votes were reconciled with the Records maintained by the Company and RTA with respect to the authorizations/ proxies lodged with the company.


6.3 I unblocked the e-voting results on the CDSL E- voting platform before Mr. Ujjwal Banerjee and Mr Arnab Roy who are not in employment of the company and downloaded the E-voting results.

7. Results

7.1 I observed that

- a) 22 members had casted their votes through the Ballot- voting facility provided at the meeting.
- b) 8 members had cast their votes through remote e- voting.

7.2 The Consolidated Results with respect to each item on the agenda set out in the notice of AGM dated 31st July, 2015 is enclosed.


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Practicing Company Secretary
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7.3 Based on aforesaid results, Ordinary Resolutions contained in Item No. 1 to 9 has been passed with the majority and Special Resolution in Item 10 of the Notice dated 31st July, 2015 was not considered for adoption in the remote e-voting and Ballot voting at the venue of the AGM in view of an order passed by the Hon'ble Company Law Board, Eastern Region, Kolkata on 8th September, 2015 on an application filed by one of the shareholders.

7.4 Soft copy of the details of e-voting of the members who have casted their vote through remote e-voting on each resolutions, will be emailed to company after the announcement of Results.

Dated: 17/09/2015

Place : Kolkata


ASHOK KUMAR DAGA
Practicing Company Secretary
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Item No.1:-

To adopt the audited Financial Statements of the Company for the year ended 31st March, 2015 and the Reports of the Auditors and Directors thereon.

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	7	22	29	664601	6125	670726	87.60	21.63
DISSENT	1	0	1	94970	0	94970	12.40	3.06
INVALID	0	0	0	0	0	0	0	0
TOTAL	8	22	30	759571	6125	765696	100	24.69

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 1 of the Notice dated 31st July, 2015 has been passed with requisites majority.

Item No.2

To declare a Dividend on Equity Shares.

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	7	22	29	664601	6125	670726	87.60	21.63
DISSENT	1	0	1	94970	0	94970	12.40	3.06
INVALID	0	0	0	0	0	0	0	0
TOTAL	8	22	30	759571	6125	765696	100	24.69

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 2 of the Notice dated 31st July, 2015 has been passed with requisites majority.


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Item No.3

To appoint a Director in place of Mrs. Anuradha Farley having DIN 06699021 who retires by rotation and being eligible offers herself for re-appointment.

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	7	22	29	664601	6125	670726	87.60	21.63
DISSENT	1	0	1	94970	0	94970	12.40	3.06
INVALID	0	0	0	0	0	0	0	0
TOTAL	8	22	30	759571	6125	765696	100	24.69

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 3 of the Notice dated 31st July, 2015 has been passed with requisites majority.

Item No.4

Appointment of Auditors in place of M/s Ghosal, Basu & Ray, Chartered Accountants, (Registration No: 315080E), Kolkata who retire in this Annual General Meeting and being eligible offer themselves for reappointment and Fix their Remuneration.

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	7	22	29	664601	6125	670726	87.60	21.63
DISSENT	1	0	1	94970	0	94970	12.40	3.06
INVALID	0	0	0	0	0	0	0	0
TOTAL	8	22	30	759571	6125	765696	100	24.69

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 4 of the Notice dated 31st July, 2015 has been passed with requisites majority.



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Item No.5

Appointment of Mr. B. K. Mahanta (DIN: 02705485) as Director liable to retire by rotation.

RESOLVED THAT pursuant to section 152 of the Companies Act' 2013, Mr. B. K. Mahanta (DIN: 02705485) be and is hereby appointed a Director liable to retire by rotation."

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	7	22	29	664601	6125	670726	87.60	21.63
DISSENT	1	0	1	94970	0	94970	12.40	3.06
INVALID	0	0	0	0	0	0	0	0
TOTAL	8	22	30	759571	6125	765696	100	24.69

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 5 of the Notice dated 31st July, 2015 has been passed with requisites majority.

Item No.6

Appointment of Mr. Anjan Ghosh (DIN: 00655014) as an Independent Director of the Company.

"RESOLVED THAT pursuant to section 149,150,152 and other applicable provisions, if any, of the Companies Act' 2013 and Rules framed there under, read with schedule IV of the said Act' Mr. Anjan Ghosh (DIN: 00655014) who was appointed a Director liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office upto 31st March, 2020 and whose office shall not , henceforth, be liable to determination by retirement of Directors by rotation."


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Practicing Company Secretary
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	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	7	22	29	664601	6125	670726	87.60	21.63
DISSENT	1	0	1	94970	0	94970	12.40	3.06
INVALID	0	0	0	0	0	0	0	0
TOTAL	8	22	30	759571	6125	765696	100	24.69

Based on aforesaid Results, Special Resolution Contained in Item no. 6 of the Notice dated 31st July, 2015 has been passed with requisites majority

Item No. 7

Appointment of Mr. Rajkamal Bhuyan (DIN: 00946477) as an Independent Director of the Company.

“RESOLVED THAT pursuant to section 149,150,152 and other applicable provisions, if any, of the Companies Act’ 2013 and Rules framed there under, read with schedule IV of the said Act’ Mr. Rajkamal Bhuyan (DIN: 00946477) who was appointed a Director liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office upto 31st March, 2020 and whose office shall not , henceforth, be liable to determination by retirement of Directors by rotation.”

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	7	22	29	664601	6125	670726	87.60	21.63
DISSENT	1	0	1	94970	0	94970	12.40	3.06
INVALID	0	0	0	0	0	0	0	0
TOTAL	8	22	30	759571	6125	765696	100	24.69


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Based on aforesaid Results, Ordinary Resolution Contained in Item no.7 of the Notice dated 31st July, 2015 has been passed with requisites majority

Item no. 8

Appointment of Mr. Prabir Kumar Datta (DIN: 06608028) as an Independent Director of the Company.

“RESOLVED THAT pursuant to section 149,150,152 and other applicable provisions, if any, of the Companies Act’ 2013 and Rules framed there under, read with schedule IV of the said Act’ Mr. Prabir Kumar Datta (DIN: 06608028) who was appointed a Director liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office upto 31st March, 2020 and whose office shall not, henceforth, be liable to determination by retirement of Directors by rotation.”

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	7	22	29	664601	6125	670726	87.60	21.63
DISSENT	1	0	1	94970	0	94970	12.40	3.06
INVALID	0	0	0	0	0	0	0	0
TOTAL	8	22	30	759571	6125	765696	100	24.69

Based on aforesaid Results, Ordinary Resolution Contained in Item no.8 of the Notice dated 31st July, 2015 has been passed with requisites majority

Item No. 9

Ratification of Remuneration of Cost Auditors

“RESOLVED THAT pursuant to section 148(3) and other applicable provisions, if any, of the Companies Act’ 2013 and Rules framed thereunder, the remuneration payable to M/s. Mou Banerjee & Co., Cost Accountants, (Registration No: 00266) appointed by the Board of Directors as Cost Auditors to conduct the audit of the Cost Records of the Company for the financial year ending 31st March, 2016


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

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	7	22	29	664601	6125	670726	87.60	21.63
DISSENT	1	0	1	94970	0	94970	12.40	3.06
INVALID	0	0	0	0	0	0	0	0
TOTAL	8	22	30	759571	6125	765696	100	24.69

Based on aforesaid Results, Ordinary Resolution Contained in Item no.9 of the Notice dated 31st July, 2015 has been passed with requisites majority

Item No. 10

Adoption and Substitution of new set of Articles of Association in place of existing Articles of Association of the Company.

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

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

Special Resolution No. 10 was not considered for adoption in the remote e-voting and ballot voting at the venue of the AGM due to order passed by the Hon’ble Company Law Board, Eastern Region, Kolkata on 8th September 2015, however one member has casted 94,970 votes against the resolution.


ASHOK KUMAR DAGA
 Practicing Company Secretary
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