

**Annexure-I****Summary of proceedings of the Extra-Ordinary General Meeting of B & A Limited**

The Extra-Ordinary General Meeting (EGM) of the Members of B & A Limited ('the Company') was held on Monday, 23rd March, 2020 at 9.30 a.m. at Kaziranga Golf Resort, Sangsua Tea Estate, P.O. Gatonga, Jorhat-785616, Assam.

Mr. Anjan Ghosh, Director Chaired the meeting. The requisite quorum being present, the Chairman called the meeting to order. Thereafter, he introduced his colleagues on the Board of Directors of the Company who were present on the dais. All the Directors of the Company except Mrs. Anuradha Farley, Mr. B.K. Goswami, Mr. Latifur Rahman, Mr. Amit Chowdhuri and Mr. Robin Aidan Farley attended the meeting. The Chairman delivered his speech. Mr. D. Chowdhury, Company Secretary read the Notice calling EGM. The Chairman informed that the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the notice. The Company engaged the services of Central Depository Services (India) Limited (CDSL), the e-voting agency for providing remote e-voting facility. The remote e-voting facility was open for a period of 3 (Three) days beginning from Friday, 20th March, 2020 (10.00 a.m.) to Sunday, 22nd March, 2020 (5-00 p.m.). The "cut off" date, i.e. Monday, 16th March, 2020 was fixed for determining the eligibility of Members to vote through remote e-voting and voting through physical ballot process on the proposed 6 (six) resolutions as mentioned in the Notice of the Extra-Ordinary General Meeting of the Company. Members who were present at the EGM and had not cast their votes electronically were provided an opportunity to cast their votes at the meeting through ballot paper.

Members noted the presence of the following Directors:

Mr. Anjan Ghosh – Chairman, Audit Committee and Nomination and Remuneration Committee. However, Mr. Amit Chowdhuri, Director, Chairman of Stakeholder Relationship Committee could not attend the meeting due to urgent personal reason.

The following items of business, as per the Notice of EGM dated 14th February, 2020, were transacted at the meeting.

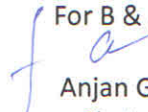
1. Appointment of Mr. Anjan Ghosh (DIN: 00655014) as a Director liable to retire by rotation from 1st April 2020 as Ordinary Resolution.
2. Appointment of Mr. Rajkamal Bhuyan (DIN: 00946477) as a Director liable to retire by rotation from 1st April 2020 as Ordinary Resolution.



3. Appointment of Mr. Amit Chowdhuri (DIN: 00080854) as an Independent Director of the Company with effect from 1st April 2020 and to hold office upto 30th September 2024 as Ordinary Resolution.
4. Appointment of Mr. Himangshu Sekhar Das (DIN: 00397751) as an Independent Director of the Company for a period of 5 (five) years with effect from 1st April 2020 and to hold office upto 31st March 2025 as Ordinary Resolution.
5. Appointment of Mr. Amit Kiran Deb (DIN: 02107792) as an Independent Director of the Company with effect from 1st April 2020 and to hold office upto 30th September 2023 as Ordinary Resolution.
6. Appointment of Mrs. Mou Mukherjee (DIN: 03333993) as an Independent Director of the Company for a period of 5 (five) years with effect from 1st April 2020 and to hold office upto 31st March 2025 as Ordinary Resolution.

The Company appointed Mr. Tarun Chatterjee, Advocate as the Scrutinizer to supervise the e-voting and ballot voting process. Due to Corona Virus pandemic Mr. Tarun Chatterjee was unable to travel at the venue of the EGM. In absence of him Mr. Tarun Chatterjee authorised Mr. Amit Sahewalla, Advocate to conduct the ballot voting at the venue of the EGM and submit him the report. The Chairman authorised Mr. D. Chowdhury, Company Secretary and in his absence Mr. Somnath Chatterjee, Managing Director to declare the results of voting on Tuesday, 24th March, 2020 at the Corporate Office of the Company at 113, Park Street, 9th Floor, Kolkata-700016. The scrutinizer's report was received and accordingly all the resolutions as set out in the notice were declared as passed.

This is for your information and record.

Yours faithfully
For B & A Limited

Anjan Ghosh
Chairman

Tarun Chatterjee

M. Com, LLB, ACS
Advocate
Calcutta High Court

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152, S. P. Mukherjee Road, Kolkata - 700026
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CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Sections 108 of the Companies Act, 2013 read with Rules 20, and 21(1) of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
B&A Limited
CIN: L01132AS1915PLC000200
Registered Office : Indu Bhawan,
Mahatma Gandhi Road,
Jorhat , Assam 785001

Sir,

1. Board of the Directors of **B&A Limited** (the "Company"), **CIN: L01132AS1915PLC000200** at its meeting held on 14-02-2020 appointed me as Scrutinizer to scrutinize the remote e-Voting and voting by ballot at the Extra Ordinary General Meeting (EGM) venue in a fair and transparent manner as per the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 and Secretarial Standards on General Meetings , on the resolutions contained in the notice dated 14-02-2020 calling the EGM of the members of the Company, held on **Monday, 23rd March,2020 at 9.30 a.m. at Kaziranga Golf Resort, Sangsua Tea Estate, P.O. Gatonga, Jorhat, Assam 785 616**

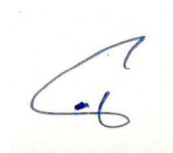


1. The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (a) Companies Act, 2013 and Rules thereto (b) relating to e-voting, voting by Ballot at the EGM venue on the resolutions contained in the Notice dated 14-02-2020 calling the meeting.
2. My responsibility as a Scrutinizer is limited to prepare and submit a 'Consolidated Scrutinizer's Report' of the votes casted by the members of the Company "in favour" or "against" on the resolutions contained in the Notice dated 14-02-2020.
3. Due to global pandemic Novel Coronavirus (COVID 19), in accordance with Advisory dated 05-03-2020 issued by the Ministry of Health and Family Welfare, Government of India , the Bar Association of Kolkata High Court and Bar Council of West Bengal has restricted the function of the advocates and advised not to travel, except in extreme exigency. Accordingly, I have authorized Mr. Amit Sahewalla Advocate to scrutinize the voting by ballot at the EGM venue on behalf of me and submit me the report of such voting at the EGM.
4. After declaration of voting by ballot by the Chairman of the meeting, the ballot box kept for voting was locked in the presence of the members present with due identification mark.
5. The locked ballot box was subsequently opened, and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company.



6. The Company had provided remote e-voting facility for its members as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 which remained open from Friday , 20th March,2020 (10:00 A.M IST) to Sunday , 22nd March,2020 (5.00 P.M IST).
7. The votes cast were unblocked on 23-03-2020 at 9.51 a.m. and result downloaded from the official site of Central Depository Services (India) Ltd (CDSL) by me.
8. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereto relating to e-voting, voting by ballot at EGM venue on the resolutions contained in the Notice dated 14th February, 2020 of the EGM of the members of the Company.
9. My responsibility as a Scrutinizer of remote e-voting and ballots is limited to prepare and submit Scrutinizer's report of the votes casted "in favour" or "against" the resolution by the members of the Company, as required by the Act.
10. I do hereby submit the Consolidated Report of votes casted on ballot at the meeting and on e-voting on the resolutions contained in the Notice of the EGM dated 23rd March, 2020.

Date of the EGM	23-03-2020
Total number of shareholders on record date	2653
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	7
Public	18
No. of Shareholders attended the meeting through video Conferencing:	
Promoters and Promoter Group	NIL
Public	NIL



Special Business

Item No. 1: To appoint Mr. Anjan Ghosh, DIN 00655014, as a Director liable to retire by rotation and in this regard, pass the following resolution as an **Ordinary Resolution:**

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

Resolution Required:					Ordinary Resolution			
Whether promoter/promoter group are interested in the resolution					No			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes-in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	1833615	654697	35.71	654697	0	100	0
	Poll		300	0.02	300	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		1833615	654997	35.73	654997	0	100
Public-Institution	E-Voting	200	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		200	0	0	0	0	0
Public-Non Institution	E-Voting	1266185	11059	0.87	11059	0	100	0
	Poll		5070	0.40	5070	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		1266185	16129	1.27	16129	0	100
TOTAL		3100000	671126	21.65	671126	0	100	0

Item No. 2: To appoint Mr. Rajkamal Bhuyan , DIN 00946477 as a Director liable to retire by rotation and in this regard, pass the following resolution as an **Ordinary Resolution:**

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

Resolution Required:					Ordinary Resolution			
Whether promoter/promoter group are interested in the resolution					No			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes-in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	1833615	654697	35.71	654697	0	100	0
	Poll		300	0.02	300	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		1833615	654997	35.73	654997	0	100
Public-Institution	E-Voting	200	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		200	0	0	0	0	0
Public-Non Institution	E-Voting	1266185	11059	0.87	11059	0	100	0
	Poll		5070	0.40	5070	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		1266185	16129	1.27	16129	0	100
TOTAL		3100000	671126	21.65	671126	0	100	0

Item No. 3: To appoint Mr. Amit Chowdhuri , DIN 00080854 as an Independent Director and in this regard, pass the following resolution as an **Ordinary Resolution:**

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

Resolution Required:					Ordinary Resolution			
Whether promoter/promoter group are interested in the resolution					No			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes-in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	1833615	654697	35.71	654697	0	100	0
	Poll		300	0.02	300	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		1833615	654997	35.73	654997	0	100
Public-Institution	E-Voting	200	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		200	0	0	0	0	0
Public-Non Institution	E-Voting	1266185	11059	0.87	11059	0	100	0
	Poll		5070	0.40	5070	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		1266185	16129	1.27	16129	0	100
TOTAL		3100000	671126	21.65	671126	0	100	0

Item No. 4: To appoint Mr. Himangshu Sekhar Das, DIN 00397751 as an Independent Director and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification (s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Himangshu Sekhar Das (DIN 00397751) being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office with effect from 1st April 2020 for a term upto 31st March 2025 on the Board of the Company.”

Resolution Required:					Ordinary Resolution			
Whether promoter/promoter group are interested in the resolution					No			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes-in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	1833615	654697	35.71	654697	0	100	0
	Poll		300	0.02	300	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		1833615	654997	35.73	654997	0	100
Public-Institution	E-Voting	200	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		200	0	0	0	0	0
Public-Non Institution	E-Voting	1266185	11059	0.87	11059	0	100	0
	Poll		5070	0.40	5370	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		1266185	16129	1.27	16129	0	100
TOTAL		3100000	671126	21.65	671126	0	100	0

Item No. 5: To appoint Mr. Amit Kiran Deb , DIN 02107792as an Independent Director and in this regard, pass the following resolution as an Ordinary Resolution:

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

Resolution Required:					Ordinary Resolution			
Whether promoter/promoter group are interested in the resolution					No			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes-in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	1833615	654697	35.71	654697	0	100	0
	Poll		300	0.02	300	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total	1833615	654997	35.73	654997	0	100	0
Public-Institution	E-Voting	200	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	200	0	0	0	0	0	0
Public-Non Institution	E-Voting	1266185	11059	0.87	11059	0	100	0
	Poll		5070	0.40	5070	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total	1266185	16129	1.27	16129	0	100	0
TOTAL		3100000	671126	21.65	671126	0	100	0

Item No. 6 : To appoint Mrs. Mou Mukherjee, DIN 03333993 as an Independent Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

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

Resolution Required:					Ordinary Resolution			
Whether promoter/promoter group are interested in the resolution					No			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes-in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	1833615	654697	35.71	654697	0	100	0
	Poll		300	0.02	300	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		1833615	654997	35.73	654997	0	100
Public-Institution	E-Voting	200	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		200	0	0	0	0	0
Public-Non Institution	E-Voting	1266185	11059	0.87	11059	0	100	0
	Poll		5070	0.40	5070	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		1266185	16129	1.27	16129	0	100
TOTAL		3100000	671126	21.65	671126	0	100	0

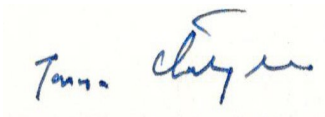
Total Number of Ballots Rejected

Number of Ballots rejected	Reason of Rejection
4	Folio Mismatch

- (i) A compact Disc (CD) containing list of equity shareholders who voted "FOR", "AGAINST" for the resolutions are submitted with the report.
- (ii) The Ballots and all other relevant records were sealed and handed over to the Company Secretary authorised by the Board for safe keeping.

Thanking you,
Yours faithfully

Tarun Chatterjee- Advocate



Place: Kolkata
Date: 24-03-2020