



B & A Limited

Corporate Office : 113 Park Street, 9th Floor, Kolkata -700 016
Phone : 2265 -7389, 2229 -5098, 2217- 6815, 2227-2131
Fax : 033- 2265 -1388, E-mail : contact@barooahs.in
Website : www.barooahs.com, CIN : L01132AS1915PLC000200

B&A/KOL/DDC/ 1201
30th March, 2019

To,
The General Manager,
The Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai-400001.

Dear Sir,

Scrip Code No. 508136

Sub: Proceedings of Extra-Ordinary General Meeting-Regulation 30 of the SEBI (LODR) Regulations, 2015 and Consolidated Scrutinizer's Report

Please find enclosed the summary of proceedings of the Extra-Ordinary General Meeting of the Company held on Friday, 29th March, 2019 at the corporate office of the Company 113, Park Street, 9th Floor, Kolkata-700016 and Consolidated Scrutinizer's Report on remote e-voting and ballot voting at the venue of the Extra-Ordinary General Meeting on the Special Resolutions proposed in the EGM.

The same is for your information and record.

Yours faithfully
For B & A Limited

D. Chowdhury
Company Secretary

**Annexure-I****Summary of proceedings of the Extra-Ordinary General Meeting**

The Extra-Ordinary General Meeting (EGM) of the Members of B & A Limited ('the Company') was held on Friday, 29th March, 2019 at 9.30 a.m. at the corporate office of the Company at 113, Park Street, 9th Floor, Kolkata-700016.

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. A. Farley, Mr. L Rahman and Mr. R. Farley attended the meeting. The Chairman delivered his speech. Mr. D. Chowdhury, Company Secretary read the Notice of Extra-Ordinary General Meeting. The Chairman informed that the Company had provided the Members the facility to cast their vote electronically, on resolutions set forth in the notice. The Company had 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 Tuesday, 26th March, 2019 (10.00 a.m.) to Thursday, 28th March, 2019 (5-00 p.m.). The "cut off" date, i.e. Friday, 22nd March, 2019 was fixed for determining the eligibility of Members to vote through remote e-voting and voting through physical ballot process on the proposed 3 (three) special 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.

The following item of business, as per the Notice of EGM dated 13th November, 2018, was transacted at the meeting.

1. "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. Basant Kumar Goswami (DIN 00003782) who was appointed as an

B & A Limited**Company Secretary**



Independent Director and who holds office of Independent Director upto 31st March, 2019 and 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 re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect from 1st April 2019 till 31st March 2024 on the Board of the Company."

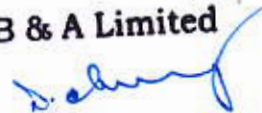
"RESOLVED FURTHER THAT Mr. Basant Kumar Goswami (DIN 00003782) will continue as Independent Director on the Board of the Company on his attaining the age of 75 (Seventy five) years for the remaining period of his term of Directorship till the completion of his term of Directorship i.e. upto 31st March 2024."

2. **"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. Latifur Rahman (DIN 05121886) who was appointed as an Independent Director and who holds office of Independent Director upto 31st March, 2019 and 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 re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect from 1st April 2019 till 31st March 2024 on the Board of the Company."

"RESOLVED FURTHER THAT Mr. Latifur Rahman (DIN 05121886) will continue as Independent Director on the Board of the Company on his attaining the age of 75 (Seventy five) years for the remaining period of his term of Directorship till the completion of his term of Directorship i.e. upto 31st March 2024."

3. **"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

B & A Limited


Company Secretary



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. Prabir Kumar Datta (DIN 06608028) who was appointed as an Independent Director and who holds office of Independent Director upto 31st March, 2020 and 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 re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect from 1st April 2020 till 31st March 2025 on the Board of the Company."

"RESOLVED FURTHER THAT Mr. Prabir Kumar Datta (DIN 06608028) will continue as Independent Director on the Board of the Company on his attaining the age of 75 (Seventy five) years for the remaining period of his term of Directorship till the completion of his term of Directorship i.e. upto 31st March 2025."

The Company appointed Mr. Tarun Chatterjee, Advocate as the Scrutinizer to supervise the e-voting and ballot voting process. The Chairman authorised Mr. D. Chowdhury, Company Secretary and in his absence Mr. Somnath Chatterjee, Managing Director to declare the results of voting on Saturday, 30th March, 2019 at the Corporate Office of the Company at 113, Park Street, 9th Floor, Kolkata-700016. The scrutinizer's report was received and accordingly the special resolutions as set out in the notice were declared as passed.

This is for your information and record.

Yours faithfully
For B & A Ltd.

D. Chowdhury
Company Secretary

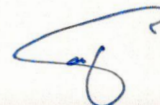
CONSOLIDATED SCRUTINIZER'S REPORT

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

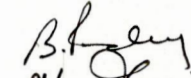
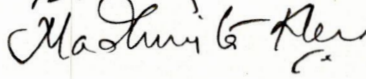
To
The Chairman of Extra Ordinary General Meeting held on 29-03-2019
B&A Limited
CIN: L01132AS1915PLC000200
113, Park Street
9th Floor, Kolkata- 700016

Sir,

1. I, Tarun Chatterjee, Advocate, has been appointed as a Scrutinizer by the Chairman of the Extra-Ordinary General Meeting of B&A Limited (the "Company"), CIN: L01132AS1915PLC000200 for the purpose of Scrutinizing the vote casted by the Equity Shareholders of the Company on ballot carried out 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 Companies (Management and Administration) Rules, 2015 and Secretarial Standards on General Meetings read with Regulation 44(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), on the resolutions contained in the notice dated 13th November, 2018 calling Extra-Ordinary General Meeting (EGM) of the members of the Company, held on Friday, 29th March, 2019 at the Corporate office of the Company at 113, Park Street, 9th Floor, Kolkata- 700016.
2. After the declaration of voting by ballot by the Chairman, the ballot box kept for voting was locked in the presence of the members present with due identification mark placed by me.



3. The locked ballot box was subsequently opened in the presence of the following two witnesses not in the employment of the Company 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.

- a) CS. Binita Pandey : 
b) Ms. Madhumita Khan: 

4. The ballots were diligently scrutinized. The ballots were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.
5. The Company had also provided 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 26th March, 2019 (10:00 A.M) to 28th March, 2019 (5.00 P.M). The Board of Directors of B&A Limited, appointed me as a Scrutinizer for the purpose of scrutinizing the e-voting process and voting on ballot in respect of Special resolutions contained in the Notice calling Extra-Ordinary General Meeting dated 13-11-2018.
6. The votes cast were unblocked on 29-09-2019 in the presence of 2 witnesses, CS. Binita Pandey and Ms. Madhumita Khan who are not in the employment of the Company. They have given confirmation that the votes being unblocked in their presence.
7. 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 Extra-Ordinary General Meeting on the resolutions contained in the Notice dated 13th November, 2018 of the Extra-Ordinary General Meeting (EGM) of the members of the Company.



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 passed by the members of the Company, as required by the Act.

8. 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 Extra-Oedinary General Meeting (EGM) dated 29th March, 2019.

Date of the EGM	29-03-2019
Total number of shareholders on record date	2844
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	7
Public	44
No. of Shareholders attended the meeting through video Conferencing:	
Promoters and Promoter Group	NIL
Public	NIL

Special Business

Item No. 1: Re- Appointment of Mr. Basant Kumar Goswami (DIN: 00003782) as an Independent Director for a term of 5 (five) consecutive years

“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. Basant Kumar Goswami (DIN 00003782) who was appointed as an Independent Director and who holds office of Independent Director upto 31st March, 2019 and 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 re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect from 1st April 2019 till 31st March 2024 on the Board of the Company.”

“RESOLVED FURTHER THAT Mr. Basant Kumar Goswami (DIN 00003782) will continue as Independent Director on the Board of the Company on his attaining the age of 75 (Seventy five) years for the remaining period of his term of Directorship till the completion of his term of Directorship i.e. upto 31st March 2024.”

Resolution Required:					Special 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	1300	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		1300	0	0	0	0	0
Public-Non Institution	E-Voting	1265085	12038	0.95	12038	0	100	0
	Poll		5428	0.43	5428	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		1265085	17466	1.38	17466	0	100
TOTAL		3100000	672463	21.69	672463	0	100	0

Item No. 2: Re-Appointment of Mr. Latifur Rahman (DIN: 05121886) as an Independent Director for a second term of 5 (five) consecutive years.

“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. Latifur Rahman (DIN 05121886) who was appointed as an Independent Director and who holds office of Independent Director upto 31st March, 2019 and 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 re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect from 1st April 2019 till 31st March 2024 on the Board of the Company.”

“RESOLVED FURTHER THAT Mr. Latifur Rahman (DIN 05121886) will continue as Independent Director on the Board of the Company on his attaining the age of 75 (Seventy five) years for the remaining period of his term of Directorship till the completion of his term of Directorship i.e. upto 31st March 2024.”

Resolution Required:					Special 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	1300	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		1300	0	0	0	0	0
Public-Non Institution	E-Voting	1265085	12038	0.95	12038	0	100	0
	Poll		5428	0.43	5428	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		1265085	17466	1.38	17466	0	100
TOTAL		3100000	672463	21.69	672463	0	100	0

Item No. 3: Re- Appointment of Mr. Prabir Kumar Datta (DIN: 06608028) as an Independent Director for a second term of 5 (five) consecutive years.

“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. Prabir Kumar Datta (DIN 06608028) who was appointed as an Independent Director and who holds office of Independent Director upto 31st March, 2020 and 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 re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect from 1st April 2020 till 31st March 2025 on the Board of the Company.”

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Resolution Required:					Special 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		654997	35.73	654997	0	100	0
Public-Institution	E-Voting	1300	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institution	E-Voting	1265085	12038	0.95	12038	0	100	0
	Poll		5428	0.43	5428	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		17466	1.38	17466	0	100	0
TOTAL		3100000	672463	21.69	672463	0	100	0

Total Number of Ballots Rejected

Number of Ballots rejected	Reason of Rejection
2	Folio mismatch

4. A compact Disc (CD) containing list of equity shareholders who voted "FOR", "AGAINST" for the resolutions are submitted with the report.
5. 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 30/3/19

Place: Kolkata
Date: 30.03.2019