



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/ 377
29th September, 2020

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

Dear Sir,

Sub: Proceeding of Annual General Meeting (AGM) for the financial year ended 31st March 2020 and Scrutinizer's report

Please find enclosed the followings:

- 1) Summary of the proceedings of the AGM of the Company held on Tuesday, 29th September 2020 through VC/OAVM mode - Annexure-I
- 2) Consolidated Scrutinizer Report dated 29th September, 2020 on remote e-voting and voting during AGM submitted by Mr. Tarun Chatterjee, Advocate, appointed as Scrutinizer of the AGM - Annexure-II.

This is for your information and records.

Thanking you.

Yours faithfully

For B & A Limited

D. Chowdhury

Company Secretary

Encl: As above



Summary of Proceedings of AGM of B & A Limited convened on Tuesday, 29th September 2020 at 11.30 A.M. through Video Conferencing/ Other Audio-Visual Means (OAVM)

The Annual General Meeting (AGM) of Members of the Company for the financial year ended 31st March 2020 was held on Tuesday, 29th September, 2020 through Video Conferencing/Other Audio-Visual Means at 11.30 a.m. I.S.T.

Mr. Anjan Ghosh, Director, Chaired the proceedings of the Meeting. He informed that the AGM was conducted through VC / OAVM facility in accordance with the circulars issued by Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) and affirmed that all feasible efforts had been taken by the Company under the current circumstances to enable members to participate through Video Conference and vote at the AGM.

The requisite quorum being present, the meeting was called to order by the Chairman. Thereafter the Directors introduced themselves. The Chairman of the Audit committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee were present at the meeting. Leave of absence was granted to Mrs. Anuradha Farley, and Mr. Bhramar Kumar Mahanta, Directors of the Company. The Chairman confirmed the presence of representatives Statutory Auditors and Secretarial Auditors and Scrutinizer for the remote e-voting and e-voting during the AGM.

The Company Secretary provided general instructions to the Members regarding participation in the Meeting and informed that pursuant to the provisions of the Companies Act, 2013 and rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided facility to the members to cast their vote through remote e-voting which commenced from Saturday, 26th September, 2020 (10.00 a.m. IST) and ended on Monday, 28th September, 2020 (17.00 p.m. 1ST). During this period, all Members of the Company, holding shares either in physical form or in dematerialized mode, as on the cut-off date i.e. Tuesday, 22nd September, 2020, had the opportunity to cast their votes electronically. The Members were informed that the facility for voting through e-voting system provided by Central Depository Services (India) Ltd. (CDSL) was made available during the AGM for Members who had not cast their votes prior to the meeting and they can cast votes while at the same time participate in the proceedings.

He informed that the Statutory Registers under the Companies Act, 2013 and other documents as referred to in the AGM Notice had been kept open for electronic inspection by the Members at the website of the Company namely www.barooahs.com.

Thereafter, the Chairman delivered his speech highlighting inter-alia current economic scenario, functioning the Company and its adoptability in the COVID pandemic situation.

B & A Limited


Company Secretary



Thereafter, the Chairman of the Meeting resumed the proceedings of the Meeting and with the consent of the shareholders, the Notice convening the AGM and the Auditor's Report were taken as read.

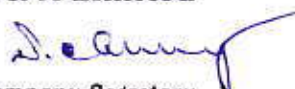
The agenda items of the Notice dated 12th August 2020 convening the AGM were read for the information of the members as below:

Sr. No.	Particulars	Type of Resolution
Ordinary Business		
1.	Adoption of Standalone and Consolidated Audited Financial Statements, Reports of the Directors and Auditors for the financial year 2019-20	Ordinary Resolution
2.	Reappointment of Mr. Bhramar Kumar Mahanta, Director (DIN 02705485) who retires by rotation	Ordinary Resolution
3.	Reappointment of Mrs. Anuradha Farley, Director (DIN 06699021) who retires by rotation	
4.	Re-appointment of M/s Ghosal, Basu & Ray, (Registration No: 315080E) Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of sixth Annual General Meeting where this Annual General Meeting be counted as the first Annual General Meeting and fixing their remuneration for the financial year ending 31 st March 2021	Ordinary Resolution
Special Business		
5.	Ratification of remuneration payable to M/s Mou Banerjee & Co., Cost Auditors (Registration No: 00266) for the financial year 2020-21	Ordinary Resolution

The Chairman announced that the e-voting facility has been activated and will be closed after 30 minutes from the conclusion of the Meeting. Thereafter he invited Members who had pre-registered themselves as speakers, to raise queries, offer comments or seek clarifications (if any) on the Company's accounts and businesses. Company Secretary informed that though one member registered himself as a speaker but he was not attending the meeting.

The Chairman announced that Mr. Tarun Chatterjee, Advocate, was appointed as the Scrutinizer to scrutinize the e-voting process and requested the Members to continue to vote through electronic system, if not already voted through remote e-voting. He stated that e-voting results along with the Consolidated Scrutinizers Report shall be informed to BSE Ltd. and also be placed on website of the Company and on the website of CDSL, the e-voting agency.

B & A Limited


Company Secretary



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Thereafter, Chairman thanked and expressed his gratitude towards all shareholders for attending the meeting and declared the meeting as concluded at 11.50 A.M.

Post the conclusion of voting at the venue, the consolidated scrutinizer's report was received.

All the resolutions have been passed with requisite majority. This is for your information and record.

Thanking you.

Yours faithfully

For B & A Limited

D. Chowdhury

Company Secretary

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Regulation 44(3) of the of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
The Chairman
B&A Limited
(CIN:L01132AS1915PLC000200)
Registered Office: 'Indu Bhawan'
Mahatma Gandhi Road,
Jorhat, Assam - 785 001

Sir,

1. I, Tarun Chatterjee, Advocate, has been appointed by the Board of Directors of B&A Limited, **(herein after referred as the Company)** at its meeting held on 12th August 2020, as the Scrutinizer to scrutinize the remote e-Voting and electronic voting during Annual General Meeting (AGM) of the Company held through Video Conferencing (VC) / Other Audio Video Means (OAVM) on 29th September 2020, 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 12th August 2020 of the AGM of the members of the Company.
2. 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 Saturday, 26th September 2020 (10:00 A.M IST) to Monday, 28th September 2020 (17:00 P.M IST).
3. The Company had also provided e-voting facility to vote during the AGM for the members who attended the meeting through VC/OAVM and had not vote through remote e-voting, to cast their vote during the AGM.



4. After the closure of e-voting at the AGM, the report on voting done during the AGM and the votes cast under remote e-voting facility were unblocked on 29th September 2020 at 12:26 P.M. and were counted.
5. I have scrutinized and reviewed the remote e-voting prior and e-voting during the AGM and votes cast therein based on the data downloaded from the CDSL e-voting system.
6. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereto relating to remote e-voting and voting through electronic voting system during the AGM held on the resolutions contained in the Notice dated 12th August 2020 of the AGM of the members of the Company.

My responsibility as a Scrutinizer of remote e-voting and e-voting during the AGM is limited to prepare and submit the Scrutinizer's report of the votes casted "in favour" or "against" the resolutions by the members of the Company.

7. I do hereby submit the Consolidated Report of vote casted through electronic voting system during the meeting and on remote e-voting on the resolutions contained in the Notice dated 12th August 2020 of AGM.

Date of the AGM	29-09-2020
Total number of shareholders on record date	2534
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	NOT APPLICABLE
No. of Shareholders attended the meeting through video Conferencing: Promoters and Promoter Group Public	5 32



ORDINARY BUSINESS

Item No. 1: Adoption of Financial Statements for the year ended 31st March 2020

Ordinary Resolution

- (a) **“RESOLVED THAT** the audited financial statement of the company for the financial year ended 31st March 2020 and reports of Board of the Directors and Auditors thereon laid before the meeting, be and are hereby considered and adopted.”
- (b) **“RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended 31st March 2020 and the report of the Auditors thereon laid before the meeting, be and are hereby considered and adopted.”

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	1833594	970897	52.9505	654697	316200*	67.4322	32.5678
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1833594	970897	52.9505	654697	316200	67.4322	32.5678
Public-Institution	E-Voting	200	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	200	0	0	0	0	0	0
Public-Non Institution	E-Voting	1266206	17229	1.3607	17229	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1266206	17229	1.3607	17229	0	100	0
Total		3100000	988126	31.875	671926	316200	68	32

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Item No. 2: To re-appoint Mr. Bhramar Kumar Mahanta, who retires by rotation and being eligible, offers himself for re-appointment as a Director
Ordinary Resolution

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

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	1833594	970897	52.9505	654697	316200*	67.4322	32.5678
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1833594	970897	52.9505	654697	316200	67.4322	32.5678
Public-Institution	E-Voting	200	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	200	0	0	0	0	0	0
Public-Non Institution	E-Voting	1266206	17229	1.3607	17229	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1266206	17229	1.3607	17229	0	100	0
Total		3100000	988126	31.875	671926	316200	68	32

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Item No. 3: To re-appoint Mrs. Anuradha Farley, who retires by rotation and being eligible, offers herself for re-appointment as a Director

Ordinary Resolution

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

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	1833594	970897	52.9505	654697	316200*	67.4322	32.5678
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1833594	970897	52.9505	654697	316200	67.4322	32.5678
Public-Institution	E-Voting	200	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	200	0	0	0	0	0	0
Public-Non Institution	E-Voting	1266206	17229	1.3607	17229	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1266206	17229	1.3607	17229	0	100	0
Total		3100000	988126	31.875	671926	316200	68	32

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**Item No. 4: To appoint Statutory Auditors and fix their remuneration
Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of section 139, 142 and other applicable provisions if any of the Companies Act’ 2013 read with Companies (Audit and Auditors) Rules 2014 [including any statutory modification (s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], M/s Ghosal, Basu & Ray, Chartered Accountants (Registration No. 315080E) the retiring Statutory Auditors of the Company, be and is hereby re-appointed to hold office of the Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of sixth Annual General Meeting where this Annual General Meeting be counted as the first Annual General Meeting, and they be paid such remuneration as shall be fixed by the Board of Directors of the Company for conducting the Statutory Audit of the Company for the financial year ending 31st March 2021.”

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	1833594	970897	52.9505	654697	316200*	67.4322	32.5678
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1833594	970897	52.9505	654697	316200	67.4322
Public-Institution	E-Voting	200	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		200	0	0	0	0	0
Public-Non Institution	E-Voting	1266206	17229	1.3607	17229	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1266206	17229	1.3607	17229	0	100
Total		3100000	988126	31.875	671926	316200	68	32

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SPECIAL BUSINESS

Item No. 5: To ratify the remuneration of Cost Auditors for the financial year ending 31st March 2021

Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act’ 2013 [(including any statutory modification (s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force)], the remuneration, as approved by the Board of Directors and set out in the Explanatory Statement attached with the Notice, to be paid to M/s. Mou Banerjee & Co., Cost Accountants, (Registration No. 00266) the Cost Auditors of the Company appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year ending 31st March 2021 be and is hereby ratified.”

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	1833594	970897	52.9505	654697	316200*	67.4322	32.5678
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1833594	970897	52.9505	654697	316200	67.4322	32.5678
Public-Institution	E-Voting	200	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	200	0	0	0	0	0	0
Public-Non Institution	E-Voting	1266206	17229	1.3607	17229	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1266206	17229	1.3607	17229	0	100	0
Total		3100000	988126	31.875	671926	316200	68	32

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*** Note : In view of an order passed by the Hon'ble Supreme Court of India on March 28, 2016, as forwarded by the Company all rights of votes casted by one shareholder by electronic means with respect to 2,21,230 equity shares in the Company shall abide by the final outcome of a suit pending before learned Jorhat Court.**

A compact Disc (CD) containing list of equity shareholders who vote "FOR" and "AGAINST" for each resolution is submitted with the report.

Thanking you,

Yours faithfully

A handwritten signature in black ink, appearing to read 'Tarun Chatterjee', written in a cursive style.

Tarun Chatterjee - Advocate

Place: Kolkata

Date: 29-09-2020