

CONSOLIDATED SCRUTINIZER'S REPORT


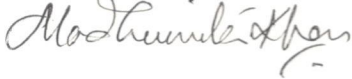
[Pursuant to Sections 108 of the Companies Act, 2013 read with Rules 20, and 21(1) of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
B&A Limited
Indu Bhawan, Mahatma Gandhi Road
Jorhat, Assam - 785001

Sir,

1. I, Tarun Chatterjee, Advocate, has been appointed as a Scrutiniser by the Chairman of the Annual General Meeting of B&A Limited (the "Company") for the financial year ended 31st March, 2018, 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 and 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 21st May, 2018 calling Annual General Meeting (AGM) of the members of the Company, held on Thursday, 27th September, 2018 at Indu Bhawan, Mahatma Gandhi Road, Jorhat, Assam - 785001.
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) Madhumita Khan 
4. The ballot papers, which were incomplete, and /or which were otherwise found defective have been treated as invalid and kept separately.
5. 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 / proxies lodged with the company.
6. 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 24th September, 2018 (10:00 A.M) to 26th September, 2018 (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 resolutions contained in the Notice calling Annual General Meeting dated 27-09-2018.
7. The votes cast were unblocked on 27-09-2018 at 10:51 A.M. in the presence of 2 witnesses Mr. Dipankar Mukherjee and Mr. Gautam Bhattacharya who are not in the employment of the Company. They have given confirmation that the votes being unblocked in their presence.
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 Annual General Meeting on the resolutions contained in the Notice dated 21st May, 2018 of the Annual General Meeting (AGM) 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 resolutions passed by the members of the Company, as required by the Act.



9. I do hereby submit the Consolidated Report of vote casted on ballot at the meeting and on e-voting on the resolutions contained in the Notice of the Annual General Meeting (AGM) dated 27th September, 2018.

Date of the AGM/EGM	27-09-2018
Total number of shareholders on record date	2830
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	7
Public	19
No. of Shareholders attended the meeting through video Conferencing:	
Promoters and Promoter Group	NIL
Public	NIL



Ordinary Business

Item No. 1: Adoption of Financial Statements for the year ended 31st March, 2018

“RESOLVED THAT the Financial Statements of the Company comprising of Profit and Loss Account for the year ended 31st March, 2018, the Balance Sheet as on that date and notes to the accounts, both on standalone and consolidated basis with its Subsidiary Company, as on 31st March, 2018 together with the Reports of the Directors and the Auditors thereon be and are hereby 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	1833615	654697	35.7053	654697	0	100	0
	Poll		300	0.0164	300	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		1833615	654997	35.7216	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	12164	0.9615	12164	0	100	0
	Poll		1228	0.0971	1228	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		1265085	13392	1.0586	13392	0	100
TOTAL		3100000	668389	21.5609	668389	0	100	0

The above resolution was passed unanimously

Ordinary Business

Item No. 2: Declaration of Dividend

“RESOLVED THAT pursuant to the recommendation made by the Board of Directors of the Company, a final dividend at the rate of Rs. 3 per equity share of Rs. 10 each, absorbing Rs.93,00,000 (Ninety Three Lacs) only be paid out of the profits of the Company for the financial year ended 31st March, 2018 to the Equity Shareholders of the Company whose names stand registered in the Company’s Register of Members after giving effect to valid transfers in physical form lodged with the Company or the Registrar and Share Transfer Agents of the Company till end of business hours on Thursday, 20th September, 2018 or as beneficial owners, in accordance with the list furnished by National Security Depository Ltd and Central Depository Services (India) Ltd as at the end of the business hours on Thursday, 20th September, 2018 or their mandates.”

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	35.7053	654697	0	100	0
	Poll		300	0.0164	300	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		1833615	654997	35.7216	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	12164	0.9615	12164	0	100	0
	Poll		1228	0.0971	1228	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		1265085	13392	1.0586	13392	0	100
TOTAL		3100000	668389	21.5609	668389	0	100	0

The above resolution was passed unanimously.

Ordinary Business

Item No. 3: To appoint director in place of Mrs. Anuradha Farley (DIN06699021), who retires by rotation and being eligible, offers herself for re-appointment

“RESOLVED THAT Mrs. Anuradha Farley (DIN 06699021) who retires by rotation at this Annual General Meeting be and is hereby re-appointed a Director in 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	35.7053	654697	0	100	0
	Poll		300	0.0164	300	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		1833615	654997	35.7216	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	12164	0.9615	12164	0	100	0
	Poll		1228	0.0971	1228	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		1265085	13392	1.0586	13392	0	100
TOTAL		3100000	668389	21.5609	668389	0	100	0

The above resolution was passed unanimously.

Ordinary Business

Item No. 4: To fix remuneration of M/s Ghosal, Basu & Ray, Chartered Accountants.

“RESOLVED THAT M/s Ghosal, Basu & Ray, Chartered Accountants (Registration No. 315080E) Statutory Auditors of the Company, be paid remuneration as decided by the Board of Directors of the Company in consultation with the Auditors for conducting the statutory audit of the Company for the financial year ending 31st March 2019.

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	35.7053	654697	0	100	0
	Poll		300	0.0164	300	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		1833615	654997	35.7216	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	12164	0.9615	12164	0	100	0
	Poll		1228	0.0971	1228	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		1265085	13392	1.0586	13392	0	100
TOTAL		3100000	668389	21.5609	668389	0	100	0

The above resolution was passed unanimously.

Special Business

Item No. 5: Ratification of remuneration payable to M/s Mou Banerjee & Co., Cost Accountants (Registration No. 00266)

“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) as approved by the Board of Directors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2019 amounting to Rs. 66,000/- (Sixty Six Thousand only) excluding applicable tax and re-imburement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed.”

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	35.7053	654697	0	100	0
	Poll		300	0.0164	300	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		1833615	654997	35.7216	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	12164	0.9615	12164	0	100	0
	Poll		1228	0.0971	1228	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		1265085	13392	1.0586	13392	0	100
TOTAL		3100000	668389	21.5609	668389	0	100	0

The above resolution was passed unanimously.

Special Business

Item No. 6: Re-appointment of Mr. Somnath Chatterjee (DIN: 00172364) as a Managing Director of the Company.

"RESOLVED THAT pursuant to sections 196,197 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter the Act) and Rules framed thereunder read with Schedule V of the Act (hereinafter the Schedule) the Company hereby approves the re-appointment of Mr. Somnath Chatterjee (DIN: 00172364) as a Managing Director of the Company for a period of five years with effect from 1st April 2018 to 31st March 2023 upon terms and conditions as set out in the agreement between the Company and Mr. Somnath Chatterjee a copy whereof as placed before the meeting, which agreement be and is hereby specifically approved.

RESOLVED FURTHER THAT the Board of Directors/ Nomination and Remuneration Committee of Directors (hereinafter the Board/Committee) of the Company be and are hereby authorised to vary and/or increase remuneration and perquisites payable to Mr. Chatterjee as specified in the said agreement to the extent the Board/Committee may consider appropriate and as may be permitted or authorised in accordance with any provisions under the said Act or the Schedule for the time being in force, provided, however, the remuneration and perquisites payable to Mr. Chatterjee shall be within the limits set out in the said Act and Schedule or any amendments thereto or any modification or statutory re-enactments thereof and/or any rules or regulations framed thereunder and for the time being in force and the terms of aforesaid agreement between the Company and Mr. Chatterjee shall be suitably modified to give effect to such variation or increase as the case may be, without further reference to the Shareholders in the General Meeting.

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained herein, in the event of loss or inadequacy of profit in any financial year during the tenure of office of Mr. Chatterjee as Managing Director of the Company, the remuneration and perquisites as set out in the aforesaid agreement or with such variation and/or increase thereto as stated aforesaid, be paid to Mr. Chatterjee as minimum remuneration and perquisites subject to the ceiling provided in the said Act and/or Schedule."



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	35.7053	654697	0	100	0
	Poll		300	0.0164	300	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		1833615	654997	35.7216	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	12164	0.9615	12164	0	100	0
	Poll		1228	0.0971	1228	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		1265085	13392	1.0586	13392	0	100
TOTAL		3100000	668389	21.5609	668389	0	100	0

The above resolution was passed unanimously.

Total Number of Ballots Rejected

Number of Ballots rejected	Reason of Rejection
NIL	NIL

10. 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: 28/9/18