



Ashok Kumar Daga

B. Com. (H), LLB., FCS
Practising Company Secretary

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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	Friday, 15 th September, 2017 at 09.30 a.m
Venue	Indu Bhawan, Mahatma Gandhi Road, Jorhat- 785001, Assam

To
The Chairman,
Annual General Meeting for the financial year
ended 31st March 2017
B & A LIMITED
Indu Bhawan, Mahatma Gandhi Road,
Jorhat- 785001, Assam

1. Appointment as Scrutinizer

I was appointed as Scrutinizer for the remote e-voting as well as the voting to be conducted at the Annual General Meeting (AGM) held for the financial year 2016-17 of B & A Limited (herein after referred to as the Company) held on Friday, 15th September, 2017 at 9.30 a.m, at Indu Bhawan, Mahatma Gandhi Road, Jorhat- 785001, Assam.


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2. Dispatch of Notice Convening the meeting

The Company has informed that, on the basis of the Register of Members and the list of beneficial owners made available by the depositories viz, CENTRAL DEPOSITORIES SERVICES (INDIA) LIMITED (CDSL) and NATIONAL SECURITIES DEPOSITORIES LTD (NSDL) the Company completed dispatch of the Notice of the AGM;

- By Registered Post to 1739 members
- By Email 1502 member

3. Cut-off Date

The Voting rights were reckoned as on Friday, 8th September, 2017, 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 Tuesday, 12th September 2017, to 5.00 pm on Thursday, 14th September 2017, and members were required to cast their vote electronically conveying their assent or dissent in respect of the Ordinary Resolutions, on the 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 remote e-voting and before the start of the general meeting , to only such


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details relating to members who have cast their vote through remote e-voting , such as their names , folios, DP Id/Client Id, 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/ Client Id, folio numbers and the shareholding of the members who had cast their votes through remote e-voting.

5.3 At the AGM, the Company has also provided the facility for voting by Ballot Paper to the members attending the Meeting who have not casted their vote by Remote E-voting. The Chairman of the AGM has also appointed me as a Scrutinizer for the same.

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 Resolution.

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 Ms. Nilu Nigania and Ms. Rittika Gupta. Also after conclusion of the AGM, the Ballot box was unlocked before Ms. Nilu Nigania and Ms. Rittika Gupta and downloaded the Remote E-voting results and counted physical ballot voting held at AGM.



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7. Results

7.1 I observed that

- a) 19 members had casted their votes through the Ballot- voting facility provided at the meeting.
- b) 20 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 27th May, 2017 is enclosed.

7.3 Based on aforesaid results, Ordinary Resolutions contained in Item No.1 to 5 of the Notice dated 27th May, 2017 have been passed with requisite majority. However, 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 certain 2,21,230 shares in the company shall abide by the final outcome of a suit pending before Learned Jorhat Court.

7.4 Soft copy of the members who have voted through remote e-voting containing details of voting on each resolution will be emailed to company after the announcement of Results.

Dated: 16/09/2017

Place: Kolkata


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Item No.1:-

To consider and adopt the Audited Financial Statements of the Company for the Financial year ended 31st March 2017, together with the reports of the Directors' and Auditors' thereon.

“RESOLVED THAT the financial statements of the Company comprising of Profit and Loss Account for the year ended 31st March, 2017, the Balance Sheet as at that date and notes to the accounts, both on standalone and consolidated basis with its subsidiary company, as on 31st March, 2017 together with the Reports of the Directors and the Auditors thereon be and are hereby adopted.”

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE EVOTING	BALLOT VOTING AT AGM	TOTAL	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	19	19	38	666275	5775	672050	68	21.68
DISSENT	1	0	1	316200	0	316200	32	10.20
INVALID	0	0	0	0	0	0	0	0
TOTAL	20	19	39	982475	5775	988250	100	31.88

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 1 of the Notice dated 27th May, 2017 has been passed with requisites majority.


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Item No.2

To declare Dividend on Equity Shares of the Company.

“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, 2017 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 8th September, 2017, 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 8th September, 2017 or their mandates.”

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE EVOTING	BALLOT VOTING AT AGM	TOTAL	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	20	19	39	982475	5775	988250	100	31.88
DISSENT	0	0	0	0	0	0	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	20	19	39	982475	5775	988250	100	31.88

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 2 of the Notice dated 27th May, 2017 has been passed with requisites majority.


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Item No.3

To appoint a Director in place of Mr. Bhramar Kumar Mahanta, Director (DIN: 02705485), who retires by rotation and being eligible, offers himself for re-appointment.

“RESOLVED THAT Mr. Bhramar Kumar Mahanta (DIN 02705485) who retires by rotation at this Annual General Meeting be and is hereby re-appointed a Director in the Company.”

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE EVOTING	BALLOT VOTING AT AGM	TOTAL	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	19	19	38	666275	5775	672050	68	21.68
DISSENT	1	0	1	316200	0	316200	32	10.20
INVALID	0	0	0	0	0	0	0	0
TOTAL	20	19	39	982475	5775	988250	100	31.88

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 3 of the Notice dated 27th May, 2017 has been passed with requisites majority.


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Item No.4

To ratify appointment of M/s Ghosal, Basu & Ray, Chartered Accountants, (Registration No: 315080E), Kolkata from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration for the financial year ending 31st March 2018.

“RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions if any of the Companies Act’ 2013 read with Rule 3(7) of Companies (Audit and Auditors) Rules 2014 including any statutory modification(s) or re-enactment thereof for the time being in force, the Company hereby ratifies the appointment of M/s Ghosal, Basu & Ray, Chartered Accountants, (Registration No: 315080E), Kolkata to hold office of the Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on such remuneration decided by the Board of Directors of the Company in consultation with the Auditors.”

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE EVOTING	BALLOT VOTING AT AGM	TOTAL	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	19	19	38	666275	5775	672050	68	21.68
DISSENT	1	0	1	316200	0	316200	32	10.20
INVALID	0	0	0	0	0	0	0	0
TOTAL	20	19	39	982475	5775	988250	100	31.88

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 4 of the Notice dated 27th May, 2017 has been passed with requisites majority.


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Item No.5

Remuneration to Cost Auditor for the financial year 2017-18

“RESOLVED THAT pursuant to section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules Framed there under, the remuneration payable to M/s Mou Banerjee & Co., Cost Accountant, (Registration No: 00266) appointed by the Board of Directors as Cost Auditor to conduct the audit of the cost records of the company for the financial year ending 31st March, 2018 amounting to Rs. 55,000/- (Rupees Fifty Five Thousand Only), applicable service tax and re-imbusement 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 EVOTING	BALLOT VOTING AT AGM	TOTAL	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	18	19	37	666225	5775	672000	68	21.68
DISSENT	2	0	2	316250	0	316250	32	10.20
INVALID	0	0	0	0	0	0	0	0
TOTAL	20	19	39	982475	5775	988250	100	31.88

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 5 of the Notice dated 27th May, 2017 has been passed with requisites majority.


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