



## B & A Limited

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

**B&A/KOL/DDC/267**

**23<sup>rd</sup> August 2024**

To,  
The General Manager,  
Department of Corporate Affairs  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001

Dear Sir,

**Scrip Code No. 508136**

**Sub: Proceeding of Annual General Meeting (AGM) of B & A Limited and Scrutinizer's Report**

This is to inform you that the Annual General Meeting (AGM) of B & A Limited ("the Company") was duly convened on Friday, 23<sup>rd</sup> August 2024 at the registered office of the Company at Indu Bhawan, Mahatma Gandhi Road, Jorhat-785001, Assam at 10.00 AM (IST).

In this regard, please find enclosed the following:

- 1) Summary of the proceedings of the AGM of the Company as required under Regulation 30, Para A of Part A of Schedule - III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. - **Annexure – I**
- 2) Consolidated Scrutinizer's Report dated 23<sup>rd</sup> August 2024 submitted by Ms. Binita Pandey, Practicing Company Secretary, pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014. - **Annexure II**

This is for your information and records.

Thanking you.

Yours faithfully,  
**For B & A Limited**

DEBDIP  
CHOWDHURY  
D. Chowdhury  
Company Secretary

Encl: As stated above

Regd. Office : Indu Bhawan, M. G. Road, Jorhat-785 001, Email : contact@barooahs.in

Gardens : ● GATOONGA ● SANGSUA ● SALKATHONI ● MOKRUNG ● MOHEEMA ● KUHUM ● NEW SAMAGURI ● SAMAGURI ● BARASALI



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### Annexure-I

**Summary of Proceedings of Annual General Meeting (AGM) of B & A Limited ('the Company') held on Friday, 23<sup>rd</sup> August 2024 at 10.00 AM (IST) at the registered office of the Company at Indu Bhawan, Mahatma Gandhi Road, Jorhat-785001, Assam.**

The AGM of Members of the Company was held on Friday, 23<sup>rd</sup> August 2024 at the registered office of the Company at Indu Bhawan, Mahatma Gandhi Road, Jorhat-785001, Assam at 10.00 AM (IST).

<b>DIRECTORS IN ATTENDANCE</b>
Mr. Anjan Ghosh, Non-Executive, Non-Independent Director
Mr. Amit Chowdhuri, Non-Executive, Independent Director, Chairman of Nomination and Remuneration Committee and Stakeholders Relationship Committee
Mrs. Mou Mukherjee, Non-Executive, Independent Director, Chairman of Audit Committee
Mr. Parthapratim Sengupta, Non-Executive, Independent Director
Mr. Dipankar Mukherjee, Non-Executive, Independent Director
Mr. Somnath Chatterjee, Executive, Managing Director
Mr. Dhruva Jyoti Dowerah, Executive, Dy. Managing Director
<b>OTHER ATTENDEES</b>
Mr. D. Chowdhury, Company Secretary
Mr. Tapas Kumar Chatterjee, Chief Financial Officer
Ms. Binita Pandey, Partner T. Chatterjee & Associates, Secretarial Auditors & Scrutinizer (E-voting and venue ballot voting)
<b>QUORUM OF THE MEETING</b>
A total of 22 members in person and 7 proxy members attended the meeting.

In terms of Articles of Association of the Company, Mr. Anjan Ghosh, Director was elected by the shareholders to Chair the proceedings of the meeting. The requisite quorum being present, the meeting was called to order by the Chairman. Thereafter, he introduced his colleagues on the Board and Key Managerial Personnel of the Company who were present on the dais and welcomed all the shareholders of the Company attending the AGM. It was recorded that the Chairman of the Audit Committee and Nomination and Remuneration Committee and Stakeholders Relationship Committee were present at the meeting. Mr. Robin Aidan Farley, Mr. Himangshu Sekhar Das, Mr. Rajkamal Bhuyan, Mr. Amit Kiran Deb and Ms. Simeen Hossain, Directors of the Company could not attend the meeting. The Statutory Auditors, M/s Ghosal, Basu & Ray, Chartered Accountants were exempted to attend the meeting. The Chairman confirmed the presence of representative of Secretarial Auditors of the Company and Scrutinizer for the remote e-voting during the AGM.



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Mr. D. Chowdhury informed that the Statutory Registers under the Companies Act, 2013, Auditors' Report, Secretarial Audit Report and other documents as referred to in the Notice dated 25<sup>th</sup> May 2024 calling the AGM were kept open for inspection by the Members present at the meeting.

Thereafter, the Chairman delivered his speech highlighting inter-alia current economic scenario and functioning of the Company. The Notice calling the AGM was taken as read with the consent of the Shareholders. Mr. Tapas Chatterjee, CFO read the Auditors' Report on the Financial Statements.

Thereafter, 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 Tuesday, 20<sup>th</sup> August 2024 [10.00 AM (IST)] to Thursday, 22<sup>nd</sup> August 2024 [5.00 PM (IST)]. The "cut off" date, i.e. Friday, 16<sup>th</sup> August 2024 was fixed for determining the eligibility of Members to vote through remote e-voting and voting through physical ballot process on the proposed 15 (fifteen) resolutions as mentioned in the Notice of the AGM of the Company. Members who were present at the AGM and had not cast their votes electronically would be provided an opportunity to cast their votes at the meeting through ballot paper.

The following items of the business as per Notice dated 25<sup>th</sup> May 2024 was transacted at the meeting:

Sl No.	Particulars	Type of Resolution
	<b><u>Ordinary Business</u></b>	
1.	Adoption of Audited Financial Statements, Reports of the Directors and Auditors for the financial year 2023-24.	Ordinary Resolution
2.	Reappointment of Mr. Anjan Ghosh (DIN: 00655014) who retires by rotation.	Ordinary Resolution
3.	Reappointment of Mr. Rajkamal Bhuyan (DIN: 00946477) who retires by rotation.	Ordinary Resolution
4.	Fixation of remuneration of M/s Ghosal, Basu & Ray, Chartered Accountants (Registration No. 315080E) for the financial year ending 31st March 2025.	Ordinary Resolution
	<b><u>Special Business</u></b>	
5.	Reappointment of Mr. Amit Chowdhuri (DIN: 00080854) as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from 1st October 2024 till 30th	Special Resolution



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	September 2029 and continuation of Directorship notwithstanding his attaining 75 (Seventy-Five) of age.	
6.	Reappointment of Mr. Himanghsu Sekhar Das (DIN: 00397751) as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from 1st April 2025 till 31st March 2030.	Special Resolution
7.	Reappointment of Mrs. Mou Mukherjee (DIN: 03333993) as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from 1st April 2025 till 31st March 2030.	Special Resolution
8.	Reappointment of Mr. Dhruba Jyoti Dowerah (DIN: 07432518) as a Director liable to retire by rotation.	Ordinary Resolution
9.	Appointment of Mr. Parthapratim Sengupta (DIN: 08273324) as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from 25th May 2024 till 24th May 2029.	Special Resolution
10.	Appointment of Mr. Dipankar Mukherjee (DIN: 07450198) as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from 25th May 2024 till 24th May 2029.	Special Resolution
11.	Ratification of remuneration payable to M/s Mou Banerjee & Co., Cost Auditors (Registration No. 000266) for the financial year 2024-25.	Ordinary Resolution
12.	Approval of remuneration paid/payable to Mr. Somnath Chatterjee (DIN: 00172364) as Managing Director of the Company for the financial year 2023-24 and subsequent financial years.	Ordinary Resolution
13.	Approval of remuneration paid/payable to Mr. Dhruba Jyoti Dowerah (DIN: 07432518) as Whole time Director of the Company for the financial year 2023-24 and subsequent financial years.	Ordinary Resolution
14.	Increase in the borrowing limits of the Company.	Special Resolution
15.	Authorizing the Board of Directors to execute mortgage in favour of lenders.	Special Resolution

Thereafter, the Chairman invited Members seeking clarification on the Company's accounts and business. Members present acknowledged the performance of the Company during the financial year 2023-24. The Chairman thereafter thanked the Members.



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The Chairman announced for the ballot voting process to start and stated that e-voting results along with the Consolidated Scrutinizers Report shall be informed to BSE Limited and also be placed on website of the Company and on the website of CDSL, the e-voting agency.

After conclusion of ballot voting, Chairman thanked and expressed his gratitude towards all the stakeholders of the Company including the shareholders, partners, government, employees, customers, supplier, vendors, bankers and co-directors for their valuable contribution towards the Company's performance and declared the AGM as concluded at 10.45 AM (IST).

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

Chairman declared that 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 of the Annual General Meeting of  
**B&A Limited**  
(CIN: L01132AS1915PLC000200)  
Registered Office: 'Indu Bhawan'  
Mahatma Gandhi Road,  
Jorhat - 785 001, Assam

Sir,

1. I, Binita Pandey, Practicing Company Secretary, has been appointed as a Scrutinizer by the Board of Directors of B&A Limited, (**hereinafter referred as the Company**) at its meeting held on 25<sup>th</sup> May, 2024, to scrutinize the remote e-voting and voting by ballot at the venue of the Annual General Meeting (AGM) of the Company 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 Meeting 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 25<sup>th</sup> May 2024 calling the AGM of the members of the Company held on Friday, 23<sup>rd</sup> August, 2024 at 10:00 AM (IST) at the Registered Office of the Company at Indu Bhawan, Mahatma Gandhi Road, Jorhat-785001, Assam and to give the Scrutinizer's Report to the Chairman.
2. After declaration of vote 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:
  - a. Mr. Dilip Chatterjee
  - b. Mr. Gautam Bhattacharya
4. None of the ballot was incomplete, and / or otherwise found defective.
5. The ballots were diligently scrutinized. The ballots were reconciled with the records maintained by the Registrar and Share Transfer Agent of the Company and the authorizations / proxies lodged with the company.



6. The Company had also 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 Tuesday, 20<sup>th</sup> August 2024 at 10:00 AM (IST) and ended on Thursday, 22<sup>nd</sup> August 2024 at 5:00 PM (IST).

The votes cast were unblocked on 23<sup>rd</sup> August 2024 at 10:52 AM (IST) in the presence of two witnesses, viz., Mr. Dilip Chatterjee and Mr. Gautam Bhattacharya who are not in the employment of the Company. They have given confirmation that the votes were 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 and voting by ballot at the AGM on the resolutions contained in the Notice dated 25<sup>th</sup> May 2024 of the AGM of the members of the Company.

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

8. I do hereby submit the Consolidated Report of the vote casted by ballot at the AGM venue and by the remote e-voting on the resolutions contained in the Notice dated 25<sup>th</sup> May 2024 of the AGM of the members and voting result in the format prescribed by SEBI under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Date of the AGM	23-08-2024
Total number of shareholders on record date	2279
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	5 24
No. of Shareholders attended the meeting through video Conferencing: Promoters and Promoter Group Public	NA

## ORDINARY BUSINESS

### Item No. 1: Adoption of Audited Financial Statements, Reports of the Directors and Auditors for the financial year 2023-24.

- a. "RESOLVED THAT the Audited Standalone Financial Statement of the Company for the financial year ended 31st March 2024 and reports of the Board of 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 2024 and 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	985351	53.74	669151	*316200	67.91	32.09
	Poll		100	0.01	100	0	100.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1833594	985451	53.74	669251	316200	67.91	32.09
Public-Institution	E-Voting	300	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	300	0	0.00	0	0	0.00	0.00
Public- Non Institution	E-Voting	1266106	160150	12.65	159749	401	99.75	0.25
	Poll		179191	14.15	179191	0	100.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1266106	339341	26.81	338940	401	99.88	0.12
Total		3100000	1324792	42.74	1008191	316601	76.10	23.90



Item No. 2: Reappointment of Mr. Anjan Ghosh (DIN: 00655014), who retires by rotation.

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act 2013, Mr. Anjan Ghosh (DIN: 00655014), who retires by rotation at this meeting and being eligible has offered himself for reappointment, be and is hereby reappointed 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	985351	53.74	669151	*316200	67.91	32.09
	Poll		100	0.01	100	0	100	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1833594	985451	53.74	669251	316200	67.91	32.09
Public- Institution	E-Voting	300	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	300	0	0.00	0	0	0.00	0.00
Public- Non Institution	E-Voting	1266106	160150	12.65	159849	301	99.81	0.19
	Poll		179191	14.15	179191	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1266106	339341	26.81	339040	301	99.91	0.09
Total		3100000	1324792	42.74	1008291	316501	76.11	23.89

**Item No.3: Reappointment of Mr. Rajkamal Bhuyan (DIN:00946477) who retires by rotation.**

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act 2013, Mr. Rajkamal Bhuyan (DIN: 00946477), who retires by rotation at this meeting and being eligible has offered himself for reappointment, be and is hereby reappointed 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	985351	53.74	669151	*316200	67.91	32.09
	Poll		100	0.01	100	0	100	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1833594	985451	53.74	669251	316200	67.91	32.09
Public-Institution	E-Voting	300	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	300	0	0.00	0	0	0.00	0.00
Public- Non Institution	E-Voting	1266106	160150	12.65	159849	301	99.81	0.19
	Poll		179191	14.15	179191	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1266106	339341	26.81	339040	301	99.91	0.09
Total		3100000	1324792	42.74	1008291	316501	76.11	23.89



**Item No. 4: Fixation of remuneration of M/s Ghosal, Basu & Ray, Chartered Accountants (Registration No. 315080E) for the financial year ending 31<sup>st</sup> March 2025.**

“RESOLVED THAT pursuant to the provisions of Sections 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) 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 31<sup>st</sup> March 2025.”

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	985351	53.74	669151	*316200	67.91	32.09
	Poll		100	0.01	100	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1833594	985451	53.74	669251	316200	67.91	32.09
Public- Institution	E-Voting	300	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	300	0	0.00	0	0	0.00	0.00
Public- Non Institution	E-Voting	1266106	160150	12.65	159849	301	99.81	0.19
	Poll		179191	14.15	179191	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1266106	339341	26.81	339040	301	99.91	0.09
Total		3100000	1324792	42.74	1008291	316501	76.11	23.89

## SPECIAL BUSINESS

**Item No. 5: Reappointment of Mr. Amit Chowdhuri (DIN: 00080854) as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from 1st October 2024 till 30th September 2029 and continuation of Directorship notwithstanding his attaining 75 (Seventy-Five) years of age as a Special 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 ("the Rules") and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] and the provisions of the Article of Association of the Company and based on the recommendations made by the Nomination and Remuneration Committee and of the Board of Directors of the Company ('the Board'), Mr. Amit Chowdhuri (DIN: 00080854) who was appointed as an Independent Director on the Board and who holds office of Independent Director upto 30th September 2024 and being eligible and who has submitted a declaration that he meets the criteria of independence under section 149(6) of the Act', the Rules made thereunder and the Listing Regulations 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 reappointed as an Independent Director on the Board, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect from 1st October 2024 till 30th September 2029 on the Board.

**RESOLVED FURTHER THAT** pursuant to the applicable provisions of the Act', Rules and Regulation 17(1A) of the Listing Regulations [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) will continue as Independent Director on the Board on his attaining the age of 75 (Seventy-Five) years to hold office till the completion of his term of directorship i.e. upto 30th September 2029.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised, empowered and directed to do all such acts, deeds, matters and things as may be considered requisite, desirable, appropriate or necessary to give effect to the aforesaid resolution and to authorize any Director or Key Managerial Personnel to sign, seal, deliver all documents, applications, papers and deeds and perform all matters, acts or things and to take all such steps as may be necessary or desirable to give effect to this resolution."



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	1833594	985351	53.74	669151	*316200	67.91	32.09
	Poll		100	0.01	100	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1833594	0	0.00	0	0	0.00	0.00
Public- Institution	E-Voting	300	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	300	0	0.00	0	0	0.00	0.00
Public- Non Institution	E-Voting	1266106	160150	12.65	159849	301	99.81	0.19
	Poll		179191	14.15	179191	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1266106	339341	26.81	339040	301	99.91	0.09
Total		3100000	1324792	42.74	1008291	316501	76.11	23.89

**Item No. 6: Reappointment of Mr. Himangshu Sekhar Das (DIN: 00397751) as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from 1st April 2025 till 31st March 2030 as a Special 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 ("the Rules") and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] and the provisions of the Article of Association of the Company and based on the recommendations made by the Nomination and Remuneration Committee and of the Board of Directors of the Company ('the Board'), Mr. Himangshu Sekhar Das (DIN: 00397751) who was appointed as an Independent Director on the Board and who holds office of Independent Director upto 31st March 2025 and being eligible and who has submitted a declaration that he meets the criteria of independence under section 149(6) of the Act', the Rules made thereunder and the Listing Regulations 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 reappointed as an Independent Director on the Board, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect from 1st April 2025 till 31st March 2030 on the Board.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized, empowered and directed to do all such acts, deeds, matters and things as may be considered requisite, desirable, appropriate or necessary to give effect to the aforesaid resolution and to authorize any Director or Key Managerial Personnel to sign, seal, deliver all documents, applications, papers and deeds and perform all matters, acts or things and to take all such steps as may be necessary or desirable to give effect to this resolution."



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	1833594	985351	53.74	669151	*316200	67.91	32.09
	Poll		100	0.01	100	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1833594	985451	53.74	669251	316200	67.91	32.09
Public-Institution	E-Voting	300	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	300	0	0.00	0	0	0.00	0.00
Public- Non Institution	E-Voting	1266106	160150	12.65	159849	301	99.81	0.19
	Poll		179191	14.15	179191	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1266106	339341	26.81	339040	301	99.91	0.09
Total		3100000	1324792	42.74	1008291	316501	76.11	23.89

**Item No. 7: Reappointment of Mrs. Mou Mukherjee (DIN: 03333993) as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from 1st April 2025 till 31st March 2030 as a Special 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 ("the Rules") and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] and the provisions of the Article of Association of the Company and based on the recommendations made by the Nomination and Remuneration Committee and of the Board of Directors of the Company ('the Board'), Mrs. Mou Mukherjee (DIN: 03333993) who was appointed as an Independent Director on the Board and who holds office of Independent Director upto 31st March 2025 and being eligible and who has submitted a declaration that she meets the criteria of independence under section 149(6) of the Act', the Rules made thereunder and the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act' from a member proposing her candidature for the office of Director, be and is hereby reappointed as an Independent Director on the Board, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect from 1st April 2025 till 31st March 2030 on the Board.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized, empowered and directed to do all such acts, deeds, matters and things as may be considered requisite, desirable, appropriate or necessary to give effect to the aforesaid resolution and to authorize any Director or Key Managerial Personnel to sign, seal, deliver all documents, applications, papers and deeds and perform all matters, acts or things and to take all such steps as may be necessary or desirable to give effect to this resolution."



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	1833594	985351	53.74	669151	*316200	67.91	32.09
	Poll		100	0.01	100	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1833594	985451	53.74	669251	316200	67.91	32.09
0	E-Voting	300	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	300	0	0.00	0	0	0.00	0.00
Public- Non Institution	E-Voting	1266106	160150	12.65	159849	301	99.81	0.19
	Poll		179191	14.15	179191	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1266106	339341	26.81	339040	301	99.91	0.09
Total		3100000	1324792	42.74	1008291	316501	76.11	23.89

**Item No. 8: Reappointment of Mr. Dhruba Jyoti Dowerah (DIN: 07432518) as a Director liable to retire by rotation as an Ordinary Resolution.**

**"RESOLVED THAT** pursuant to the provisions of Section 149,152,160 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] and the provisions of Articles of Association of the Company and based on the recommendations made by the Nomination and Remuneration Committee and of the Board of Directors of the Company ('the Board'), Mr. Dhruba Jyoti Dowerah (DIN: 07432518) being eligible and who was appointed an Additional Director on the Board with effect from 12<sup>th</sup> August 2023 and who holds such office upto the date of the Annual General Meeting to be held for the financial year 2023-24 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 on the Board liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised, empowered and directed to do all such acts, deeds, matters and things as may be considered requisite, desirable, appropriate or necessary to give effect to the aforesaid resolution and to authorize any Director or Key Managerial Personnel to sign, seal, deliver all documents, applications, papers and deeds and perform all matters, acts or things and to take all such steps as may be necessary or desirable to give effect to this resolution."

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	985351	53.74	669151	*316200	67.91	32.09
	Poll		100	0.01	100	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1833594	985451	53.74	669251	316200	67.91	32.09
Public-Institution	E-Voting	300	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	300	0	0.00	0	0	0.00	0.00
Public- Non Institution	E-Voting	1266106	160150	12.65	159849	301	99.81	0.19
	Poll		179191	14.15	179191	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1266106	339341	26.81	339040	301	99.91	0.09
Total		3100000	1324792	42.74	1008291	316501	76.11	23.89



**Item No. 9: Appointment of Mr. Parthapratim Sengupta (DIN: 08273324) as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from 25th May 2024 till 24th May 2029 as a Special 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 ('Listing Regulations') [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] and the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Director of the Company ("the Board"), Mr. Parthapratim Sengupta (DIN: 08273324) being eligible and who was appointed an Additional Director (in the capacity of an Independent Director) of the Company by the Board with effect from 25th May 2024 and who has submitted a declaration that he meets the criteria of independence under section 149(6) of the Act', the Rules made thereunder and the Listing Regulations 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 an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years with effect from 25th May 2024 till 24th May 2029 on the Board of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised, empowered and directed to do all such acts, deeds, matters and things as may be considered requisite, desirable, appropriate or necessary to give effect to the aforesaid resolution and to authorize any Director or Key Managerial Personnel to sign, seal, deliver all documents, applications, papers and deeds and perform all matters, acts or things and to take all such steps as may be necessary or desirable to give effect to this resolution."

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	1833594	985351	53.74	669151	*316200	67.91	32.09
	Poll		100	0.01	100	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1833594	985451	53.74	669251	316200	67.91	32.09
Public-Institution	E-Voting	300	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	300	0	0.00	0	0	0.00	0.00
Public- Non Institution	E-Voting	1266106	160150	12.65	159849	301	99.81	0.19
	Poll		179191	14.15	179191	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1266106	339341	26.81	339040	301	99.91	0.09
Total		3100000	1324792	42.74	1008291	316501	76.11	23.89



**Item No. 10: Appointment of Mr. Dipankar Mukherjee (DIN: 07450198) as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from 25th May 2024 till 24th May 2029 as a Special 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 ('Listing Regulations') [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] and the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company ("the Board"), Mr. Dipankar Mukherjee (DIN: 07450198) being eligible and who was appointed an Additional Director (in the capacity of an Independent Director) of the Company by the Board with effect from 25th May 2024 and who has submitted a declaration that he meets the criteria of independence under section 149(6) of the Act', the Rules made thereunder and the Listing Regulations 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 an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years with effect from 25th May 2024 till 24th May 2029 on the Board of the Company.

**RESOLVED FURTHER THAT** pursuant to the applicable provisions of the Act', Rules and Regulation 17(1A) of the Listing Regulations [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Dipankar Mukherjee (DIN: 07450198) will continue as Independent Director on the Board on his attaining the age of 75 (Seventy-Five) years to hold office till the completion of his term of directorship i.e. upto 24th May 2029.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised, empowered and directed to do all such acts, deeds, matters and things as may be considered requisite, desirable, appropriate or necessary to give effect to the aforesaid resolution and to authorize any Director or Key Managerial Personnel to sign, seal, deliver all documents, applications, papers and deeds and perform all matters, acts or things and to take all such steps as may be necessary or desirable to give effect to this resolution."

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	1833594	985351	53.74	669151	*316200	67.91	32.09
	Poll		100	0.01	100	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1833594	985451	53.74	669251	316200	67.91	32.09
Public- Institution	E-Voting	300	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	300	0	0.00	0	0	0.00	0.00
Public- Non Institution	E-Voting	1266106	160150	12.65	159849	301	99.81	0.19
	Poll		179191	14.15	179191	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1266106	339341	26.81	339040	301	99.91	0.09
Total		3100000	1324792	42.74	1008291	316501	76.11	23.89



**Item No. 11: Ratification of remuneration payable to M/s Mou Banerjee & Co., Cost Auditors (Registration No. 000266) for the financial year 2024-25 as an Ordinary Resolution.**

**“RESOLVED THAT** pursuant to the provisions of Section 148 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], the remuneration as approved by the Board of Directors to conduct the audit of cost records of the Company pertaining to its tea business for the financial year ending 31st March 2025 as set out in the Explanatory Statement attached with the Notice, be paid to M/s. Mou Banerjee & Co, Cost Accountants (Registration No. 000266) as Cost Auditors of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised, empowered and directed to do all such acts, deeds, matters and things as may be considered requisite, desirable, appropriate or necessary to give effect to the aforesaid resolution and to authorize any Director or Key Managerial Personnel to sign, seal, deliver all documents, applications, papers and deeds and perform all matters, acts or things and to take all such steps as may be necessary or desirable to give effect to this resolution.”

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	985351	53.74	669151	*316200	67.91	32.09
	Poll		100	0.01	100	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1833594	985451	53.74	669251	316200	67.91	32.09
Public- Institution	E-Voting	300	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	300	0	0.00	0	0	0.00	0.00
Public- Non Institution	E-Voting	1266106	160150	12.65	159849	301	99.81	0.19
	Poll		179191	14.15	179191	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1266106	339341	26.81	339040	301	99.91	0.09
Total		3100000	1324792	42.74	1008291	316501	76.11	23.89

**Item No. 12 : Approval of remuneration payable to Mr. Somnath Chatterjee (DIN: 00172364), Managing Director of the Company for the financial year 2024-25 and subsequent financial years as an Ordinary Resolution.**

**"RESOLVED THAT** pursuant to Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act 2013 ('the Act') and Rules framed thereunder read with Schedule V of the Act' ('the Schedule') [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] and in furtherance of the Ordinary Resolution passed at the Annual General Meeting held on 8th September 2022 in this regard, consent of the members be and is hereby accorded for payment of remuneration to Mr. Somnath Chatterjee (DIN: 00172364), Managing Director of the Company as approved by the members at the said Annual General Meeting and set out in the Explanatory Statement attached with the Notice, for the period 1st April 2023 to 31st March 2024 and subsequent financial years till expiry of his current term of Managing Directorship, however such remuneration including perquisites paid/payable to Mr. Somnath Chatterjee shall not exceed such limits as specified under Section 197 and Schedule V of the Act' in case of inadequacy or absence of profits calculated in accordance with the applicable provisions of the said Act'.

**RESOLVED FURTHER** that save and except as aforesaid, all other existing terms and conditions of appointment and remuneration of Mr. Somnath Chatterjee as approved by the members at the Annual General Meeting held on 8<sup>th</sup> September 2022 including the agreement of Managing Directorship of Mr. Somnath Chatterjee executed by the Company on 29th September 2022 shall continue to remain in full force and effect till expiry of his current term of Managing Directorship.

**RESOLVED FURTHER THAT** the Board including Nomination and Remuneration Committee of Directors be and are hereby authorised to vary, and / or revise the remuneration of Mr. Somnath Chatterjee within the limits permissible under the Act' and empowered and directed to do all such acts, deeds, matters and things as may be considered requisite, desirable, appropriate or necessary to give effect to the aforesaid resolution and to authorize any Director or Key Managerial Personnel to sign, seal, deliver all documents, applications, papers and deeds and perform all matters, acts or things and to take all such steps as may be necessary or desirable to give effect to this resolution."

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	985351	53.74	669151	*316200	67.91	32.09
	Poll		100	0.01	100	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1833594	985451	53.74	669251	316200	67.91	32.09
Public-Institution	E-Voting	300	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	300	0	0.00	0	0	0.00	0.00
Public- Non Institution	E-Voting	1266106	160150	12.65	159849	301	99.81	0.19
	Poll		179191	14.15	179191	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1266106	339341	26.81	339040	301	99.91	0.09
Total		3100000	1324792	42.74	1008291	316501	76.11	23.89



**Item No. 13 : Approval of remuneration payable to Mr. Dhruva Jyoti Dowerah (DIN: 07432518), Whole time Director of the Company for the financial year 2024-25 and subsequent financial years as an Ordinary Resolution.**

**"RESOLVED THAT** pursuant to Sections 196, 197, 198, and 203 and other applicable provisions, if any, of the Companies Act 2013 ('the Act') and Rules framed thereunder read with Schedule V of the Act' ('the Schedule') [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] and in furtherance of the Ordinary Resolution passed at the Extra-Ordinary General Meeting of the Company held on 9th November 2023 in this regard, consent of the members be and is hereby accorded for payment of remuneration to Mr. Dhruva Jyoti Dowerah (DIN: 07432518) Whole Time Director of the Company as approved by the members at the said Extra-Ordinary General Meeting and set out in the Explanatory Statement attached with the Notice, for the period 12th August 2023 to 31st March 2024 and subsequent financial years till expiry of his current term of Whole Time Directorship, however such remuneration including perquisites paid/payable to Mr. Dhruva Jyoti Dowerah shall not exceed such limits as specified under Section 197 and Schedule V of the Act' in case of inadequacy or absence of profits calculated in accordance with the applicable provisions of the said Act'.

**RESOLVED FURTHER** that save and except as aforesaid, all other existing terms and conditions of appointment and remuneration of Mr. Dhruva Jyoti Dowerah as approved by the members at the Extra-Ordinary General Meeting of the Company held on 9th November 2023 including the agreement of Whole Time Directorship of Mr. Dhruva Jyoti Dowerah executed by the Company on 14<sup>th</sup> November 2023 shall continue to remain in full force and effect till expiry of his current term of Whole Time Directorship.

**RESOLVED FURTHER THAT** the Board including Nomination and Remuneration Committee of Directors be and are hereby authorised to vary, and / or revise the remuneration of Mr. Dhruva Jyoti Dowerah within the limits permissible under the Act' and empowered and directed to do all such acts, deeds, matters and things as may be considered requisite, desirable, appropriate or necessary to give effect to the aforesaid resolution and to authorize any Director or Key Management Personnel to sign, seal, deliver all documents, applications, papers and deeds and perform all matters, acts or things and to take all such steps as may be necessary or desirable to give effect to this resolution."

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	985351	53.74	669151	*316200	67.91	32.09
	Poll		100	0.01	100	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1833594	985451	53.74	669251	316200	67.91	32.09
Public-Institution	E-Voting	300	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	300	0	0.00	0	0	0.00	0.00
Public- Non Institution	E-Voting	1266106	160150	12.65	159849	301	99.81	0.19
	Poll		179191	14.15	179191	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1266106	339341	26.81	339040	301	99.91	0.09
Total		3100000	1324792	42.74	1008291	316501	76.11	23.89

**Item No. 14 : Increase in the borrowing limits of the Company as a Special Resolution.**

**"RESOLVED THAT** in supersession of all Ordinary/Special Resolutions earlier passed by the members of the Company in any General Meeting in this regard and pursuant to the provisions of section 180(1)(c) 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], consent of the members be and is hereby accorded to the Board of Directors of the Company ('the Board') for borrowing from time to time from any Financial Institution, State Level Institution, Nationalized Bank, Scheduled Bank or any other financial institution including registered non-banking financial company with Reserve Bank of India or any other company, body corporate or any other entity, any sum or sums of monies, whether by way of loans, advances or otherwise, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed shall not, at any time, exceed the limit of Rs. 2,00,00,00,000 (Rupees Two Hundred Crore only).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise, howsoever as it may think fit and to do all such acts, deeds and things as they may deem necessary to give effect to the above resolution and/or to execute all such documents, instruments and writings, as may be required."



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	1833594	985351	53.74	669151	*316200	67.91	32.09
	Poll		100	0.01	100	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1833594	985451	53.74	669251	316200	67.91	32.09
Public-Institution	E-Voting	300	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	300	0	0.00	0	0	0.00	0.00
Public- Non Institution	E-Voting	1266106	160150	12.65	159849	301	99.81	0.19
	Poll		179191	14.15	179191	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1266106	339341	26.81	339040	301	99.91	0.09
Total		3100000	1324792	42.74	1008291	316501	76.11	23.89

**Item No. 15 : Authorizing the Board of Directors to execute mortgage in favour of lenders as a Special Resolution.**

**"RESOLVED THAT** in supersession of all Ordinary/Special Resolutions earlier passed by the members of the Company in any General Meeting in this regard and pursuant to the provisions of section 180(1)(a) 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 consent of the Members be and is hereby accorded to the Board of Directors of the Company ('the Board') for mortgaging/charging in favour of any All India Financial Institution, State Level Institution (hereinafter collectively referred to as 'financial institutions'), Nationalized Bank, Scheduled Bank (hereinafter collectively referred to as 'banks') or any other financial institution including any non-banking financial company registered with Reserve Bank of India (hereinafter referred to as 'nbfc's'), all the immovable and movable properties of the Company both present and future and the whole of the undertaking of the Company or such of them as may be agreed to between the Board and the 'financial institutions' or 'banks' or 'nbfc's' (hereinafter collectively referred to as 'lenders') to secure any loan from such lenders together with interest, commitment charges, processing fees and other expenses incurred in connection with such loan and payable by the Company to such lenders in terms of any loan agreement to be entered into between the Company and such lenders, provided however that the overall ceiling of such loan including interest payable to all such lenders shall not exceed an aggregate amount of Rs. 2,00,00,00,000 (Rupees Two Hundred Crore only) or such higher sum as may be prescribed by the members from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to finalise with the lenders/trustees thereof, the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this resolution."

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	1833594	985351	53.74	669151	*316200	67.91	32.09
	Poll		100	0.01	100	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1833594	985451	53.74	669251	316200	67.91	32.09
Public-Institution	E-Voting	300	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	300	0	0.00	0	0	0.00	0.00
Public- Non Institution	E-Voting	1266106	160150	12.65	159849	301	99.81	0.19
	Poll		179191	14.15	179191	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1266106	339341	26.81	339040	301	99.91	0.09
Total		3100000	1324792	42.74	1008291	316501	76.11	23.89



**Total Number of Ballots Rejected**

Number of Ballots rejected	Reason of Rejection
NIL	-

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 vote 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.

10. Electronic records containing list of equity shareholders who vote "FOR" and "AGAINST" for each resolution is handed over to the Company Secretary.

11. 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



Binita Pandey  
Practicing Company Secretary  
Membership- A41594  
COP- 19730  
UDIN: A041594F001034806

Place: Kolkata  
Date: 23-08-2024