



## B & A Limited

CIN: L01132AS1915PLC000200

Registered Office : Indu Bhawan, Mahatma Gandhi Road, Jorhat - 785001, Assam

Corporate Office : 113, Park Street, 9th Floor, Kolkata - 700016

Phone : (033) 2229 5098, 2217 6815, Fax : (033) 2265 1388

E-mail : investorrelations@bandaltd.in, Website: www.barooahs.com

### Notice of Annual General Meeting

**Notice** is hereby given to the Shareholders of B&A Limited ('the Company') that the Annual General Meeting of the Company for the financial year ended 31st March 2024 will be held at the registered office of the Company at Indu Bhawan, Mahatma Gandhi Road, Jorhat-785001, Assam on Friday, 23rd August 2024 at 10.00 AM (IST) to transact the following business:

#### Ordinary Business

1. To receive, consider and adopt (a) the audited Standalone Financial Statement of the Company for the financial year ended 31st March 2024 together with the reports of the Directors and Auditors thereon and (b) the audited Consolidated Financial Statement of the Company for the financial year ended 31st March 2024 together with the report of the Auditors thereon and in this regard, pass the following resolutions as an Ordinary Resolution:

(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."

2. To reappoint Mr. Anjan Ghosh (DIN: 00655014), who retires by rotation and being eligible, offers himself for reappointment as a Director and in this regard, pass the following resolution as an Ordinary Resolution:

**"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."

3. To reappoint Mr. Rajkamal Bhuyan (DIN: 00946477), who retires by rotation and being eligible, offers himself for reappointment as a Director and in this regard, pass the following resolution as an Ordinary Resolution:

**"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."

4. To fix remuneration of Statutory Auditors and in this regard, pass the following resolution as an Ordinary Resolution:

**"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 31st March 2025."

#### Special Business

5. To reappoint Mr. Amit Chowdhuri (DIN: 00080854) as an Independent Director and in this regard, pass the following resolution 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.”

6. To reappoint Mr. Himangshu Sekhar Das (DIN: 00397751) as an Independent Director and in this regard, pass the following resolution 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.”

7. To reappoint Mrs. Mou Mukherjee (DIN: 03333993) as an Independent Director and in this regard, pass the following resolution 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.”

8. To reappoint Mr. Dhruba Jyoti Dowerah (DIN: 07432518) as a Director liable to retire by rotation and in this regard, pass the following resolution 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

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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. Dhruva Jyoti Dowerah (DIN: 07432518) being eligible and who was appointed an Additional Director on the Board with effect from 12th 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."

9. To appoint Mr. Parthapratim Sengupta (DIN: 08273324) as an Independent Director and in this regard, pass the following resolution 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."

10. To appoint Mr. Dipankar Mukherjee (DIN: 07450198) as an Independent Director and in this regard, pass the following resolution 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."



11. To ratify the remuneration of Cost Auditors for the financial year ending 31st March 2025 and in this regard, pass the following resolution 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.”

12. To approve remuneration paid/ payable to Mr. Somnath Chatterjee (DIN 00172364), Managing Director of the Company during the financial year ended 31st March 2024 and subsequent financial years and in this regard, pass the following resolution 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 8th

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.”

13. To approve remuneration paid/ payable to Mr. Dhruva Jyoti Dowerah (DIN: 07432518) Whole Time Director of the Company during the financial year ended 31st March 2024 and subsequent financial years and in this regard, pass the following resolution 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 14th November 2023 shall continue to remain in full force and effect till expiry of his current term of Whole Time Directorship.

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**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."

14. To increase the borrowing limits of the Company and in this regard, pass the following resolution 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."

15. To authorise the Board of Directors of the Company to execute mortgage in favour of the lenders and in this regard, pass the following resolution 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'), 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' (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."

By Order of the Board of Directors  
B & A Limited

D. Chowdhury  
Company Secretary  
Membership No. : A15674

Place : Kolkata  
Date : 25th May 2024

## NOTES

### 1. Proxy

A member entitled to attend and vote at the Annual General Meeting of the Company on Friday, 23rd August 2024 (“AGM”) may appoint a proxy to attend and vote on a poll instead of himself /herself and the proxy need not be a member of the company. The instrument appointing proxy in order to be effective, must be received in its original copy either at the office of the Registrar and Share Transfer Agent (RTA), M/s MCS Share Transfer Agent Limited, 383, Lake Gardens, 1st Floor, Kolkata-700045, Phone: 033 4072-4051, 52, 53; Fax: 033 4072-4050; email: mcssta@rediffmail.com or at the company’s registered office not less than forty eight hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company provided that not less than three days of notice in writing is given to the company.

### 2. Corporate Shareholder

Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the AGM. Such request alongwith the scanned copy of the board resolution could be emailed at shares@barooahs.in.

### 3. Joint holders

In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

### 4. Explanatory Statement

The Explanatory Statement setting out the material facts pursuant to section 102(1) of the Companies Act’ 2013 (‘the Act’), in respect of the Special Business under Item nos.5 to 15 as set above is attached with the Notice of the AGM. Details as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) and Secretarial Standard on General Meeting (SS-2) in respect of the Directors seeking appointment/ reappointment at the AGM is provided in the Annexure to the Notice.

### 5. Inspection by Members

Copies of all documents referred to in the notice are available for inspection by the members at the registered office of the company during normal business hours on all working days upto and including the day of the AGM of the company. The Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts and Arrangements in which Directors are interested maintained under section 170 and 189 of the Act’ respectively will be available for inspection by the members at the AGM.

### 6. Book closure

Pursuant to the provision of section 91 of the Act’, the Register of Members and the Share Transfer Books of the company shall remain closed from Saturday, 17th August 2024 to Friday, 23rd August 2024 (both days inclusive).

### 7. Record Date for Voting

The Company has set Friday, 16th August 2024 as ‘Record Date’ for taking record of the Shareholders of the company who will be eligible for casting their vote on the resolutions to be passed in the AGM, in both remote e-voting and physical mode.

### 8. Unpaid Dividend

Shareholders who have not so far encashed their dividend warrants for the financial year ended 31st March 2017, 2018, 2019, 2022 and 2023 may immediately approach the company’s RTA, to claim the unpaid dividends. Shares with respect to which dividends remain unclaimed for seven years will be transferred to the Investor Education and Protection Fund (IEPF) as per section 123 of the Act’ and applicable rules.

### 9. Dematerialization and Nomination

Members holding shares in physical mode are requested to convert their holding in dematerialized form to eliminate the risk associated with physical shares and ensure better management of their holding. Shareholders are requested to nominate in respect of their shareholding to ease the process of transmission. Shareholders are requested to note that SEBI vide its various circulars issued on 3rd November 2021, 14th December 2021 and 16th March 2023 has notified simplified norms for processing investors’ service request by RTA and mandatory furnishing of PAN, KYC details and Nomination by holders of physical securities. Necessary forms for furnishing the abovementioned details are notified by SEBI which are available at the website of the company.

Members holding physical shares may note that unless such details are made available with RTA’s records any form of investor service would not be available against concerned shares.

Members holding physical shares are requested to note that SEBI vide its circular dated 25th January 2022 has

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mandated listed companies to issue shares in dematerialized form only while processing service requests from the concerned shareholders with regards to issue of duplicate, renewal, exchange, endorsement, sub-divided and/or consolidated certificate or transmission of shares. Detail procedures alongwith necessary documents are available at the website of the company at investor's section.

### 10. Address for correspondence

All correspondences should be addressed to company's RTA, M/s. MCS Share Transfer Agent Limited, 383, Lake Gardens, 1st Floor, Kolkata- 700045, Phone: (033) 4072-4051, 52, 53; Fax: (033) 4072-4050; email:mcssta@rediffmail.com. In case of inconvenience shareholders are requested to write to the Company Secretary at 113, Park Street, 9th floor, Kolkata-700016 or email at investorrelations@bandaltd.in.

### 11. Service of Notice and Annual Report

The Annual Report 2023-24 and Notice of the AGM, Attendance Slip and Proxy Form are being sent in electronic form to all the members whose email IDs are registered with the company/ depositories. For members who have not registered their email addresses and those who request for a hard copy, physical copies of the aforesaid documents are being sent in the permitted mode. Annual Report for the financial year ended 31st March 2024, Notice of the AGM, Attendance Slip and Proxy Form are also available at the company's website at <https://www.barooahs.com>. The same shall also be available at the website of Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The Notice of the AGM will also be available at the website of CDSL at : <https://www.evotingindia.com>.

### 12. Information on Finance/Accounts

Members seeking any information with regard to accounts are requested to write to the Company Secretary at least 5 days in advance of AGM to enable the company to keep the information ready. Such queries mentioning name, demat a/c number/folio number, etc. should be sent to corporate office of the company or could be emailed at [shares@barooahs.in](mailto:shares@barooahs.in).

### 13. Electronic voting

In compliance with the provisions of section 108 of the Act' and the rules framed thereunder, the members are provided with the facility to cast their vote electronically, through remote e-voting services provided by CDSL on the resolutions set forth in this notice.

### 14. Scrutinizer

Mr. Tarun Chatterjee, Advocate (Enrolment No. WB 2068) failing him, Ms. Binita Pandey, Practicing Company Secretary (PCS No. 19730) has been appointed as Scrutinizer to scrutinize the e-voting process. The

Scrutinizer shall as early as possible from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in employment of the company and make a Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman of the AGM.

### 15. Shareholders instructions for remote e-voting

The instructions for shareholders voting electronically are as under:

#### CDSL e-Voting System – For Remote e-voting

- (i) The voting period begins on Tuesday, 20th August 2024 at 10.00 AM (IST) and ends on Thursday, 22nd August 2024 at 5.00 PM (IST). During this period shareholders of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) on Friday, 16th August 2024 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders who have already voted through remote e-voting prior to the meeting date would not be entitled to vote on poll at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020, (hereinafter Cir 242) under Regulation 44 of the Listing Regulations; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholder's/ retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of Cir 242 on e-voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.



Pursuant to above said Cir 242, Login method for e-voting for **individual shareholders holding securities in demat mode CDSL/ NSDL** is given below:

Type of Shareholders	Login Method
Individual shareholders holding securities in demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi/ Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi Tab.</li> <li>2) After successful login the Easi/ Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a>. home page. The system will authenticate the user by sending OTP on registered mobile &amp; email as recorded in the demat account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.</li> </ol>

Type of Shareholders	Login Method
Individual shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL:<a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</li> </ol>



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Type of Shareholders	Login Method
Individual shareholders (holding securities in demat mode) <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned websites.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.**

Login type	Helpdesk details
Individual shareholders holding securities in demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no.1800 22 55 33.
Individual shareholders holding securities in demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000.

v) Login method for remote e-voting for **physical shareholders and Shareholders other than individual shareholders holding in demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in physical form should enter Folio Number registered with the company.□

- 4) Next enter the Image Verification as displayed and click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For physical shareholders and other than individual shareholders holding shares in Demat
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>● Shareholders who have not updated their PAN with the company / depository participant(s) are requested to use the sequence number sent by company/RTA or contact company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>● If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option "YES" or "NO" as desired. The option "YES" implies that you assent to the resolution and option "NO" implies that you dissent to the Resolution.

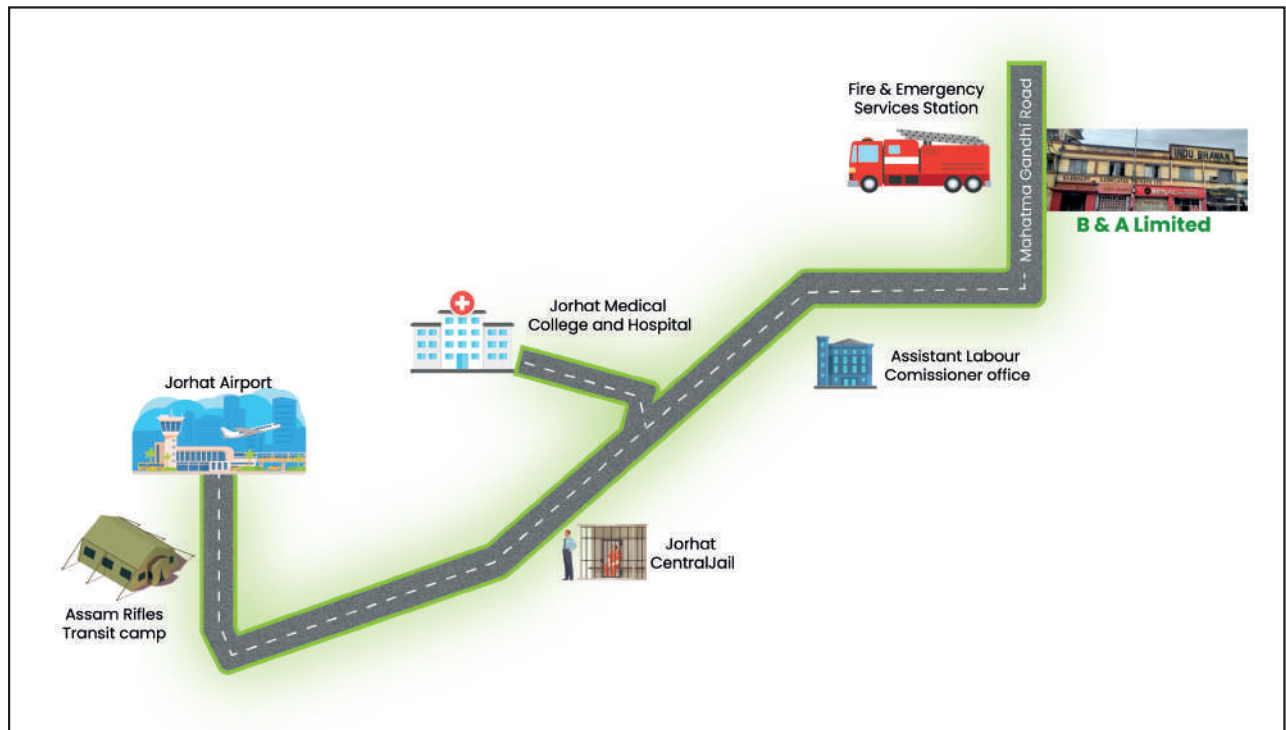
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the voting page.
- (xv) If a demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non - Individual Shareholders and Custodians – For Remote Voting Only**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
  - It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the company at the email address viz; [shares@barooahs.in](mailto:shares@barooahs.in), if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.
- (xviii) Process of registering e-mail id/ mobile nos. of shareholders whose such particulars are not registered with the Depository/Company:
  - a. Physical Shares: All holders of physical shares are requested to register updated email ID and mobile number to avail online services. The shareholders can register/update the contact details through ISR-1 which is available at the website of the company. Request in ISR-1 could be made to RTA or directly to the company.
  - b. Demat Shares: All shareholders holding shares in demat mode are requested to update their respective email id and mobile number with their respective Depository Participant.
- (xix) If any member has any queries or issues regarding e-voting from the CDSL e-voting system, he can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.
- (xx) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to or call at toll free no. 1800 22 55 33.

## 16. Results of e-voting

Results of the e-voting shall be declared within 12 hours after conclusion of the AGM. The Consolidated Scrutinizer's report on e-voting alongwith voting at the venue of AGM shall be placed at the website of the company at [www.barooahs.com](http://www.barooahs.com) and at the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com). The same shall also be communicated to BSE Limited where the shares of the company are listed.

## Notice of Annual General Meeting

**17. Route Map :** The route map of the venue of the meeting is attached herewith for convenience of the members.



### Explanatory Statement pursuant to section 102 (1) of the Companies Act 2013

The following statement sets out the material facts relating to the Special Business mentioned in the accompanying Notice of the Annual General Meeting to be held on Friday, 23rd August 2024 ('the AGM'):

#### Item Nos. 5, 6 and 7

The Members of the Company at the Extra-Ordinary General Meeting of the Company held on 23rd March 2020 approved the appointment of Mr. Amit Chowdhuri (DIN:00080854), Mr. Himangshu Sekhar Das (DIN: 00397751) and Mrs. Mou Mukherjee (DIN: 03333993) (herein after "Mr. Chowdhuri", "Mr. Das" and "Mrs. Mukherjee") as Independent Directors on the Board of Directors the Company ("the Board") for a term upto 30th September 2024, 31st March 2025 and 31st March 2025 respectively.

In terms of section 149 and Schedule IV of the Companies Act 2013 ('the Act') read with Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), an Independent Director shall be eligible for reappointment for a 2nd term to hold office upto five consecutive years on passing a Special Resolution by the Members of the Company. Further, in terms of Regulation 17(1A) of the Listing Regulations, consent of the Members by way of Special Resolution is also

required for continuation of the office of a Non-Executive Director on his attaining the age of seventy-five years.

The Board at its meeting held on 25th May 2024, on recommendation of the Nomination and Remuneration Committee ('the Committee') recommended for the approval of the Members, the reappointment of Mr. Chowdhuri, Mr. Das and Mrs. Mukherjee as set out in the respective resolutions relating to their reappointment. The appointment of Mr. Chowdhuri will be effective from 1st October 2024 and appointment of Mr. Das and Mrs. Mukherjee will be effective from 1st April 2025.

The Company has received notices in writing from a Member of the Company under Section 160 of the Act', proposing candidatures of Mr. Chowdhuri, Mr. Das and Mrs. Mukherjee as an Independent Director of the Company. The Company has also received declaration of independence pursuant to relevant provisions of the Act and the Listing Regulations from Mr. Chowdhuri, Mr. Das and Mrs. Mukherjee. Further they are neither disqualified from being appointed as Director in terms of section 164(2) of the Act' nor debarred from holding the office of a Director by virtue of any order from Securities and Exchange Board of India or any other authority and have successfully registered themselves in the Independent Director's databank maintained by Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Chowdhuri, Mr. Das and Mrs. Mukherjee fulfil the conditions as set out in Section 149

(6) and Schedule IV of the Act' and the Listing Regulations and they are eligible for reappointment as an Independent Director. The proposed appointee Directors are highly successful professionals in their respective fields. Brief profiles of the appointee Directors are provided in the annexure to the Notice calling the AGM.

The Key skills, expertise and competence of Mr. Amit Chowdhuri are as below:

- Experience in developing long-term strategies pertaining to manufacturing and marketing of tea in a competitive and sustainable manner.
- Rich administrative experience in strategy formulation, performance evaluation, risk management and deployment of resources.

The Key skills, expertise and competence of Mr. Himangshu Sekhar Das are as below:

- Experience in tea promotion in India and abroad in several international forums.
- Rich administrative experience in strategy formulation, performance evaluation, risk management and deployment of resources.

The Key skills, expertise and competence of Mrs. Mou Mukherjee are as below:

- Experience in developing long term strategies in consumer/FMCG business consistently, profitably, competitively and in a sustainable manner.
- Vertical Experience in the field of finance, accounts, taxation, system development, strategic business development and foreign trade.

The Committee and the Board are of the view that, given the contribution to Board processes by Mr. Chowdhuri, Mr. Das and Mrs. Mukherjee and their knowledge, commitment, experience and performance, their continued association would benefit the Company. They also possess appropriate skills, expertise and competencies in the context of the Company's business particularly in the tea marketing, human resources, strategic insight, stakeholder's engagement and business management.

During the proposed term of reappointment, Mr. Chowdhuri will attain the age of seventy-five years on 1st November 2024. The Special resolution under item 5 of the Notice of the AGM also seeks approval of the Members for continuation of office of Mr. Chowdhuri as an Independent Director beyond his age of seventy-five years till completion of his term.

The remuneration payable to the appointee Directors shall be linked to the factors like membership of the committees of the Board and attendance of the meetings of the Board and its committees.

The requisite details and additional information pursuant to Regulations 36(3) of the Listing Regulations, the Act' and

Secretarial Standards, with respect to this reappointment, as on the date of the Notice of the AGM are annexed with the Notice. A copy of the draft letter of appointment of Independent Director is available for inspection as per procedure of inspection details provided in point no. 5 of notes of the Notice of the AGM.

Mr. Chowdhuri being the appointee, is interested or concerned in the Special Resolution no. 5. Mr. Das being the appointee, is interested or concerned in the Special Resolution no. 6. Mrs. Mukherjee being the proposed appointee, is interested or concerned in the Special Resolution no. 7.

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, other than the appointee Directors is interested or concerned in the Special Resolution nos. 5, 6 and 7.

The Board firmly believes that the appointee Directors' knowledge and winning mind-set will surely help the Company to steer further ahead in its future-fit journey and recommends the Special Resolutions set out in item nos. 5,6 and 7 of the accompanying Notice for approval of the Members.

#### **Item No. 8**

Mr. Dhruva Jyoti Dowerah (DIN: 07432518) was appointed as an Additional Director and a Whole Time Director of the Company by the Board at its meeting held on 12th August 2023 with immediate effect. His appointment as a Whole Time Director was ratified by the Members of the Company at Extra-Ordinary General Meeting of the Company held on 9th November 2023. By virtue of section 161 of the Act', Mr. Dowerah as an Additional Director holds office upto the date of the AGM and in terms of section 160 of the Act', he is eligible for reappointment at the AGM.

The Board at its meeting held on 25th May 2024, on recommendation of the Committee recommended for the approval of the Members, the reappointment of Mr. Dowerah as a Director on the Board, liable to retire by rotation, as set out in the Resolution relating to his reappointment. Mr. Dowerah, pursuant to section 152 of the Act has given his consent to act as a Director on Board and requisite notices, pursuant to Section 160 of the Act' proposing his reappointment as Director on Board has been received by the Company.

The requisite details and additional information pursuant to Regulations 36(3) of the Listing Regulations, provisions of the Act' and Secretarial Standards, with respect to this reappointment, as on the date of the Notice of the AGM are annexed with the Notice.

Mr. Dowerah being the appointee, is interested or concerned in the Ordinary Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, other than Mr. Dowerah is interested or concerned in this Resolution. The Board recommends the Ordinary Resolution set out in the Item No. 8 of the Notice of the AGM for approval by the Members.



## Notice of Annual General Meeting

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### Item Nos. 9 and 10

The Board at its meeting held on 25th May 2024 on the recommendation of the Committee appointed Mr. Parthapratim Sengupta (DIN: 08273324) and Mr. Dipankar Mukherjee (DIN: 07450198) as an Additional Director (in the capacity of Independent Director) of the Company, with effect from 25th May 2024 under Section 149, 150 and 152 of the Act' and the Articles of Association of the Company.

In terms of section 149 and Schedule IV of the Act' read with the Listing Regulations, an Independent Director shall be eligible for appointment for an initial term upto five consecutive years on passing a Special Resolution by the Members of the Company.

Mr. Sengupta and Mr. Mukherjee are eligible to be appointed as an Independent Director for a term upto five consecutive years. The Company has received notice under Section 160 of the Act' from a member signifying candidature of Mr. Sengupta and Mr. Mukherjee as an Independent Director of the Company. The Company has also received declaration of independence pursuant to relevant provisions of the Act' and the Listing Regulations from Mr. Sengupta and Mr. Mukherjee. Further, they are neither disqualified from being appointed as a Director in terms of section 164(2), not debarred from holding the office of a Director by virtue of any order of SEBI or of any other authority and have successfully registered themselves in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Sengupta and Mr. Mukherjee fulfil the conditions as set out in Section 149 (6) and Schedule IV of the Act' and the Listing Regulations and they are eligible for appointment as an Independent Director. Brief profile of the appointee Directors is provided in the annexure to the Notice calling the EGM.

The key skills, expertise and competence of Mr. Sengupta and Mr. Mukherjee are as below:

- Long serving veteran in the banking and finance field in changing economic conditions.
- Rich administrative experience in strategy formulation, performance evaluation, banking, finance, risk management and deployment of resources.

The Special Resolutions under item 9 and 10 of the Notice of the AGM once passed, shall be deemed as the approval of the Members being accorded under the Act' and the Listing Regulations for appointment of Mr. Sengupta and Mr. Mukherjee as an Independent Director on the Board for a term of five years with effect from 25th May 2024 to hold office upto 24th May 2029.

During the proposed term of reappointment Mr. Mukherjee will attain the age of seventy-five years on 29th September 2028. The Special resolution under item 10 of the Notice of

the AGM also seeks approval of the Members for continuation of office of Mr. Mukherjee as an Independent Director beyond his age of seventy-five years till completion of his term.

The requisite details and additional information pursuant to Regulations 36(3) of the Listing Regulations, the Act' and Secretarial Standards with respect to these reappointments, as on the date of the Notice of the AGM are annexed with the Notice. A copy of the draft letter of appointment of Independent Director is available for inspection as per procedure of inspection details provided in point no. 5 of notes of the Notice of the AGM.

Mr. Sengupta being the appointee, is interested or concerned in the Special Resolution No. 9. Mr. Mukherjee being the appointee, is interested or concerned in the Special Resolution No. 10. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, other than Mr. Sengupta and Mr. Mukherjee is interested or concerned in the Resolution nos 9 and 10. The Board firmly believes that Mr. Sengupta and Mr. Mukherjee's knowledge and winning mindset will surely help the Company to steer further ahead in its future-fit journey and recommends the Special Resolution set out in item nos. 9 and 10 of the accompanying Notice for approval of the Members.

### Item No. 11

The Board on recommendation made by the Audit Committee of Directors approved the appointment and remuneration of M/s. Mou Banerjee & Co., Cost Accountants (Registration No. 000266) as Cost Auditors to conduct the audit of the cost records of the Company pertaining to its tea business for the financial year ending 31st March 2025. The Board has approved Rs. 1,25,000 (Rupee One Lac Twenty-Five Thousand Only) excluding applicable tax and reimbursement of expenses as Audit Fees payable to the Cost Auditors for the financial year 2024-25.

In terms of Section 148 of the Act' read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as approved by the Board has to be ratified by the Members of the Company. Accordingly, by proposing this Ordinary Resolution, the Board seeks approval of the Members to pay the remuneration as approved by it to the Cost Auditors for the financial year ending 31st March 2025.

None of the Directors and Key Managerial Personnel of the Company, or their relatives is interested or concerned in the Resolution.

The Board recommends the Ordinary resolution set out in item no. 11 of the Notice of the AGM for approval of the Members.

### Item Nos. 12 and 13

Mr. Somnath Chatterjee was reappointed as Managing Director of the Company for a period of three years with effect from

1st April 2023 to 31st March 2026 by the Board at its meeting held on 28th May 2022 on recommendations made by the Committee in this regard. The terms and conditions of his appointment including remuneration payable in the capacity of Managing Director was approved by the Members of the Company at the Annual General Meeting held on 8th September 2022. Subsequently an agreement was executed by the Company with Mr. Chatterjee on 27th September 2022 ascribing to the terms and conditions of his abovementioned appointment and remuneration payable to him.

Mr. Dhruva Jyoti Dowerah was appointed as Whole Time Director (designated as Deputy Managing Director) of the Company for a period of three years with effect from 12th August 2023 to 11th August 2026 by the Board at its meeting held on 12th August 2023 on recommendations made by the Committee in this regard. The terms and conditions of his appointment including remuneration payable in the capacity of Whole Time Director was approved by the Members of the Company at the Extraordinary General Meeting held on 9th November 2023. Subsequently an agreement was executed by the Company with Mr. Dowerah on 14th November 2023 ascribing to the terms and conditions of his abovementioned appointment and remuneration payable to him.

During the financial year ended 31st March 2024, the profits of the Company are not adequate and therefore remuneration paid/payable to Mr. Somnath Chatterjee and Mr. Dhruva Jyoti Dowerah in the capacity of Managing Director and Whole Time Director respectively, would exceed the limits prescribed under the relevant provisions of the Act' and unless the current downturn of the tea industry is reversed, the Company may register inadequate profits in subsequent financial years and remuneration payable to them would exceed the limits as stated above.

Pursuant to the provisions of Section 196, 197 and 198 of the Act' read with Schedule V, a company having inadequate profits may subject to certain conditions including passing an ordinary resolution in a general meeting may pay such remuneration to its managerial personnel as may be decided by the Board of Directors on recommendations of the Nomination and Remuneration Committee and within the limits as prescribed in the said Schedule. The Board in its meeting held on 25th May 2024 on recommendation made by the Committee decided to pay Mr. Somnath Chatterjee and Mr. Dhruva Jyoti Dowerah remuneration for the periods as mentioned in the respective resolutions, as it was approved by the Members in the General Meeting held on 8th September 2022 and 14th November 2023 respectively. The proposed remuneration to Mr. Somnath Chatterjee and Mr. Dhruva Jyoti Dowerah are within the limits prescribed under Schedule V of the Act'.

Additional information as required under section-II, part-II of the Schedule V of the Act' is given below. Messrs. Chatterjee and Dowerah are interested and concerned in the Resolution nos. 12 and 13 to the extent of their proposed remuneration. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, other than Mr. Somnath Chatterjee is interested or concerned in the Special Resolution no. 12.

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, other than Mr. Dhruva Jyoti Dowerah is interested or concerned in the Special Resolution no. 13.

The Board recommends the Ordinary Resolutions as set out at Item nos. 12 and 13 of the accompanying Notice for approval of the Members.

## STATEMENT OF INFORMATION FOR THE MEMBERS PURSUANT TO SECTION - II, PART - II OF SCHEDULE V OF THE COMPANIES ACT 2013.

### I. GENERAL INFORMATION

- Nature of industry:  
The Company is engaged in plantation and marketing of black tea as well as packaged tea.
- Date of commencement of commercial production:  
Not applicable as the Company operates tea gardens.
- Financial Performance based on given indicators:

Standalone Financial Results		
(in Rs. lac)		
Particulars	2023-24	2022-23
Turnover	17089.50	16357.20
Profit after tax	256.49	588.76
Earnings per share (Rs.)	8.27	18.99
Net Worth	7904.44	7765.51

- Foreign investments or collaborations, if any: The company does not have any foreign collaboration. The foreign investments in equity shares as on 31st March 2024 are listed below:

Particulars	Number of shares as on 31st March 2024	% with respect to total share capital
Non-Resident Indians	7,555	0.24

### II. INFORMATION ABOUT THE APPOINTEES

- Background details:

Mr. Somnath Chatterjee, born in 1962, is a commerce graduate. He has more than thirty-eight years of extensive experience in the area of finance, production, human resource and commercial matters in tea plantation and

## Notice of Annual General Meeting

packaging business. Currently he holds the position of Managing Director in the Company and also in B & A Packaging India Limited (subsidiary company).

Mr. Dhruva Jyoti Dowerah born in 1968 holds a bachelor's degree in Agriculture and has been associated with B & A Limited for over 30 years. He has worked in several capacities in the Company like General Manager, Visiting

Agent and later on promoted as President - Tea Division. Mr. Dowerah is in-charge of the gardens and factory operations of B & A Limited and is instrumental and driving force for the market leadership of the Tea Estates of the Company. Currently he holds the position of Deputy Managing Director in the Company and is a non-executive additional director in the subsidiary company.

### 2. Past remuneration:

The remuneration paid to Messrs. Somnath Chatterjee and Dhruva Jyoti Dowerah for the last two financial years from the Company and the subsidiary company is detailed below:

(in Rs. lac)

Remuneration including value of perquisites and contribution to Provident Fund	2023-24		2022-23	
	Mr. Somnath Chatterjee	Mr. Dhruva Jyoti Dowerah	Mr. Somnath Chatterjee	Mr. Dhruva Jyoti Dowerah
B & A Limited	35.83	29.61	32.65	Not applicable
B & A Packaging India Limited	34.28	1.50*	31.78	Not applicable
Total	70.11	31.11	64.43	Not applicable

\*Fees for attending meetings of the Board of Directors of the Company.

### 3. Recognition/Awards:

Not applicable

### 4. Job Profile and Suitability:

Mr. Somnath Chatterjee, Managing Director of the Company, is highly experienced and controls the affairs of the Company as a whole under the direction and supervision of the Board of Directors of the Company. He has successfully and in a sustained way contributed significantly towards growth in the performance of the Company. He has extensive experience in the tea industry. He is actively involved in the production planning, marketing and formulation of business strategy and business development of the Company.

Mr. Dowerah is in-charge of the gardens and factory operations of B & A Limited and is instrumental and driving force for the market leadership of the Tea Estates of the Company.

### 5. Remuneration proposed during the financial year ended 31st March 2024 and subsequent financial years

#### A. Mr. Somnath Chatterjee

- (i) Basic Salary – Salary at the rate of Rs. 1,55,000 (Rupees One Lac Fifty-Five Thousand Only) per month. The Annual increments will be effective from 1st April each year, and will be recommended/decided by the Committee and/or Board and will be merit based.
- (ii) Mr. Chatterjee will be entitled for rent free residential accommodation (furnished or otherwise) alongwith car parking space(s). The Company will bear the cost of repairs, maintenance, society charges and

utilities (gas, electricity and water charges) for the said accommodation. However, in the event such accommodation is not provided by the Company, suitable House Rent and Maintenance Allowance in lieu thereof will be paid to Mr. Chatterjee.

#### b) Other Allowance –

- Soft Furnishing–As per rules of the Company.
- Leave Travel Assistance – Leave travel assistance for self and family at the rate of one and half a month's basic salary for each completed year of service.
- Reimbursement of Medical Expenses - Reimbursement of actual amount of medical expenses incurred for self and family. Additionally, he will be entitled for contribution to maintain health insurance for self and family under any group insurance schemes undertaken by the Company as per its rules.
- Accidental Insurance Policy– As per rules of the Company.
- Ex-gratia – As per rules of the Company.
- Children Education Allowance – As per rules of the Company.
- Contribution to Gratuity – Gratuity at a rate not exceeding half a month's salary for each completed year of service from the date of joining of Mr. Chatterjee in the group and subject to maximum permissible limit as per Payment of Gratuity Act 1972/ Code of Social Security.

- (viii) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these are either singly or put together are not taxable under Income Tax Act 1961.
- (ix) Such other allowances to be decided by the Board/Committee from time to time.
- c) Reimbursements
- i) Mr. Chatterjee shall be entitled to reimbursement of all actual out of pocket expenses incurred in connection with the business of the Company which would include monthly club subscriptions and entertainment expenses and such expenditure will not be grouped under perquisites or allowances in the computation of ceiling of remuneration specified in the Schedule V.
  - ii) Provisions for use of chauffeur driven company maintained cars, telephone and mobile phones at office and residence including long distance calls for the purpose of business will not be grouped under perquisites or allowances in the computation of ceiling of remuneration specified in the Schedule V.
- B. Mr. Dhruva Jyoti Dowerah
- a) Basic Salary – Basic Salary at the rate of Rs. 80,000 (Eighty thousand) per month. The Annual increments will be effective from 1st April each year, and will be recommended/decided by the Nomination and Remuneration Committee and/or Board and will be merit based.
  - b) Other Allowance –
    - (i) Contribution to Gratuity/Employees Provident Fund – As per rules of the Company and subject to maximum permissible limit as per Payment of Gratuity Act 1972/ Code on Social Security 2020/Provident Fund Act.
    - (ii) Contribution to Public Provident Fund – Upto Rs. 1,50,000 (One lac fifty thousand) per annum, subject to the provisions of relevant Acts.
    - (iii) Personal, Fixed and other Allowance – As decided by the Board/Committee.
    - (iv) Exgratia – As to be decided by the Board/Committee on a year to year basis.
    - (v) Leave Travel Allowance – Not exceeding one and half a month's basic salary for each completed year of service.
    - (vi) Such other allowances to be decided by the Board/Committee from time to time.
    - (vii) Reimbursement of Expenses – Reimbursement of expenses under several heads incurred for official duties upto such sum/ sums as decided by the Board/Committee.
  - c) Provision for use of chauffeur driven Company maintained car for official duties attended, provision for telephone at office, residence and mobile phones, including long distance calls and monthly subscription fees for two clubs, shall not be included in the computation of limits for the remuneration and shall not be grouped under perquisites or allowances given to Mr. Dowerah.
  - d) Mr. Dowerah will be entitled to rent free accommodation including car parking space(s) and all other facilities and amenities required for the purpose of his stay. The above accommodation will be provided by the Company either in its own premises or otherwise, as may be opted by Mr. Dowerah. In the event Mr. Dowerah opting for other than Company owned accommodation, he will be entitled to all the facilities and amenities.
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person: The current remuneration being paid to Messers. Chatterjee and Dowerah, based on their profile of the position and is lower than the remuneration being paid to their peers serving the companies of comparable size in the industry in which the Company operates.
7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:
- Apart from the remuneration and perquisites paid to them as Managing Director/Whole Time Director as stated above and their respective shareholding held directly or indirectly in the Company, Messers. Chatterjee and Dowerah do not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel.
- ### III. OTHER INFORMATION
1. Reasons for loss or inadequate profits and steps taken or proposed to be taken for improvement:
 

The Company registered lower surplus due to substantial lower output of made tea in the financial year ended 31st March 2024 arising out of extreme weather conditions in Assam. Consequently, profit of the Company computed in terms of section 198 of the Act' is inadequate for the payment of current remuneration to the Managerial Personnel under section 197 of the Act'. However, the current remuneration paid during the financial year ended 31st March 2024 to Messers. Chatterjee and Dowerah Managerial Personnel of the Company and payable to them in subsequent financial years are within the respective limits as provided under Section 197 read with Schedule V of the Act'.

The Company will continue to strive for better profitability by producing quality product to cater the demand of increasing market and effective cost control.
  2. Expected increase in productivity and profits in measurable terms:
 

The Company has earned a post-tax profit of Rs. 256.49 lac. during the financial year 2023-24 and will strive for better profitability in the future.
- ### IV. DISCLOSURES
1. Mr. Somnath Chatterjee received Rs. 35.83 lac from the Company during the financial year 2023-24 as remuneration



## Notice of Annual General Meeting

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which included Rs. 27.15 lac as Salary and Allowances, Rs. 6.45 lac as perquisites and Rs. 2.23 lac as contribution towards provident fund. Mr. Dhruba Jyoti Dowerah received Rs. 29.61 lac from the Company during the financial year 2023-24 as remuneration which included Rs. 17.24 lac as Salary and Allowances, Rs. 11.63 lac as perquisites and Rs. 0.74 lac as contribution towards provident fund.

2. The remuneration received by Messers. Chatterjee and Dowerah during the financial year 2023-24 is fixed in nature. The performance criteria for Executive Director is available at the company's website under web-link: <http://www.barooahs.com/remuneration-policy.pdf>.
3. The Company entered a service agreement with Mr. Somnath Chatterjee on 27th September 2022 to employ him in the Company in the capacity of Managing Director for a period of three years with effect from 1st April 2023 to 31st March 2026. The notice period under current service contract is 6 months. The Company also entered a service agreement with Mr. Dhruba Jyoti Dowerah on 14th November 2023 to employ him in the Company in the capacity of Whole Time Director for a period of three years with effect from 12th August 2023 to 11th August 2026. The notice period under current service contract is 3 months.
4. Messers. Chatterjee and Dowerah have not been offered any stock option.

### Item Nos. 14 and 15

As per the provisions of section 180(1)(c) the Act' the Board cannot except with the permission of the Members accorded in a General Meeting, borrow monies in excess of the aggregate of the paid-up share capital of the Company and its free reserves.

Further in terms of section 180(1)(a) of the Act', the Board cannot except with the permission of the Members in a General Meeting, sell, lease or otherwise dispose of the undertaking or undertakings of the Company. It is connoted that executing mortgage over a company's business assets or units other

than equitable mortgages will operate as disposing off the undertaking or undertakings of that company.

The Members of the Company at the Annual General Meeting held on 27th September 2014 approved, *inter alia*; borrowings in terms of section 180(1)(c) the Act' up to an aggregate limit of Rs. 100 crores. At the same meeting the Members also authorised the Board to execute mortgage/put charge over immovable/movable properties of the Company in favour of the lenders to secure the borrowings upto Rs. 100 crores as stated hereinbefore.

The increasing business operations and future growth plans of the Company would necessitate restructuring of the borrowing limits by augmenting additional funds. This would entail authorizing the Board of Directors to borrow monies which may exceed at any time aggregate of the paid up share capital of the Company and its free reserves including present limit of Rs. 100 crores but limited to a sum not exceeding Rs. 200 crores.

Hence, Resolution no. 14 of the Notice is being proposed for consideration of the Members, seeking permission from them to authorise the Board to borrow in excess of aggregate of the paid up capital of the Company and its free reserves but not exceeding a sum of Rs. 200 crores at any point of time.

Further, gearing of additional funds from Financial Institutions and/or Banks in form of secured loans might contain terms, conditions and covenants, *inter alia*; mortgaging moveable and immovable assets of the Company in favour of the lenders. The Resolution no. 15 of the accompanying notice is proposed to authorise the Board to approve and execute mortgages in favour of such Financial Institutions or Banks to secure any money borrowed by the Company from such lenders.

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested or concerned in the Special Resolution no. 14 and 15.

The Board recommends the Special Resolutions as set out at item no. 14 and 15 of the accompanying Notice for approval of the Members.

By Order of the Board of Directors  
B & A Limited

D. Chowdhury  
Company Secretary  
Membership No. : A15674

Place : Kolkata  
Date : 25th May 2024

## ANNEXURE TO THE NOTICE

Details in respect of Directors seeking appointment/reappointment at the AGM are provided herewith:

### (i) Profile of the Directors:

- (a) **Mr. Anjan Ghosh:** Born in 1949, Mr. Ghosh is a fellow member of Institute of Chartered Accountants of India and was associated with J. Thomas group of companies, a reputed tea broking house in Kolkata for 34 years where he was elevated to Managing Director and Vice Chairman. Currently he works as a corporate consultant. He was appointed as a non-executive director liable to retire by rotation in 2020. He also serves in the Board of B & A Packaging India Limited, subsidiary to the company. He is not related to any Director on the Board. Mr. Ghosh does not hold any shares in the Company. Mr. Ghosh is a member of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Share Transfer Committee of Directors of the Company.
- (b) **Mr. Rajkamal Bhuyan:** Born in 1956, Mr. Bhuyan is a Post Graduate in Economics and a Chartered Accountant. He is a reputed businessman and has promoted several companies which deal with construction projects. Mr. Bhuyan is a Director in Premier Cryogenics Limited and is a Member of Assam State Construction Workers' Welfare Board. He was appointed as a non-executive director liable to retire by rotation in 2020. Mr. Bhuyan is a member of the Nomination and Remuneration Committee of Directors of the Company. Mr. Bhuyan does not hold any shares in the Company. He is not related to any Director on the Board.
- (c) **Mr. Amit Chowdhuri:** Born in 1949, Mr. Amit Chowdhuri is a Hons. Graduate from St. Edmunds College, Shillong. In his 39 years of career he has served J. Thomas & Co. Pvt. Limited, a Calcutta based reputed tea auction house, in several capacities, including Chairman & Managing Director. He was appointed an Independent Director in 2020. He served the Board of B & A Packaging India Limited as an Independent Director for two consecutive terms before retirement on 31st March 2024. Mr. Chowdhuri is a member of Audit committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Share Transfer Committee of Directors of the Company. Mr. Chowdhuri does not hold any shares in the Company. He is not related to any Director on the Board.
- (d) **Mr. Himanghsu Sekhar Das:** Born on 20th September 1955, Mr. Das has his college education in Shillong and secured first class in Master's Degree in Economics from Gauhati University. He started his career in State Bank of India as Probationary Officer and later on joined Indian Administrative Service and has held various positions in the Government of India and State Government of Assam viz. Director, Tea Promotion in Dubai UAE, Home Commissioner of Assam, Director of Industry, Commissioner and Secretary, Planning and Development, Hill Areas. He was a member of several high level expert committees constituted by the Reserve Bank of India, Ministry of Finance and Planning Commission of India. Mr. Das has contributed several papers on Economic and Administrative reforms and has large number of published articles on environment, social issues, finance and economics. Mr. Das is a member of Nomination and Remuneration Committee of Directors. Mr. Das does not hold any shares in the Company. He is not related to any Director on the Board of the Company.
- (e) **Mrs. Mou Mukherjee:** Born on 9th June 1968, Mrs. Mukherjee holds a bachelor degree and MBA from IIFT, New Delhi and is also a Chartered Accountant. Mrs. Mukherjee has wide experience in the field of Finance, Accounts, Taxation, system development, strategic business development and foreign trade. She has travelled widely in India and abroad. Mrs. Mukherjee is currently employed in Tai Industries Limited, a reputed FMCG company based in Kolkata, as Chief Financial Officer. She serves the board of several reputed companies like B & A Packaging India Limited (subsidiary company) and Hindustan Motors Ltd as an Independent Director. Mrs. Mukherjee is a member of Audit Committee and Nomination and Remuneration Committee of Directors. She does not hold any shares in the Company. She is not related to any Director on the Board.
- (f) **Mr. Parthapratim Sengupta:** Born in 1962, Mr. Sengupta holds a bachelor's degree in B.Sc., B.Ed. (1st class Hons. in Physics) and is also a Certified Associate of Indian Institute of Bankers (CAIIB). He was a career banker in State Bank of India having more than 36 years of experience in Banking and Finance where he held the position of Deputy Managing Director. He has broad experience in Yes Bank Limited, Asset Reconstruction Company (India) Limited, Universal Sampo General Insurance Company Limited and National E-Governance Services Limited as Nominee Director. He was also

## Notice of Annual General Meeting

appointed as Whole Time Director and officiating Chairman of the Board in Indian Overseas Bank during the entire tenure as Managing Director and Chief Executive Director. Mr. Sengupta is currently serving as Independent Director on the Board of B & A Packaging India Limited. He is also a Director in Unity Small Finance Bank Limited. Mr. Sengupta does not hold any shares in the Company. He is not related to any Director on the Board.

**(g) Mr. Dhruva Jyoti Dowerah:** Born in 1968, Mr. Dowerah holds a bachelor's degree in Agriculture and has been associated with B & A Limited for over 30 years. He has worked in several capacities like General Manager, Visiting Agent and later on promoted as President- Tea Division. Mr. Dowerah is in-charge of the gardens and factory operations of the Company and is instrumental and driving force for the market leadership of the Tea Estates of the Company. Currently he is serving as a Non-Executive Additional Director on the Board of B

& A Packaging India Limited. He does not hold any shares in the Company. He is not related to any Director on the Board.

**(h) Mr. Dipankar Mukherjee:** Born on 29th September 1953, Mr. Mukherjee holds master's degree in Economics from Calcutta University specializing in Mathematical Economics and Econometrics. Mr. Mukherjee is also a Certified Associate of Indian Institute of Bankers (CAIIB). Prior to his retirement, he was employed in United Bank of India for 30 years with specialization in Tea Financing. Mr. Mukherjee is an active contributor in economic journals. Currently he is working as a consultant of banking and finance advising reputed companies in related fields. Mr. Mukherjee serves the Board of B & A Packaging India Limited, subsidiary company, as an Independent Director. Mr. Mukherjee holds 100 equity shares in the Company. He is not related to any Director on the Board.

**(ii) Particulars of Directorship of the above-mentioned Directors in other listed Indian Companies as on the date of the Notice and other particulars are tabled below:**

Name of the Director	Number of meetings of Board attended during FY 2023-24	Remuneration received during FY 2023-24 (In Rs.)	Name of the other listed companies where the appointee is also a Director	Category of Directorship	Committee Membership	Chairmanship in Committees
Mr. Anjan Ghosh	Six	4,56,000 (Fees for attending meetings of the Board & its Committees)	B & A Packaging India Limited	Non-Executive Independent Director	i. Audit Committee ii. Nomination & Remuneration Committee iii. Stakeholders' Relationship Committee iv. Share Transfer Committee	i. Audit Committee ii. Stakeholders' Relationship Committee iii. Share Transfer Committee
Mr. Rajkamal Bhuyan	Six	3,00,000 (Fees for attending meetings of the Board & its Committees)	Premier Cryogenics Limited	Non-Executive Independent Director	Audit Committee	Audit Committee
Mr. Amit Chowdhuri	Six	4,96,000 (Fees for attending meetings of the Board & its Committees)	Nil	Not Applicable	Not Applicable	Not Applicable

(Contd.)

Name of the Director	Number of meetings of Board attended during FY 2023-24	Remuneration received during FY 2023-24 (In Rs.)	Name of the other listed companies where the appointee is also a Director	Category of Directorship	Committee Membership	Chairmanship in Committees
Mr. Himanghsu Sekhar Das	Six	2,80,000 (Fees for attending meetings of the Board & its Committees)	Nil	Not Applicable	Not Applicable	Not Applicable
Mrs. Mou Mukherjee	Six	4,40,000 (Fees for attending meetings of the Board & its Committees)	i. B & A Packaging India Limited	Independent Director	i. Nomination and Remuneration Committee ii. Audit Committee	Nomination and Remuneration Committee
			i. Hindustan Motors Ltd.	Independent Director	i. Audit Committee ii. Nomination and Remuneration Committee	Audit Committee
Mr. Parthapratim Sengupta	Not Applicable	Not Applicable	B & A Packaging India Limited	Non-Executive Independent Director	i. Audit Committee ii. Nomination & Remuneration Committee iii. Stakeholders' Relationship Committee	Nil
Mr. Dhruva Jyoti Dowerah	Five	29,60,734 (remuneration received as Executive Director)	B & A Packaging India Limited	Non-Executive Director	Nil	Nil
Mr. Dipankar Mukherjee	Not Applicable	Not Applicable	B & A Packaging India Limited	Non-Executive Independent Director	i. Audit Committee ii. Share Transfer Committee	Nil





# B & A LIMITED

CIN: L01132AS1915PLC000200

Regd. Office: Indu Bhawan, Mahatma Gandhi Road, Jorhat – 785 001, Assam  
Corp. Office: 113, Park Street, 9<sup>th</sup> Floor, Kolkata – 700 016  
Phone: (033) 2229 5098, 2217 6815, Fax: (033) 2265 1388  
Website: www.barooahs.com, E-mail: investorrelations@bandaltd.in

ATTENDANCE SLIP

## ANNUAL GENERAL MEETING ON FRIDAY, 23RD AUGUST 2024

Name and Registered address of the shareholder(s)	
Registered Folio No./DP. ID. & Client ID	

I/We hereby record my/our presence at the Annual General Meeting of the Company at Indu Bhawan, Mahatma Gandhi Road, Jorhat-785001, Assam on Friday, 23rd August 2024.

\_\_\_\_\_ Member's Folio No. \_\_\_\_\_ Member's/ Proxy's name in Block Letters \_\_\_\_\_ Member's/Proxy's Signature

Note: Please bring the Attendance Slip duly signed to the Meeting Hall and hand it over at the entrance. Duplicate Slips will not be issued at the venue of the Meeting.

### ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	User ID	PAN (Original) or Sequence number as per point no. 15 (v) of e-voting instructions in AGM notice

Please refer to the AGM Notice for E-Voting instructions.

--- ✂ --- Please cut here and bring the above attendance slip to the Meeting Hall --- ✂ ---



# B & A LIMITED

CIN: L01132AS1915PLC000200

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Website: www.barooahs.com, E-mail: investorrelations@bandaltd.in

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

## ANNUAL GENERAL MEETING ON FRIDAY, 23RD AUGUST 2024

I/We, ..... being the holder(s) of ..... equity shares to the above named company, hereby appoint

- Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail ID : \_\_\_\_\_ Signature ..... or failing him/her
- Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail ID : \_\_\_\_\_ Signature ..... or failing him/her
- Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail ID : \_\_\_\_\_ Signature .....

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Friday, the 23rd day of August 2024 at the Registered Office of the Company and at any adjournment thereof, in respect of resolutions as indicated below:

Sl. No.	Resolution Proposed	Optional*	
		For	Against
1.	Adoption of Audited Financial Statements, Reports of the Directors and Auditors for the financial year 2023-24.		
2.	Reappointment of Mr. Anjan Ghosh (DIN: 00655014) who retires by rotation.		
3.	Reappointment of Mr. Rajkamal Bhuyan (DIN: 00946477) who retires by rotation.		
4.	Fixation of remuneration of M/s Ghosal, Basu & Ray, Chartered Accountants (Registration No. 315080E) for the financial year ending 31st March 2025.		
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.		
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 as a 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 as a Special Resolution.		
8.	Reappointment of Mr. Dhruva Jyoti Dowerah (DIN: 07432518) as a Director liable to retire by rotation.		
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.		
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.		
11.	Ratification of remuneration payable to M/s Mou Banerjee & Co., Cost Auditors (Registration No. 000266) for the financial year 2024-25.		



# B & A LIMITED

CIN: L01132AS1915PLC000200

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Website: www.barooahs.com, E-mail: investorrelations@bandaltd.in

Sl. No.	Resolution Proposed	Optional*	
		For	Against
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.		
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.		
14.	Increase in the borrowing limits of the Company.		
15.	Authorizing the Board of Directors to execute mortgage in favour of lenders.		

Signed this .....day of ....., 2024

Registered Folio No./DP ID & Client ID ..... Signature of Shareholder(s) .....

Signature of Proxyholder(s) .....

Affix  
revenue  
stamp of  
Re. 1/-

**Note : 1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company or office of the RTA, M/s MCS Share Transfer Agent Limited at 383, Lake Gardens, 1st Floor, Kolkata-700045 not less than 48 hours before the commencement of the Meeting.**

\*2. It is optional to put a "X" in the appropriate column against the resolution indicated in the Box. If you leave the "For" or "Against" column blank against the resolution, your proxy will be entitled to vote in the manner as he/she thinks appropriate.