



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 2023 will be held at the registered office of the Company at Indu Bhawan, Mahatma Gandhi Road, Jorhat-785001, Assam on Thursday, 14th September 2023 at 10.00 AM (IST) to transact the following business:

Ordinary Business

1. To consider and adopt (a) the audited Standalone Financial Statement of the Company for the financial year ended 31st March 2023 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 2023 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 2023 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 2023 and report of the Auditors thereon laid before the meeting, be and are hereby considered and adopted."
2. To declare Dividend on Equity Shares of the Company for the financial year ended 31st March 2023 and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT a final dividend at the rate of Re. 0.50 per equity share of Rs. 10/- (Ten rupees) each fully paid up of the Company be and is hereby declared and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended 31st March 2023 to the Equity Shareholders of the Company whose names stand registered as members in the Company's register of members or as beneficial owners in the books of National Securities Depository Ltd and Central Depository Services

(India) Ltd as at the end of business hours on Thursday, 7th September 2023 or to their mandates."

3. To reappoint Mrs. Anuradha Farley (DIN: 06699021), who retires by rotation and being eligible, offers herself 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, Mrs. Anuradha Farley (DIN: 06699021), who retires by rotation at this meeting and being eligible has offered herself for reappointment, be and is hereby reappointed as Director of the Company, liable to retire by rotation."
4. To reappoint Mr. Robin Aidan Farley (DIN: 08217522), 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. Robin Aidan Farley (DIN: 08217522), 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."
5. 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 2024."
6. To reappoint Ms. Simeen Hossain (DIN: 08893052) as an Independent Director of the Company and in this regard, pass the following resolution as a Special Resolution:

Special Business



“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 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Ms. Simeen Hossain (DIN: 08893052) who was appointed as an Independent Director and who holds office of Independent Director upto 31st March 2024 and being eligible 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 of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect from 1st April 2024 till 31st March 2029 on the Board of the Company.”

7. To reappoint Mr. Amit Kiran Deb (DIN:02107792) 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 (“SEBI-LODR”) [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Amit Kiran Deb (DIN: 02107792) who was appointed as an Independent Director and who holds office of Independent Director upto 30th September 2023 and being eligible 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 of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect from 1st October 2023 till

30th September 2028 on the Board of the Company.

RESOVED FURTHER THAT pursuant to the applicable provisions of the Act’, Rules and Regulation 17(1A) of SEBI-LODR [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Amit Kiran Deb (DIN: 02107792) will continue as Independent Director on the Board of the Company 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 2028.”

8. To consider continuation of Directorship of Mr. Anjan Ghosh (DIN:00655014) as a Non-Executive Director on his attaining the age of 75 (Seventy-Five) years and in this regard, pass the following resolution as a Special Resolution:

“RESOVED THAT pursuant to the applicable provisions of the Companies Act’ 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI-LODR”) [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], consent of the members of the Company be and is hereby accorded for the continuation of Directorship of Mr. Anjan Ghosh (DIN:00655014) who is liable to retire by rotation on the Board of the Company notwithstanding his attaining the age of 75 (Seventy-Five) years on 15th July 2024.”

9. To ratify the remuneration of Cost Auditors for the financial year ending 31st March 2024 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 [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 for the financial year ending 31st March 2024 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.”

**By Order of the Board of Directors
B & A Limited**

D. Chowdhury
Company Secretary
Membership No : A15674

Place : Kolkata
Date : 25th May 2023



NOTES:

1. Proxy

A member entitled to attend and vote at the Annual General Meeting of the Company on 14th September 2023 ("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. 6 to 9 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, ("SEBI-LODR") and Secretarial Standard on General Meeting (SS-2) in respect of the Directors seeking appointment 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 sections 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 Friday, 8th September 2023 to Thursday, 14th September 2023 (both days inclusive).

7. Record Date for Voting

The Company has set Thursday, 7th September 2023 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. Dividend

The Dividend, as recommended by the Board, if declared at the AGM, will be paid, subject to the provisions of section 126 of the Act', to those members or to their mandates:

- (i) Whose name appear as Beneficial Owners as at the close of business hours on Thursday, 7th September 2023 in the list to be furnished by National Securities Depositories Ltd (NSDL) and Central Depository Services (India) Ltd (CDSL) in respect of shares held in electronic form and
- (ii) Whose names appear as Members in the Register of Members of the company on Thursday, 7th September 2023.

Shareholders are requested to note that Securities and Exchange Board of India (SEBI) vide its circular dated 20th April 2018 has directed companies to distribute dividends via ECS/NEFT or other approved electronic mode or by physical instrument such as warrants/demand draft incorporating bank details of the shareholders. Accordingly, shareholders holding shares in demat form are requested to update their demat account with the Depositories and those shareholders holding shares in physical form are requested to submit the form ISR-1, ISR-2 and ISR-3/SH-13 available at the website of the company to the RTA of the company, MCS Share Transfer Agent Ltd, to enable them to update the necessary records for payment of dividends in electronic/approved mode.

Shareholders who have not so far encashed their dividend warrants for the financial year ended 31st March 2016, 2017, 2018, 2019, 2021 and 2022 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 may further note in the event the RTA doesn't receive the details as above by 1st October 2023, concerned shares shall be frozen by RTA.

Members holding physical shares are requested to note that SEBI vide its circular dated 25th January 2022 has 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 ShareTransfer Agent Ltd, 383, Lake Gardens, 1st Floor, Kolkata - 700 045, 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 2022-23 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 2023, Notice of the AGM, Attendance Slip and Proxy Form are also available in 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. The Notice of the AGM will also be available on 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.com.

13. E-voting

In compliance with the provisions of section 108 of the Companies Act' 2013 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 Monday, 11th September 2023 at 10.00 AM (IST) and ends on Wednesday, 13th September 2023 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 Thursday, 7th September 2023 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 SEBI-LODR; 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 shareholders/ 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 CDSL Depository	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on Login icon and select New System Myeasi Tab. 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.

	<p>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.</p> <ol style="list-style-type: none"> 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile & 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.
Individual shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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: https://eservices.nsd.com 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.



	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservicesnsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservicesnsdl.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL https://www.evoting.nsdl.com/ 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.</p>
<p>Individual shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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.</p>

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 CDSL	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 NSDL	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.
- 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 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ● 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> ● 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.



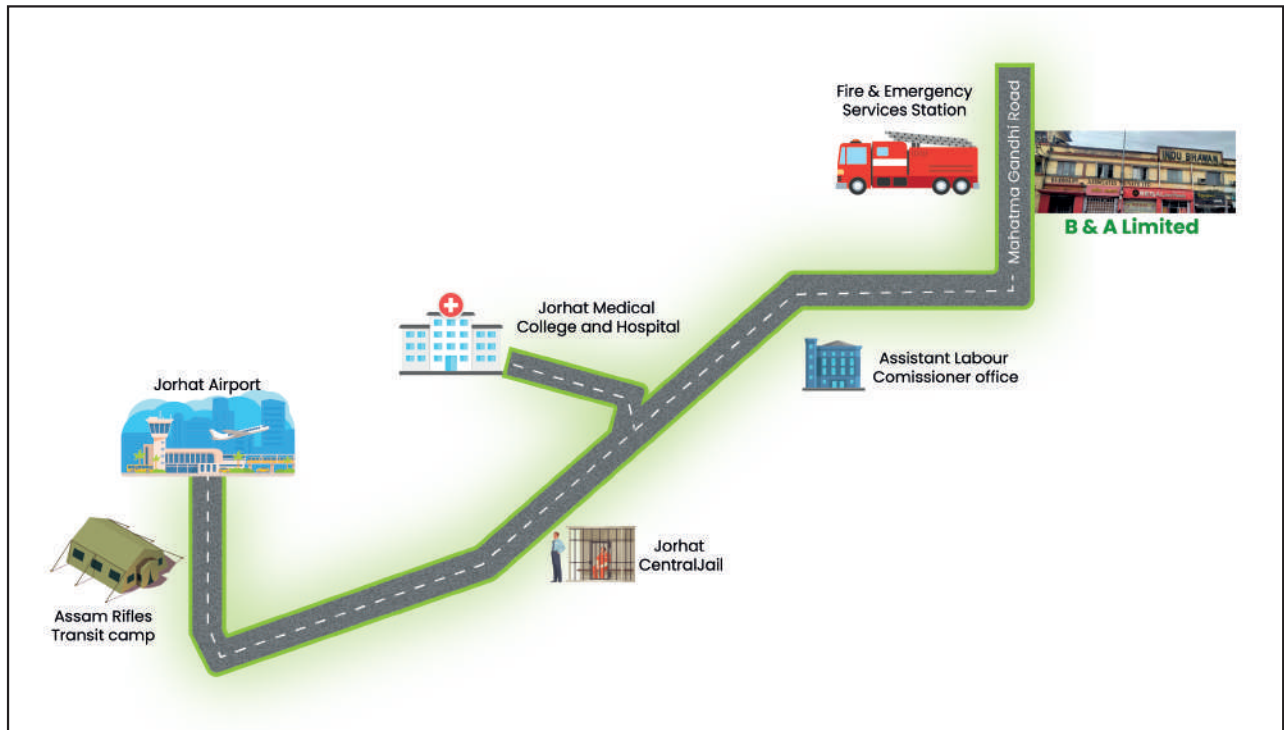
- (vi) After entering these details appropriately, click on "SUBMIT" tab.
 - (vii) Shareholders holding shares in physical form will then directly reach the company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to 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. 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.
 - 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 delink 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 (designated email address of the company), 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 :
1. For Physical shareholders – Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
 2. For Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP).
 3. For Individual Demat shareholders– Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.
- (xix) If any member has any queries or issues regarding e-voting from the CDSL e-voting system, you can write an email to 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 helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

16. Results of e-voting

Results of the e-voting shall be declared within 48 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 and at the website of CDSL at www.evotingindia.com. The same shall also be communicated to BSE Ltd where the shares of the company are listed.



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 of the Company to be held on Thursday, 14th September 2023 ('the AGM') :

Item No. 6 and 7

The Members of the Company at the Annual General Meeting of the Company held on 16th September 2021 approved the appointment of Ms.Simeen Hossain (DIN: 08893052) as Independent Director on the Board of the Company ('the Board') for an initial term upto 31st March 2024. Mr. Amit Kiran Deb (DIN: 02107792) was appointed as Independent Director on the Board at the Extraordinary General Meeting of the Company held on 23rd March 2020 for an initial term upto 30th September 2023.

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 ("SEBI-LODR"), an Independent Director shall be eligible for reappointment for a 2nd term upto five consecutive years on passing a Special Resolution by the Members of the Company. Accordingly, on passing Special Resolution by the Members of the Company Ms. Simeen Hossain and Mr. Amit Kiran Deb would stand eligible for reappointment as Independent Directors on the

Board for a 2nd term of five consecutive years on expiry of their present tenure of Directorship.

Further, in terms of Regulation 17(1A) of SEBI-LODR, 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. Mr. Amit Kiran Deb will be attaining the age of seventy-five years on 26th December 2023 as Non-Executive Director on the Board if reappointed by the Members for a 2nd term of five consecutive years.

The Company has received notice in writing from a Member of the Company under Section 160 of the Act', proposing candidatures of Ms. Simeen Hossain and Mr. Amit Kiran Deb for the office of Director of the Company.

Ms. Simeen Hossain is heading Transcom Group, a business conglomerate having diverse business interests headquartered at Dhaka, Bangladesh as Group Chief Executive Officer. Since induction in the Board as Independent director Ms. Hossain has been effectively advising the management of the Company on issues of strategy, performance, risk management and financial management. The Company had received expert guidance from Ms. Hossain on issues relating to financial management and banking solutions. Ms. Hossain has been profound adherent of good corporate governance and has been practicing as such across the Board and Committees of companies where she is a Director. As a member of the Board she has remained a key contributory in reviewing company's



financial reporting process and financial statements. As a highly involved company director she has brought appropriate clarification or amplification of information on certain topics which were vital and delicate to the Company.

Mr. Amit Kiran Deb, a veteran in Indian Administrative Services is currently serving the Board of several reputed companies and chairing several committees across the boards he serves. It is presumptive that guidance of Mr. Deb in any structured business decision would be inestimable. As a member of the Board and Nomination and Remuneration Committee ('the Committee') of the Company, Mr. Deb had effectively participated in the deliberations in issues of strategy, performance, risk management, standards of conduct, deployment of resources and key appointments in the Company. He has been a key contributory in bringing improved governance in the Board and Committee practices which is an essential responsibility of an Independent Director.

In terms of what has been stated in para 5 and 6 above, the Committee and the Board are of the view that continued association of Ms. Simeen Hossain and Mr. Amit Kiran Deb would be beneficial for future development and business prospect of the Company. Besides, given the knowledge, experience and performance of the aforesaid Directors and contribution to Board processes by them it would be appropriate that they may continue to serve on the Board as an Independent Director for a 2nd term of five consecutive years to hold office from 1st April 2024 to 31st March 2029 and 1st October 2023 to 30th September 2028 respectively.

Accordingly, in compliance with the applicable provisions of the Act' and relevant rules and regulations framed thereunder and SEBI-LODR the Board at its meeting held on 25th May 2023, recommended for the approval of the Members in the AGM for the reappointment of Mr. Amit Kiran Deb with effect from 1st October 2023 for a 2nd term of five consecutive years and to hold office as Non-Executive Independent Director on attaining the age of 75 years till completion of his term of Directorship i.e. upto 30th September 2028 and the reappointment of Ms. Simeen Hossain with effect from 1st April 2024 for a 2nd term of five consecutive years and to hold office as Non-Executive Independent Director till 31st March 2029.

Company has received declaration from Ms. Simeen Hossain and Mr. Amit Kiran Deb that they meet the criteria of Independence prescribed under Section 149 and Schedule IV of the Act' read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI-LODR.

In the opinion of the Board, Ms. Simeen Hossain and Mr. Amit Kiran Deb fulfills the conditions specified in the Act', the Rules thereunder and the SEBI-LODR for reappointment as Independent Director and that they are independent of the management of the Company.

Additional information in respect of Ms. Simeen Hossain and Mr. Amit Kiran Deb pursuant to the SEBI-LODR and the

Secretarial Standard on General Meetings is appended in the notice of the AGM.

Ms. Simeen Hossain and Mr. Amit Kiran Deb are interested in the resolutions set out respectively at item no. 6 and 7 of the Notice of the AGM with regard to their respective appointments.

Save and except the above, none of the other Directors and Key Managerial Personnel of the Company, or their relatives is interested or concerned in these Special Resolutions.

The Board recommends the Special Resolutions set out in the Item Nos. 6 and 7 of the Notice of the AGM for approval by the members.

Item No. 8

Mr. Anjan Ghosh aged 74 years is a Non-Executive Director on the Board of the Company, liable to retire by rotation. In accordance with Regulation 17(1A) of SEBI-LODR no listed company shall appoint a person or continue directorship of any person as a Non-Executive Director who has attained the age of seventy-five years unless a special resolution has been passed by the members of the company to that effect.

Mr. Anjan Ghosh will attain the age of seventy-five years on 15th July 2024 and the continuation of his directorship beyond the date is subject to approval of the shareholders by means of special resolution. Hence the approval of the shareholders is sought for the continuation of directorship of Mr. Ghosh on the Board of the Company even after his attaining the age of seventy-five years. The brief profile of the Director is appended in the notice of the AGM.

The Board of the Company is of the opinion that Mr. Anjan Ghosh has been an integral part of the Board and has provided valuable insights to the Company and his continuation of his directorship will be in the interest of the Company notwithstanding his attaining of seventy-five years of age.

Mr. Anjan Ghosh is interested in the resolution set out at item no. 8 of the Notice of the AGM with regard to his appointment.

Save and except the above, none of the other Directors and Key Managerial Personnel of the Company, or their relatives is interested or concerned in the Special Resolution.

The Board recommends the Special Resolution set out in the Item No. 8 of the Notice of the AGM for approval by the Members.

Item no. 9

The Board on recommendations made by the Audit Committee of Directors has 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 2024. The Board has approved



B&A Limited

Rs. 75,000 (Seventy-Five Thousand Only) excluding applicable tax and re-imburement of expenses as Audit Fees payable to the Cost Auditors for the financial year ending 31st March 2024.

In terms of Section 148 of the Companies Act' 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors and 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 2024.

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. 9 of the Notice of the AGM for the approval by the Shareholders of the Company.

**By Order of the Board of Directors
B & A Limited**

D. Chowdhury

Company Secretary

Membership No : A15674

Place : Kolkata
Date : 25th May 2023

ANNEXURE TO THE NOTICE

A) Details in respect of Directors seeking reappointment at the Annual General Meeting of the Company to be held on 14th September 2023 are provided herewith:

(i) Profile of the Directors:

(a) Mrs. Anuradha Farley: Mrs. Anuradha Farley, born in Assam on 21st February 1954, took over from her late father as Chairman of the Board of Directors of B & A Limited on 30th August 2013. Mrs. Farley is a UK citizen and a Person of Indian Origin (PIO). She attended Woodstock School, Mussorie from 1964 to 1970 and trained as a professional artist and illustrator first at Sir J J School of Arts in Bombay, 1970 to 1973, then at State University of New York, Fashion Institute of Technology (F.I.T.) from 1978 to 1981. She graduated from F.I.T. Summa cum Laude and was runner up for valedictorian. Mrs. Farley is the mother of Mr. Robin Aidan Farley, Director of the Company. She holds 4800 equity shares in the Company.

(b) Mr. Robin Aidan Farley: Born in 1983, Mr. Robin Aidan Farley is the elder son of Mrs. Anuradha Farley, Chairman of the Board and grandson of the late Hemendra Prasad Barooah, founder and former Chairman of the Company. He joined the Board in 2018. Robin is a Partner at Odgers Berndtson, a leading global executive search firm headquartered in the UK with offices in over 30 countries. He recruits and assesses senior risk, compliance and regulatory professionals across financial services markets. Prior to joining Odgers Berndtson, Robin was a strategy consultant at Monitor Group in New York, where he worked on a number of engagements for Fortune 500 companies, governments and not-for-profit organisations. He began his career at JPMorgan Chase in their Corporate & Investment Bank. Robin has lived in a number of cities across the globe

including Tokyo, Hong Kong, New York, Paris and Kolkata. He graduated from the University of Bristol with a degree in French and Economics. Mr. Farley does not hold any shares in the Company.

(c) Mr. Amit Kiran Deb: Mr. Deb is a Post Graduate in Political Science and a retired IAS Officer. He has held various positions in Government of India and State Government of West Bengal including Chief Secretary. Mr. Deb is currently serving the board of several reputed companies like India Power Corporation, Skipper Ltd as an Independent Director. He joined our Directorate in 2020. Mr. Deb is a member of Nomination and Remuneration Committee of the Company. He is not related to any Director on the Board. Mr. Deb does not hold any shares in the Company.

(d) Ms. Simeen Hossain: Born in 1967, Ms. Hossain is a leading Bangladeshi business woman and is the Group CEO of Transcom Ltd and Director of its subsidiaries. She also holds the position of Managing Director & CEO of select subsidiaries. She serves as the Managing Director and CEO of Eskayef Pharmaceuticals Ltd. Eskayef has a presence across 47 countries. She is also the Managing Director and CEO of PepsiCo's first snacks franchise in the world, Transcom Consumer Products Ltd, and of Bangladesh's largest distribution company, Transcom Distribution Co. Ltd. In addition, she is an elected Member of the Executive Committee of the leading trade body of Bangladesh, the Metropolitan Chamber of Commerce and Industry, Dhaka. She is not related to any Director on the Board. Ms. Hossain does not hold any shares in the Company.

The concerned Directors have furnished requisite declarations for their reappointment.



(ii) Particulars of Directorship of the above-mentioned Directors in other listed Indian companies as on 31st March 2023 are tabled below:

Name of the Director	Number of meetings of Board attended during FY 2022-23	Remuneration received during FY 2022-23 (In Rs.)	Name of the other listed companies where the appointee is also a Director	Category of Directorship	Committee Membership	Chairmanship in Committees
Mrs. Anuradha Farley	4	1,60,000 (Fees for attending meetings of Board)	B & A Packaging India Limited	Non-Executive Director, Chairman of the Board	Nomination & Remuneration Committee	Nil
Mr. Robin Aidan Farley	5	2,00,000 (Fees for attending meetings of Board)	Nil	Not Applicable	Not Applicable	Not Applicable
Mr. Amit Kiran Deb	5	2,55,000 (Fees for attending meetings of Board and Committees)	(i) Emami Paper Mills Limited	Non-Executive Independent Director	(i) Audit Committee (ii) Nomination & Remuneration Committee	Nil
			(ii) Century Plyboards (I) Limited	Non-Executive Independent Director	Nil	Nil
			(iii) Skipper Ltd	Non-Executive Independent Director	(i) Audit Committee (ii) Stakeholder's Relationship Committee (iii) Corporate Social Responsibility Committee (iv) Nomination and Remuneration Committee	(i) Audit Committee (ii) Stakeholder's Relationship Committee (iii) Corporate Social Responsibility Committee
			(iv) India Power Corporation Ltd	Non-Executive Independent Director	(i) Audit Committee (ii) Corporate Social Responsibility Committee (iii) Risk Management Committee (iv) Nomination & Remuneration Committee (v) Stakeholder's Relationship Committee	(i) Audit Committee (ii) Corporate Social Responsibility Committee (iii) Stakeholder's Relationship Committee
			(v) Star Cement Limited	Non-Executive Independent Director	(i) Audit Committee (ii) Nomination & Remuneration Committee	(i) Audit Committee (ii) Nomination & Remuneration Committee
Ms. Simeen Hossain	1	40,000 (Fees for attending meetings of Board)	Nil	Not Applicable	Not Applicable	Not Applicable



B) Details in respect of Director seeking continuation of Directorship at the AGM are provided herewith :

(i) Profile of the Director:

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 joined the Directorate in 2012. 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 & Remuneration Committee, Stakeholders Relationship Committee and Share Transfer Committee of Directors of the Company.

(ii) Particulars of Directorship of the above-mentioned Director in other listed Indian companies as on 31st March 2023 are tabled below:

Name of the Director	Number of meetings of Board attended during FY 2022-23	Remuneration received during FY 2022-23 (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	5	3,73,000 (Fees for attending meetings of Board and Committees)	B & A Packaging India Limited	Non-Executive Independent Director	(i) Audit Committee (ii) Nomination & Remuneration Committee (iii) Stakeholder's Relationship Committee (iv) Share Transfer Committee	(i) Audit Committee (ii) Nomination & Remuneration Committee



B & A LIMITED

CIN: L01132AS1915PLC000200

Regd. Office: Indu Bhawan, Mahatma Gandhi Road, Jorhat – 785 001, Assam
Corp. Office: 113, Park Street, 9th Floor, Kolkata – 700 016
Phone: (033) 2265 7389, 2229 5098, Fax: (033) 2265 1388
Website: www.barooahs.com, E-mail: investorrelations@bandaltd.in

ATTENDANCE SLIP

ANNUAL GENERAL MEETING ON THURSDAY, 14TH SEPTEMBER 2023

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 Thursday, 14th September 2023.

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

Regd. Office: Indu Bhawan, Mahatma Gandhi Road, Jorhat – 785 001, Assam
Corp. Office: 113, Park Street, 9th Floor, Kolkata – 700 016
Phone: (033) 2265 7389, 2229 5098, Fax: (033) 2265 1388
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 THURSDAY, 14TH SEPTEMBER 2023

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 failing him/her
- Name :
Address :
E-mail ID :
Signature failing him/her

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 Thursday, 14th day of September 2023 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 2022-23.		
2.	Declaration of Dividend on Equity Shares.		
3.	Reappointment of Mrs. Anuradha Farley (DIN: 06699021) who retires by rotation.		
4.	Reappointment of Mr. Robin Aidan Farley (DIN: 08217522) who retires by rotation.		
5.	Fixation of remuneration of M/s Ghosal, Basu & Ray, Chartered Accountants (Registration No. 315080E) for the financial year ending 31st March 2024.		
6.	Reappointment of Ms. Simeen Hossain (DIN: 08893052) as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from 1st April 2024 till 31st March 2029 as a Special Resolution.		
7.	Reappointment of Mr. Amit Kiran Deb (DIN: 02107792) as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from 1st October 2023 till 30th September 2028 and continuation of Directorship notwithstanding his attaining 75 (Seventy-Five) of age as a Special Resolution.		
8.	Continuation of Directorship of Mr. Anjan Ghosh (DIN: 00655014) as a Non-Executive Director on his attaining the age of 75 (Seventy-Five) years on 15th July 2024 as a Special Resolution.		
9.	Ratification of remuneration payable to M/s Mou Banerjee & Co., Cost Auditors (Registration No. 000266) for the financial year 2023-24.		

Signed thisday of, 2023

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 Ltd. 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.