

B&A/KOL/DDC/136

Date: 11th June 2024

Dear Mr. Mukherjee,

Subject- Appointment as Independent Director in B & A Limited ('the Company')

Hope this letter will find you in the best of health and spirits. You are aware that the Board of Directors of the Company ('the Board') in its Meeting held on 25th May 2024 has elected you to hold office of Additional Director (in the capacity of Independent Director) with effect from 25th May 2024 to hold office upto 24th May 2029 on the Board of B & A Limited ('the Company') subject to the approval of the Shareholders in the general meeting.

In this connection, please find underneath terms and other conditions of your appointment as Independent Director in the Company. Also find enclosed a model code of conduct applicable for Independent Directors.

(A) Terms of Appointment

- (i) You have been appointed as 'Independent Director' in the Company for a period of 60 months with effect from 25th May 2024 to 24th May 2029.
- (ii) Your appointment as 'Independent Director' is on the basis of declaration of independency given by you to the Board and noted in the meeting held on 25th May 2024. Your good office is requested to forward to the Board similar declarations in the first meeting of the Board of Directors to be held in every financial year.

(B) Expectation of the Board as a Director and member in the Board of the Company.

- (i) The Board expects from you to bring independent judgement on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.
- (ii) To bring an objective view in the evaluation of the performance of the Board and management.

- (iii) To scrutinize the performance of the management in the meetings of the Board and Committees.
- (iv) To oversee the integrity of financial information in the financial statement of the company and that financial control and the systems of risk management are in place.
- (v) To safeguard the interest of all stakeholders, especially minority shareholders.
- (vi) To determine appropriate levels of remuneration of executive directors, key managerial persons and to have a prime role in appointing and wherever necessary recommend removal of key managerial persons.
- (vii) To advise the management in situations of conflict between the management and shareholder's interest.
- (viii) To complete the online self-proficiency test conducted by the Institute of Corporate Affairs of India, if not exempted therefrom.

(C) Fiduciary duties and accompanying liabilities

- (i) You should regularly refresh your knowledge and familiarity with the Company.
- (ii) Seek appropriate clarification where necessary or advise to take professional opinion whenever found necessary.
- (iii) Strive to attend all meetings of the Board, or any Committee of Directors.
- (iv) Participate actively in the discussion of the Board and Committees where you are a member.
- (v) Strive to attend the General Meetings of the Company.
- (vi) Strive to record your concerns in the minutes of the meeting of the Board or Committees which are not resolved by the Board or the Committees.
- (vii) Take care not to obstruct the functioning of an otherwise properly convened Board or Committee meeting.
- (viii) Ensure that adequate deliberations are held before approving any related party transactions and assure that these are in the interest of the company.
- (ix) Ensure that the vigil mechanism is in place and working properly, and report suspected fraud, unethical behavior, or any violation of code of conduct to the Board.

(x) Ensure confidentiality of information, including commercial secrets, unpublished price sensitive information etc., unless disclosure of the same is expressly approved by the Board or required by any law.

(xi) Your office will carry liabilities only in respect of such acts of omission or commission of the company which has occurred with your knowledge, attributable through Board Processes and with your consent or connivance or where you have not acted diligently.

(D) Code of Business Ethics

The following are the code of business ethics the Board recommends for its members:

- (i) Compliance with laws, rules and regulations including insider trading laws.
- (ii) Protecting confidential and other proprietary information of the company and that of our stakeholders.
- (iii) Dealing with conflicts of interest.
- (iv) Promoting full, fair, accurate, timely and understandable disclosure in the financial reports and other public communications.
- (v) Strive to provide adequate medical, educational and welfare facilities above basic requirement to all employees.
- (vi) Protecting the environment.
- (vii) Reporting any unlawful or unethical behavior.

(E) List of negative actions

- (i) You are requested not to deal with the shares in the company or in the holding company without an approved trading plan or preclearance of trade from the Company Secretary.
- (ii) Abstain from participating in the discussion of the Board where you are directly or indirectly interested.
- (iii) Abstain from forward dealing of the securities of the company.
- (iv) Abstain from disseminating any price sensitive information acquired by virtue of your office.

(F) Periodic Fees and reimbursement of expenses

With effect from 25th May 2024, you will be entitled to a fee of Rs. 40,000/- (Rupees Forty Thousand only) for attending each meeting of the Board of Directors including separate meeting of the 'Independent Directors'. Further, if you are appointed in any of the committees of the Board you will be entitled to receive the following fees for attending each meeting of the respective committees:

You will also be entitled for a reimbursement of incidental expenses of Rs. 2,000 (Two Thousand only) for attending meetings. The Company will arrange for your travelling and lodging for attending the meetings of the Board and committees or in the alternative reimburse such expenses.

We wish you utmost success in your endeavors.

Yours sincerely
on behalf of the Board

Sd/-

(Robin Farley)
Chairman

Enclosure – As above

Mr. Dipankar Mukherjee
Address: 17/1, Kaipukur Lane
Shibpur, Howrah- 711 102

Code of Conduct of Independent Directors

- ☐ An Independent Director shall uphold ethical standards of integrity and probity.
- ☐ He/She shall act objectively and constructively while exercising his duties.
- ☐ He/ She shall exercise his/her responsibilities in a bona fide manner in the interest of the company.
- ☐ He/She shall devote sufficient time and attention to his/her professional obligations for informed and balanced decision making.
- ☐ He/She shall not allow any extraneous considerations that will vitiate his/her exercise of objective independent judgement in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making.
- ☐ He/She shall not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantages for any associated person.
- ☐ He/She shall refrain from any action that would lead to loss of his/her independence.
- ☐ If in any circumstance, he/she loses his/her independence he shall immediately inform such event to the Board of Directors.
- ☐ He/She shall assist the company in implementing the best corporate governance practices in the company.