



B&A Limited



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) 2265 7389, 4004 7472, Fax : (033) 2265 1388

Email : investorrelations@bandaltd.in, Website: www.barooahs.com

Notice

Notice is hereby given that the Annual General Meeting of the Shareholders of B & A Ltd for the financial year ended 31st March 2017 will be held at Indu Bhawan, Mahatma Gandhi Road, Jorhat - 785001, Assam on Friday, 15th September 2017 at 9.30 am to transact the following business:

Ordinary Business:

1. To consider and adopt the Audited Financial Statements of the company for the financial year ended 31st March 2017 together with the reports of the Directors and Auditors thereon.
2. To declare dividend on the equity shares of the company.
3. To appoint a Director in place of Mr. Bhramar Kumar Mahanta, Director (DIN 02705485) who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify appointment of M/s Ghosal, Basu & Ray, Chartered Accountants, (Registration No: 315080E), Kolkata, from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration for the financial year ending 31st March 2018.

Special Business:

To pass, with or without modification, the following Resolution as on Ordinary Resolution:

5. **“RESOLVED THAT** pursuant to section 148(3) and other applicable provisions, if any, of the Companies Act’ 2013 and Rules framed thereunder, the remuneration payable to M/s Mou Banerjee & Co., Cost Accountants, (Registration No: 00266) appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the company for the financial year ending 31st March, 2018 amounting to Rs. 55,000 (Fifty Five Thousand only), applicable service tax and re-imbursement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed.”

By order of the Board

Place : Kolkata
Date : 27th May 2017

D. Chowdhury
Company Secretary



B&A Limited

ANNEXURE TO THE NOTICE

Explanatory Statement

Item No. 5

The Board of Directors of the company, on the recommendation made by the Audit Committee of Directors, approved the remuneration of M/s. Mou Banerjee & Company, Cost Accountants, to conduct the audit of the cost records of the company for the financial year ending 31st March, 2018. In terms of the provisions of section 148 (3) of the Companies Act' 2013 read with Rule 14 (a) (ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the members of the company. Accordingly, consent of the members is sought to ratify the remuneration payable to Cost Auditors.

None of the Directors and Key Managerial Personnel or their relatives are concerned or interested in this resolution.

The Directors recommended this resolution set out in item no. 5 for your approval.

By order of the Board

Place : Kolkata
Date : 27th May 2017

D. Chowdhury
Company Secretary

Notes:

1. A member entitled to attend and vote is also entitled to 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 should, however, be deposited at the registered office of the company not less than forty eight hours before the commencement of the meeting. A blank proxy form is enclosed with the notice.

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.
 2. A statement pursuant to section 102(1) of the Companies Act' 2013 (hereinafter the Act') relating to the Special Business to be transacted at the meeting is annexed hereto. Relevant documents referred to in the accompanying notice and the statements are open for inspection by the members at the registered office of the company on all working days during business hours up to the date of the meeting.
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3. The company has set Friday, 8th September 2017 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 ensuing annual general meeting as above, both in remote e-voting and physical mode.
4. 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, 9th September 2017 to Friday, 15th September 2017 (both days inclusive).
5. The dividend, as recommended by the Board, if declared at the Annual General Meeting (AGM), will be paid, subject to the provisions of Section 126 of the Act, to those members or their mandates whose names stand registered :
 - a. as Beneficial Owners of the Company as at the end of business hours on Friday, 8th September 2017 as per prelist to be furnished by NSDL and CDSL with respect to shares held in Electronic Form.
 - b. as Members in the Register of Members of the company after giving effect to valid share transfers in physical form lodged with the company or the Registrar and Share Transfer Agents, (RTA) MCS Share Transfer Agent Ltd, 12/1/5, Manoharpukur Road, Ground Floor, Kolkata - 700026 on or before Friday, 8th September, 2017.
6. Shareholders holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the company for payment of dividend. The dividend will be distributed vide ECS or direct credit to the shareholder's bank account. The company or its RTA cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants (DP) of the members.
7. Shareholders are requested to notify immediately any change in their address to their DP in respect of their Electronic Share Accounts and to the RTA in respect of their physical shares, as the case may be. To support 'Green Initiative' shareholders holding share in physical mode are requested to register their email id with the company/ RTA.
8. Shareholders who have not so far encashed their dividend warrants for the Financial Year ended 31st March 2010, 2011, 2012, 2013, 2014, 2015 and 2016 may immediately approach the RTA, MCS Share Transfer Agent Ltd, 12/1/5, Manoharpukur Road, Ground Floor, Kolkata - 700 026 for revalidation of unclaimed Dividend Warrants.

Shareholders are requested to note that unclaimed and unpaid dividends pertaining to the Financial Year ended 31st March 2010 are due for transfer to Investor Education and Protection Fund (IEPF) on 5th September 2017.

Shareholders are requested to note that in terms of section 124(6) of the Act' read with IEPF (Accounting, Auditing, Transfer and Refund) Rules 2016 as amended, the company will transfer those equity shares for which dividends have remained unpaid/ unclaimed for a continuous period of seven years to the demat account notified by the IEPF. Particulars of such shares are available in the website of the company at <https://www.barooahs.com>.



9. Shareholders who are interested in making nomination in respect of their shareholding are requested to submit the necessary form to the respective DP/RTA of the company.
10. Electronic copy of the Notice of the AGM along with proxy form, attendance slip and Annual Report of the company for the financial year ended 31st March 2017 are being sent to all the shareholders whose name appears in the prelist furnished by NSDL and CDSL as Beneficial Owner of the company on Friday, 11th August 2017 and whose email ids are registered with the company/DP for communication purposes unless any such shareholder has requested for a hard copy of the same. For those shareholders whose name stand registered in the Register of Members of the company on Friday, 11th August 2017 and who have not registered their email address, physical copies of the Notice of this AGM and Annual Report are being sent in the permitted mode.
11. The Securities and Exchange Board of India has mandated for the submission of Permanent Account Number (PAN) by every participant in the securities market. Shareholders holding shares in electronic form are therefore requested to submit their PAN to their DP. Shareholders holding shares in physical form can submit their PAN to the company/ RTA.
12. 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 Central Depository Services (India) Ltd (CDSL) on the resolutions set forth in this notice.

SHAREHOLDERS' INSTRUCTIONS FOR REMOTE E-VOTING

The instructions for shareholders to vote electronically are as under:

- (i) The voting period begins on Tuesday, 12th September 2017 at 10 am. and ends on Thursday, 14th September 2017 at 5 pm. 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, 8th September 2017 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) 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) The shareholders should log on to the e-voting website: www.evotingindia.com.
- (iv) Click on Shareholders' Tab.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digit Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.



(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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"> Members who have not updated their PAN with the company/depository participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
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 as mentioned in instruction (v) as above.

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the company selection screen. However, members 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 remote 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant B and A Ltd on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.



- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the voting page.
- (xviii) 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 and enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile application m-voting available for android based mobiles. The m-voting app can be downloaded from Google Play. Apple and Windows phone users can download the application from the App store and Windows phone store respectively. Please follow the instructions as prompted by the mobile application while voting on your mobile.
- (xx) **Note for Non - individual Shareholders and Custodians**
- Non individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- (xxi) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

Other instructions on remote e-voting

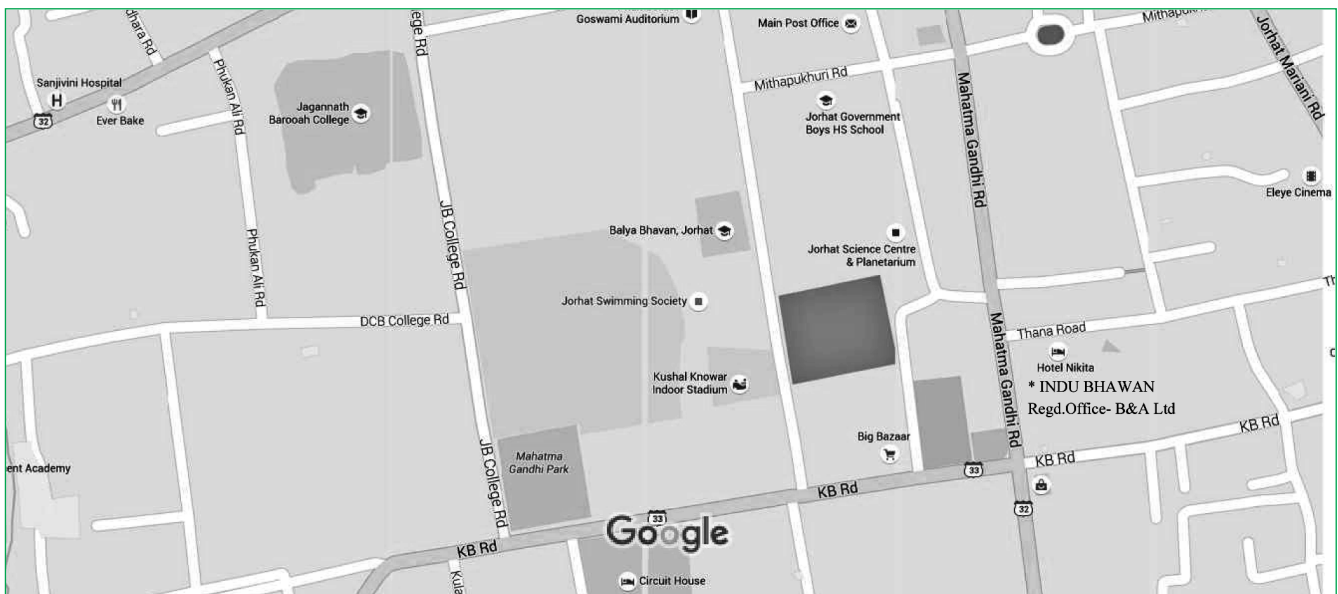
- (i) The remote e-voting period commence on Tuesday, 12th September 2017 at 10 a.m. and ends on Thursday, 14th September 2017 at 5 pm. During this period, shareholders holding shares either in physical form or in dematerialised mode as on Friday, 8th September 2017 may cast their vote electronically. The remote e-voting module will be disabled by CDSL for voting hereafter. Once the vote on resolution is casted by the shareholder, he shall not be allowed to change it subsequently.
- (ii) The voting rights of the shareholder will be in proportion of their shares as on Friday , 8th September 2017 to the paid up equity share capital of the company. However, any person who acquire share(s) and become a member after dispatch of notice and held shares as on cut-off date may obtain the sequence number of remote e-voting by sending a request to the RTA at mcssta@rediffmail.com
- (iii) Provision of electronic voting will not be extended during the AGM, however those members who have not casted their vote through remote e-voting will be allowed to vote on poll. Those members who have



exercise their voting through remote e-voting prior to the meeting may participate in the AGM but will not be entitled to vote on poll during the meeting.

- (iv) Mr. Ashok Kr. Daga, Practicing Company Secretary, (Membership no. FCS 2699) has been appointed as the 'Scrutinizer' to scrutinize the e-voting process in a fair and transparent manner.
 - (v) The Scrutinizer will make his report of the votes casted in favour or against, if any, to the Chairman of the AGM or a person authorised by him on Saturday, 16th September 2017 and he shall declare the results of the voting forthwith.
 - (vi) The results declared along-with the Scrutinizer's Report shall be placed on the company's website www.barooahs.com and will be available in the website of CDSL and will be communicated to Bombay Stock Exchange where the shares of the company is listed.
13. In the ensuing AGM, Mr. Bhramar Kumar Mahanta, Director retires by rotation and being eligible offers himself for reappointment. Mr. Bhramar Kumar Mahanta born in 7th June 1949 has long experience in tea broking business. Currently, he is the Managing Director of Assam Tea Brokers Pvt. Ltd and Non-executive Director in Hacienda Properties Pvt. Ltd. He holds 250 equity shares in the company.

Route Map of the Venue of Annual General Meeting





B&A Limited _____



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ANNUAL GENERAL MEETING FRIDAY, 15TH SEPTEMBER, 2017

ATTENDANCE SLIP

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

I/We hereby record my/our presence at the Annual General Meeting of the Company at Indu Bhawan, Mahatma Gandhi Road, Jorhat - 785 001, Assam on Friday, 15th September, 2017

Member's Folio/DP ID & Client ID No.

Member's / Proxy's name in Block Letters

Member's / Proxy's Signature

Note: Please cut here and 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 as per point no. 12 (VIII) 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 -----



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[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 FRIDAY, 15TH SEPTEMBER, 2017

PROXY FORM

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

1. Name :

Address :

E-mail ID :

Signature : or failing him;

2. Name :

Address :

E-mail ID :

Signature : or failing him;

3. 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 15th September, 2017 at 9.30 a.m. at the Registered Office of the Company at Indu Bhawan, Mahatma Gandhi Road, Jorhat - 785 001, Assam and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions Proposed	Optional*	
		For	Against
1	Adoption of Audited Financial Statements, Reports of the Directors and Auditors for the financial year 2016-17.		
2	Declaration of Dividend on the Equity Shares.		
3	Re-appointment of Mr. Bhramar Kumar Mahanta, Director (DIN 02705485) who retires by rotation.		
4	Ratification of appointment of Auditors M/s Ghosal, Basu & Roy, Chartered Accountants, (Registration No. 315080E) and fixing their remuneration.		
5	Ratification of remuneration payable to M/s Mou Banerjee & Co. Cost Auditors (Registration No : 00266) for the financial year 2017-18.		

Signed this day of 2017.

Registered Folio/DP ID/Client ID..... Signature of shareholder :

Signature of Proxy holder(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, 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 resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.