



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 Extra-Ordinary General Meeting of the Members of B & A Ltd will be held at the Corporate Office of the Company at 113, Park Street, 9th Floor, Kolkata-700016 on Friday, 29th March 2019 at 9.30 am to transact the following businesses:

Special Business:

To consider and if thought fit, to pass, with or without modification, the following Resolution as a Special Resolution:

1. **“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], Mr. Basant Kumar Goswami (DIN 00003782) who was appointed as an Independent Director and who holds office of Independent Director upto 31st March, 2019 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 re-appointed 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 2019 till 31st March 2024 on the Board of the Company.”

“RESOLVED FURTHER THAT Mr. Basant Kumar Goswami (DIN 00003782) will continue as Independent Director on the Board of the Company on his attaining the age of 75 (Seventy five) years for the remaining period of his term of Directorship till the completion of his term of Directorship i.e. upto 31st March 2024.”

2. To consider and if thought fit, to pass, with or without modification, 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 [including any statutory modification (s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Latifur Rahman (DIN 05121886) who was appointed as an Independent Director and who holds office of Independent Director upto 31st March, 2019 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 re-appointed 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 2019 till 31st March 2024 on the Board of the Company.”

“RESOLVED FURTHER THAT Mr. Latifur Rahman (DIN 05121886) will continue as Independent Director on the Board of the Company on his attaining the age of 75 (Seventy five) years for the remaining period of his term of Directorship till the completion of his term of Directorship i.e. upto 31st March 2024.”

3. To consider and if thought fit, to pass, with or without modification, 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)



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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], Mr. Prabir Kumar Datta (DIN 06608028) who was appointed as an Independent Director and who holds office of Independent Director upto 31st March, 2020 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 re-appointed 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 2020 till 31st March 2025 on the Board of the Company.”

“**RESOLVED FURTHER THAT** Mr. Prabir Kumar Datta (DIN 06608028) will continue as Independent Director on the Board of the Company on his attaining the age of 75 (Seventy five) years for the remaining period of his term of Directorship till the completion of his term of Directorship i.e. upto 31st March 2025.”

By order of the Board

Place : Kolkata
Date : 13th November 2018

D. Chowdhury
Company Secretary

NOTES:

1. A member entitled to attend and vote at the Extra-Ordinary General Meeting (EGM) 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 either at the office of the Registrar and Share Transfer Agent, M/s MCS SHARE TRANSFER AGENT LIMITED (RTA) or at the Company’s Registered Office not less than forty eight hours before the commencement of the meeting. **Members are requested to note that office of the RTA has been shifted from 12/1/5, Manohar Pukar Road, Kolkata - 700026 to 383, Lake Gardens, 1stFloor, Kolkata-700045 Phone: 033 4072-4051, 52, 53 Fax- 033 4072-4050 email- mcssta@rediffmail.com**
2. 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. A blank proxy form is enclosed with this Notice.
3. Corporate Members intending to send their authorized representative 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 EGM.
4. Explanatory Statement pursuant to section 102 of the Companies Act’ 2013 (hereinafter the Act’) relating to the Special Business to be transacted at the meeting is annexed hereto.

The terms and conditions of reappointment of Independent Directors 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 and also available at the website of the Company at www.barooahs.com.

5. The Company has set Friday, 22nd March 2019 as ‘Record Date’ for taking record of the shareholders of the Company who will be eligible for casting their vote on the resolution to be passed in the ensuing Extra-Ordinary General Meeting, in both remote e-voting and physical mode.
6. Electronic copy of the Notice of the EGM along with annexure, proxy form and attendance slip are being sent to the shareholders whose name appears in the prelist furnished by NSDL and CDSL as Beneficial Owner as on Friday, 22nd February 2019 (record date for this purpose) 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 as on Friday, 22nd February 2019 and who have not registered their email address, physical copies of the Notice of this EGM is being sent in the permitted mode. The Notice of the EGM is also available at the website of the Company.



7. 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 Central Depository Services (India) Ltd (CDSL) on the resolutions set forth in this Notice.
8. Mr. Tarun Chatterjee, Advocate (Enrol. No. WB 2068), failing him, Ms. Binita Pandey, Company Secretary in Practice (PCS No. 19730) have been appointed as the 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 2 (two) 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 EGM.

9. SHAREHOLDER'S INSTRUCTIONS FOR REMOTE E-VOTING

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, 26th March 2019 at 10 a.m. and ends on Thursday, 28th March 2019 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, 22nd March 2019 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 Digits 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	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">● 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)	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">● 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).



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- (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 BandA 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 app from the App store and Windows phone store respectively. Please follow the instructions as prompted by the mobile app 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, 26th March 2019 at 10 a.m. and ends on Thursday, 28th March 2019 at 5 pm. During this period, shareholders holding shares either in physical form or in dematerialised mode as on Friday, 22nd March 2019 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, 22nd March 2019 to the paid up equity share capital of the Company. However, any person who acquires 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 Company’s RTA at mcssta@rediffmail.com.
- (iii) Provision of electronic voting will not be extended during the EGM, however those members who have not casted their vote through remote e-voting will be allowed to vote on poll. Those members who have exercised their voting through remote e-voting prior to the meeting may participate in the EGM but will not be entitled to vote on poll during the meeting.
- (iv) Mr. Tarun Chatterjee, Advocate, failing him, Ms. Binita Pandey, Practicing Company Secretary has been appointed as the ‘Scrutinizer’ to scrutinize the e-voting process in a fair and transparent manner.
- (v) The Scrutinizer will make his/her report of the votes casted in favour or against, if any, to the Chairman or a person authorised by him on Saturday, 30th March 2019 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.

10. Information on the proposed appointee Director pursuant to Reg. 36 of SEBI (LODR) are given below:

Mr. Basant Kumar Goswami: Mr. Goswami born in 29th January 1935 is a retired IAS officer and held very senior positions during his career viz. Chief Secretary, Govt. of Jammu and Kashmir, Secretary, Tourism, Government of India etc. He has remained director in the Board of several companies like, Jaiprakash Associates Ltd, Jaypee Infratech Ltd and Jaypee Development Corporation Ltd and serves the Board of Simbhaoli Sugars Ltd, Conservation Corporation of India Pvt. Ltd, New Kelinworth Pvt. Ltd.etc. He was also past Chairman of Tea Board of India. Mr. Goswami is a member of the Audit Committee and Nomination and Remuneration Committee of Directors of the Company. He doesn’t hold any shares in the company.

Mr. Latifur Rahman: Mr. Rahman born in 28th August 1945 is one of the most prominent businessman of Bangladesh. He is the founder Chairman of the Transcom Group, one of the largest corporate groups in Bangladesh. He served the Board of several joint ventures of internationally acclaimed multinationals like Nestle Bangladesh, Holcim Bangladesh and Linde Bangladesh. He is the Chairman of National Housing Finance and Investment Ltd, Bangladesh and a member of the Governing Board of Bangladesh Rural Advancement Committee (BRAC). He is also a recipient of the prestigious ‘Oslo Business for Peace Award’ in 2012. Mr. Rahman serves the Audit Committee of the Company as a member. He doesn’t hold any shares in the company.

Mr. Prabir Kumar Datta: Mr. Datta born in 1st August 1943 is post graduate in Economics and holds diploma in Labour Laws. Mr. Datta is a retired IAS officer and has served in different capacities including Chief Secretary to the Government of Assam. Mr. Datta is the Chairman of the Corporate Social Responsibility Committee of Directors of the Company. He doesn’t hold any shares in the company.

Particulars of Directorship of the above-mentioned Directors in other listed Indian Companies are tabled below.

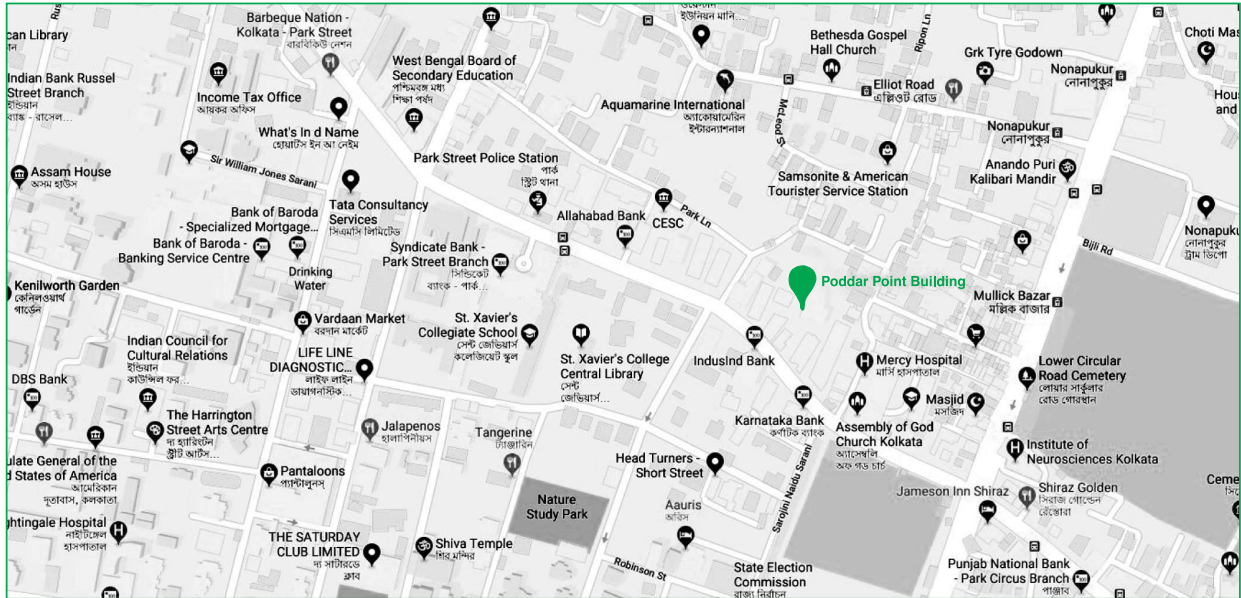
Name of the Director	Name of the Company	Position	Committee Membership	Chairmanship
Mr. Basant Kumar Goswami	Jaiprakash Associates Ltd	Independent Director*	Nil	Nil
	Simbhaoli Sugars Ltd.	Independent Director	Audit Committee	Audit Committee
Mr. Latifur Rahman	NIL	NA	NA	NA
Mr. Prabir Kumar Datta	NIL	NA	NA	NA

*resigned with effect from 22nd November 2018



11. The route map to the venue of the meeting is attached herewith for convenience of the Members.

Route Map



EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013

Item Nos. 1, 2, and 3

The Members of the Company in the respective General Meetings had approved the appointments of the following Independent Directors for an initial term of consecutive five years.

Name of the Director	Date of Annual General Meeting	Date up to which the Directors will hold office
Mr. Basant Kumar Goswami	27th September 2014	31st March 2019
Mr. Latifur Rahman	27th September 2014	31st March 2019
Mr. Prabir Kumar Datta	15th September 2015	31st March 2020

In terms of section 149 of the Companies Act' 2013 (hereinafter the Act') read with Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter the SEBI (LODR), an independent director shall hold office for an initial term of five consecutive years but shall be eligible for re-appointment on passing a Special Resolution by the Members of the Company. Accordingly on passing Special Resolutions by the Members of the Company the above mentioned Directors would stand eligible for reappointment as Independent Directors in the Board of Directors of the Company(hereinafter the Board) for a 2nd term of five consecutive years on expiry of their existing tenure of Directorship as mentioned in the table above. Further, in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, 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 with effect from 1st April 2019. While, Mr. Basant Kumar Goswami and Mr. Prabir Kumar Datta have already attained the age of seventy five years on 28th January 2010 and 1st August 2018 respectively, Mr. Latifur Rahman will be attaining the age of seventy five years on 28th August 2020 as Non-Executive Director on the Board if re-appointed by the Members for a 2nd term of five consecutive years.

The Company has received notices in writing from Members of the Company under Section 160 of the Act, proposing candidatures of Mr. Basant Kumar Goswami, Mr. Latifur Rahman and Mr. Prabir Kumar Datta for the office of Director of the Company.

Mr. B.K. Goswami, a retired I.A.S. officer, held very senior positions in the Government of India prior to joining the Directorate of the Company. He remained Chairman of the Tea Board of India and was deputed to Australia for tea promotion in South Asia Pacific Region. He also remained Secretary, Tourism, Government of India. As a member of the Board, Mr. Goswami has been effectively advising the management in issues of strategy, performance, risk management and deployment of resources in the tea gardens of the Company. The group had received expert guidance from Mr. Goswami in its tourism ventures. Mr. Goswami has been profound adherent of good corporate governance and has been practicing as such across the Board and Committees of several reputed listed companies where he is a Director. As a member of the Audit Committee and Nomination and Remuneration Committee of Directors he had effectively advised the management in issues of providing accurate operational and financial information, ensuring compliance with statutory provisions and corporate policies, review of management performance and key appointments. As a highly involved company director he has been providing appropriate clarifications or amplification of information on certain issues which are vital and delicate to the Company.

Mr. Latifur Rahman is the Chairman and CEO of the Transcom Group which is one of the leading and fastest growing business houses in Bangladesh having diversified business interest in print media, electronics, electrical appliances, tea, pharmaceuticals, retail, chain restaurants and insurance with annual turnover of around US\$680 million and employing more than 14,000 people. Mr. Rahman has been the driving force for transformation of the Transcom's family business into a huge conglomerate which claims the history of continuous business pursuits deploying cutting edge technology. Mr. Rahman is a member of the executive board of International Chamber of Commerce; Paris. He is an Honouree of 'Oslo Business for Peace Award 2012' and has been honoured with "SAARC Outstanding Leader" award for setting a rare example of doing business by upholding moral and ethical values while also fulfilling Transcom's social responsibilities. It is presumptive that guidance of Mr. Rahman in any structured business decision would be inestimable. As a member of the Board and Audit Committee of the Company, Mr. Rahman had effectively participated at 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.

Mr. Prabir Kumar Datta, a retired I.A.S. officer held very senior positions including Chief Secretary to the Government of Assam prior to joining the Company's directorate. As a member of the Board of the Company, Mr. Datta had effectively participated at deliberations in issues of strategy, performance, risk management, standards of conduct, deployment of resources and key appointments in the company. As an Independent Director alongwith his professional colleagues he has been a keen contributory in bringing good governance in the Board and Committee practices. Under his Chairmanship, Corporate Social Responsibility Committee successfully implemented several key CSR projects during the last three financial years in Assam and has disbursed around Rs. 60 lacs in social causes. As a highly involved company director he has been providing appropriate clarifications or amplification of information on certain issues which are vital and delicate to the Company.

In terms of what has been stated in para 4, 5 and 6 above, the Nomination and Remuneration Committee of Directors (hereinafter the Committee) and the Board are of the view that continued association Mr. Basant Kumar Goswami, Mr. Latifur Rahman and Mr. Prabir Kumar Datta, 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 and hold their office as non-executive Independent Directors on their attaining the age of 75 years till completion of their term of Directorship.

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 13th November 2018, on the recommendation made by the Committee in this regard, recommended for the approval of the Members, the re-appointment of the following Independent Directors for a 2nd



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term of five consecutive years and to hold office as non-executive Independent Directors on their attaining the age of 75 years till completion of their term of Directorship upto the following dates.

Name of the Director	Effective Date of Reappointment	Date up to which the reappointed Director will hold office
Mr. Basant Kumar Goswami	1st April 2019	31st March 2024
Mr. Latifur Rahman	1st April 2019	31st March 2024
Mr. Prabir Kumar Datta	1st April 2020	31st March 2025

Company has received declarations from Mr. Basant Kumar Goswami, Mr. Latifur Rahman, and Mr. Prabir Kumar Datta 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, the aforesaid Directors fulfill the conditions specified in the Act, the Rules framed thereunder and the SEBI (LODR) for re-appointment as Independent Director on the Board and that they are independent of the management of the Company.

Additional information pursuant to the SEBI (LODR) and the Secretarial Standard on General Meetings in respect of Mr. Basant Kumar Goswami, Mr. Latifur Rahman and Mr. Prabir Kumar Datta, is appended in the notice of this meeting.

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, other than Mr. Goswami, Mr. Rahman and Mr. Datta, is interested or concerned in these Special Resolutions.

The Board recommends these Special Resolutions in item nos. 1, 2 and 3 for the approval of the members.

By order of the Board

Place : Kolkata
Date : 13th November 2018

D. Chowdhury
Company Secretary



B & A LIMITED

ATTENDANCE SLIP

CIN : L01132AS1915PLC000200

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

Corporate Office: 113, Park Street, 9th Floor, Kolkata - 700 016

Tel: (033) 2265 7389, 4004 7472, Fax: (033) 2265 1388, Email: investorrelations@bandaltd.in, Website: www.barooahs.com

EXTRA-ORDINARY GENERAL MEETING ON FRIDAY, 29TH MARCH 2019

Name and address of the shareholder(s)

Registered Folio No./DP ID & Client ID

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company at 113, Park Street, 9th Floor, Kolkata-700016 on Friday, 29th March, 2019.

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

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. 9(VIII) of e-voting instructions in EGM notice

Note : Please refer to the EGM Notice for E-Voting instructions.



B & A LIMITED

PROXY FORM

CIN : L01132AS1915PLC000200

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

Corporate Office: 113, Park Street, 9th Floor, Kolkata - 700 016

Tel: (033) 2265 7389, 4004 7472, Fax: (033) 2265 1388, Email: investorrelations@bandaltd.in, Website: www.barooahs.com

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

EXTRA-ORDINARY GENERAL MEETING ON FRIDAY, 29TH MARCH 2019

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

- (1) Name : Signature
- Address :
- Email ID : or failing him/ her
- (2) Name : Signature
- Address :
- Email ID : or failing him/ her
- (3) Name : Signature
- Address :
- Email ID :

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Friday, the 29th day of March 2019 at the Corporate Office of the Company at 113, Park Street, 9th Floor, Kolkata-700016 and at any adjournment thereof, in respect of such resolutions as are indicated below:

Sl. No.	Resolutions Proposed	Optional	
		For	Against
1.	Reappointment of Mr. Basant Kumar Goswami (DIN: 00003782) as Independent Director for a 2nd term of Five consecutive years and holding office till end of the term on his attaining age of 75 years as Special Resolution.		
2.	Reappointment of Mr. Latifur Rahman (DIN: 05121886) as Independent Director for a 2nd term of Five consecutive years and holding office till end of the term on his attaining age of 75 years as Special Resolution.		
3.	Reappointment of Mr. Prabir Kumar Datta (DIN: 06608028) as Independent Director for a 2nd term of Five consecutive years and holding office till end of the term on his attaining age of 75 years as Special Resolution.		

Signed this day of 2019

Registered Folio No./DP ID & Client ID Signature of shareholder

Signature of proxy holder(s).....

Affix
Revenue
Stamp of
Re. 1/-

Notes : 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, 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