

Corporate Governance: Quarter ended: June 2020

Annexure 1  
Composition of Board of Directors

| Title (Mr / Ms) | Name of the Director  | Category 1 of directors                  | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
|-----------------|-----------------------|--|-----------------------------|------------------------|-------------------|--------------------------------|--|---|--|
| Mrs             | ANURADHA FARLEY       | Non-Executive - Non Independent Director | 30-08-2013                  | 27-09-2018             |                   |                                | 2  | 0   | 0  |
| Mr              | LATIFUR RAHMAN        | Non-Executive - Independent Director     | 21-11-2011                  | 01-04-2019             |                   | 60                             | 1  | 1   | 0  |
| Mr              | BASANT KUMAR GOSWAMI  | Non-Executive - Independent Director     | 28-06-2007                  | 01-04-2019             |                   | 60                             | 2  | 2   | 1  |
| Mr              | AMIT CHOWDHURI        | Non-Executive - Independent Director     | 03-04-2010                  | 01-04-2020             |                   | 54                             | 2  | 4   | 2  |
| Mr              | ANJAN GHOSH           | Non-Executive - Non Independent Director | 25-02-2012                  | 01-04-2020             |                   |                                | 2  | 4   | 1  |
| Mr              | RAJKAMAL BHUYAN       | Non-Executive - Non Independent Director | 27-09-2010                  | 01-04-2020             |                   |                                | 2  | 1   | 1  |
| Mr              | AMIT KIRAN DEB        | Non-Executive - Independent Director     | 01-04-2020                  |                        |                   | 42                             | 6  | 4   | 1  |
| Mrs             | MOU MUKHERJEE         | Non-Executive - Independent Director     | 01-04-2020                  |                        |                   | 60                             | 2  | 2   | 1  |
| Mr              | HIMANGSHU SEKHAR DAS  | Non-Executive - Independent Director     | 01-04-2020                  |                        |                   | 60                             | 1  | 0   | 0  |
| Mr              | ROBIN AIDAN FARLEY    | Non-Executive - Non Independent Director | 13-11-2018                  | 14-09-2019             |                   |                                | 1  | 0   | 0  |
| Mr              | BHRAMAR KUMAR MAHANTA | Non-Executive - Non Independent Director | 07-11-2014                  | 15-09-2017             |                   |                                | 1  | 0   | 0  |
| Mr              | SOMNATH CHATTERJEE    | Executive Director                       | 28-06-2007                  | 01-08-2018             |                   |                                | 2  | 3   | 0  |

## Corporate Governance

B & A Ltd.

Scrip Code :508136

Quarter Ending : June 2020

### Annexure 1

#### Composition Of Committee

| <b>Audit Committee</b>           |  |                            |                          |
|----------------------------------|--|----------------------------|--------------------------|
| <b>Name of Committee members</b> | <b>Category</b>                                  | <b>Date Of Appointment</b> | <b>Date of Cessation</b> |
| BASANT KUMAR GOSWAMI             | Non-Executive - Independent Director,Chairperson | 29-10-2009                 | -                        |
| LATIFUR RAHMAN                   | Non-Executive - Independent Director,Member      | 29-05-2013                 | -                        |
| AMIT CHOWDHURI                   | Non-Executive - Independent Director,Member      | 15-06-2020                 | -                        |
| ANJAN GHOSH                      | Non-Executive - Non Independent Director,Member  | 29-05-2013                 | -                        |
| MOU MUKHERJEE                    | Non-Executive - Independent Director,Member      | 15-06-2020                 | -                        |

  

| <b>Nomination and remuneration committee</b> |  |                            |                          |
|--|--|----------------------------|--------------------------|
| <b>Name of Committee members</b>             | <b>Category</b>                                  | <b>Date Of Appointment</b> | <b>Date of Cessation</b> |
| AMIT CHOWDHURI                               | Non-Executive - Independent Director,Chairperson | 28-05-2011                 | -                        |
| BASANT KUMAR GOSWAMI                         | Non-Executive - Independent Director,Member      | 28-05-2011                 | -                        |
| RAJKAMAL BHUYAN                              | Non-Executive - Non Independent Director,Member  | 15-06-2020                 | -                        |

**Stakeholders Relationship Committee**

| <b>Name of Committee members</b> | <b>Category</b>                                     | <b>Date Of Appointment</b> | <b>Date of Cessation</b> |
|----------------------------------|---|----------------------------|--------------------------|
| AMIT CHOWDHURI                   | Non-Executive - Independent<br>Director,Chairperson | 28-05-2011                 | -                        |
| ANJAN GHOSH                      | Non-Executive - Non Independent<br>Director,Member  | 13-08-2016                 | -                        |
| SOMNATH<br>CHATTERJEE            | Executive Director,Member                           | 31-07-2007                 | -                        |

**Corporate Social Responsibility Committee**

| <b>Name of Committee members</b> | <b>Category</b>   | <b>Date Of Appointment</b> | <b>Date of Cessation</b> |
|----------------------------------|---|----------------------------|--------------------------|
| ANJAN GHOSH                      | Non-Executive - Non Independent<br>Director,Chairperson | 24-05-2014                 | -                        |
| AMIT CHOWDHURI                   | Non-Executive - Independent<br>Director,Member          | 29-08-2017                 | -                        |
| SOMNATH<br>CHATTERJEE            | Executive Director,Member                               | 24-05-2014                 | -                        |

## Corporate Governance

B & A Ltd.

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### Annexure 1

Meeting Of Board Of Directors

| Date(s) of meeting (if any)<br>in the previous quarter | Date(s) of meeting<br>any) in the relevant<br>quarter | (if Maximum gap between any two<br>consecutive meeting (in number<br>of days) |
|--|---|---|
| 14 Feb 2020  | -   | 0   |
| 27 Feb 2020  | -   | 12  |
| 22 Mar 2020  | -   | 23  |
| -  | 15 Jun 2020   | 84  |
| -  | 27 Jun 2020   | 11  |

## Corporate Governance

B & A Ltd.

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### Annexure 1

#### Meeting Of Committees

| Name of Committee                         | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days) |
|---|---|---|---|--|
| Audit Committee                           | -   | Yes,  | 14 Feb 2020   | 0  |
| Audit Committee                           | 27 Jun 2020   | Yes,  | -   | 133  |
| Nomination and remuneration committee     | -   | Yes,  | 14 Feb 2020   | 0  |
| Nomination and remuneration committee     | 27 Jun 2020   | Yes,  | -   | 133  |
| Corporate Social Responsibility Committee | -   | Yes,  | 14 Feb 2020   | 0  |
| Corporate Social Responsibility Committee | 27 Jun 2020   | Yes,  | -   | 133  |
| Stakeholders Relationship Committee       | -   | Yes,  | 13 Feb 2020   | 0  |

## Corporate Governance

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### Annexure 1

#### Related Party Transactions

| Subject  | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance |
|--|-------------------------------|---|
| Whether prior approval of audit committee obtained   | Yes                           | -   |
| Whether shareholder approval obtained for material RPT   | NA                            | -   |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee | Yes                           | -   |

## Corporate Governance

B & A Ltd.

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### Annexure 1

#### Affirmations

| Subject   | Compliance status (Yes/No) |
|---|----------------------------|
| The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015   | Yes                        |
| The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015  | Yes                        |
| The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015                                    | Yes                        |
| The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015                                      | Yes                        |
| The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015  | NA                         |
| The committee members have been made aware of their powers, role and responsibilities as specified in of SEBI (Listing obligations and disclosure requirements) Regulations, 2015       | Yes                        |
| The meetings of the board of directors and the above committees have been conducted in the manner as specified SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Yes                        |
| 5.This report and/or the report submitted in the previous quarter has been placed before board of directors   | Yes                        |

#### Signatory Details

Name of signatory      D. Chowdhury  
Designation of person      Company Secretary and Compliance Officer