



B&A/KOL/DDC/470

9th November 2023

To,
The General Manager,
Department of Corporate Affairs
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Dear Sir,

Scrip Code No. 508136

Sub: Proceeding of 1st Extraordinary General Meeting of B & A Limited for the financial year 2023-24 and Scrutinizer's Report

This is to inform you that the 1st Extraordinary General Meeting (EGM) of B & A Limited ("the Company") for the financial year 2023-24 was duly convened on Thursday, 9th November 2023 at the Corporate Office of the Company at 113, Park Street, 9th Floor, Kolkata-700016, West Bengal at 10.30 AM (IST).

In this regard, please find enclosed the following:

- 1) Summary of the proceedings of the EGM of the Company as required under Regulation 30, Para A of Part A of Schedule - III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. - **Annexure – I**
- 2) Consolidated Scrutinizer's Report dated 9th November 2023 submitted by Mr. Tarun Chatterjee, Advocate pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014.- **Annexure II**

This is for your information and records.

Thanking you.

Yours faithfully,
For B & A Limited

D. Chowdhury
Company Secretary

Encl: As stated above



Annexure-I

Summary of Proceedings of 1st Extraordinary General Meeting (EGM) of B & A Limited ('the Company') for the financial year 2023-24 held on Thursday, 9th November 2023 at 10.30 AM (IST) at the Corporate Office of the Company at 113, Park Street, 9th Floor, Kolkata-700016, West Bengal.

The EGM of Members of the Company was held on Thursday, 9th November 2023 at the Corporate Office of the Company at 113, Park Street, 9th Floor, Kolkata-700016, West Bengal at 10.30 AM (IST).

DIRECTORS IN ATTENDANCE
Mr. Anjan Ghosh, Non-Executive, Non-Independent
Mr. Amit Chowdhuri, Non-Executive, Independent, Chairman of Nomination and Remuneration Committee and Stakeholders Relationship Committee
Mr. Himangshu Sekhar Das, Non-Executive, Independent
Mr. Rajkamal Bhuyan, Non-Executive, Non-Independent
Mr. Somnath Chatterjee, Executive, Managing Director
Mr. Dhruva Jyoti Dowerah, Executive, Whole-time Director
OTHER ATTENDEES
Mr. D. Chowdhury, Company Secretary
Mr. Tapas Kumar Chatterjee, Chief Financial Officer
QUORUM OF THE MEETING
A total of 42 members in person and 3 proxy members attended the meeting.

In terms of Articles of Association of the Company, Mr. Anjan Ghosh, Director was elected by the shareholders to Chair the proceedings of the meeting. The requisite quorum being present, the meeting was called to order by the Chairman. Thereafter, he introduced his colleagues on the Board and Key Managerial Personnel of the Company who were present on the dias and welcomed all the shareholders of the Company attending the EGM. It was recorded that the Chairman of the Nomination and Remuneration Committee and Stakeholders Relationship Committee was present at the meeting. Mrs. Mou Mukherjee, Independent Director and Chairperson of the Audit Committee could not attend the meeting due to health issues. Mrs. Anuradha Farley, Mr. Basant Kumar Goswami, Mr. Robin Aidan Farley, Mr. Amit Kiran Deb and Ms. Simeen Hossain, Directors of the Company could not attend the meeting due to their pre-occupation. The Statutory Auditors, M/s Ghosal, Basu & Ray were exempted to attend the meeting. The Chairman confirmed the presence of representative of Secretarial Auditors and Scrutinizer for the remote e-voting and ballot voting during the EGM.

Mr. D. Chowdhury informed that the Statutory Registers under the Companies Act, 2013 and other documents as referred to in the Notice dated 4th October 2023 calling the EGM were kept open for inspection by the Members present at the meeting.

The Notice calling the EGM was taken as read with the consent of the Shareholders.

Thereafter, the Chairman informed that the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the notice. The Company engaged





the services of Central Depository Services (India) Limited (CDSL), the e-voting agency for providing remote e-voting facility. The remote e-voting facility was open for a period of 3 (Three) days beginning from Monday, 6th November 2023 [10.00 AM (IST)] to Wednesday, 8th November 2023 [5.00 PM (IST)]. The "cut off" date, i.e. Thursday, 2nd November 2023 was fixed for determining the eligibility of Members to vote through remote e-voting and voting through physical ballot process on the proposed 2 (two) resolutions as mentioned in the Notice of the EGM of the Company. Members who were present at the EGM and had not cast their votes electronically would be provided an opportunity to cast their votes at the meeting through ballot paper.

The following items of the business as per Notice dated 4th October 2023 was transacted at the meeting:

Sl No.	Particulars	Type of Resolution
	Special Business	
1.	Appointment of Mr. Dhruva Jyoti Dowerah (DIN: 07432518) as an Additional Director of the Company.	Ordinary Resolution
2.	Appointment of Mr. Dhruva Jyoti Dowerah (DIN: 07432518) as a Whole Time Director of the Company for a period of three years with effect from 12th August 2023 to 11th August 2026.	Ordinary Resolution

Thereafter, the Chairman invited Members seeking clarification, if any. The Chairman thereafter thanked the Members.

The Chairman announced for the ballot voting process to start and stated that e-voting results along with the Consolidated Scrutinizers Report shall be informed to BSE Ltd. and also be placed on website of the Company and on the website of CDSL, the e-voting agency.

After conclusion of ballot voting, Chairman thanked and expressed his gratitude towards all the stakeholders of the Company and declared the EGM as concluded at 11.00 AM (IST).

Post the conclusion of voting at the venue, the consolidated scrutinizer's report was received.

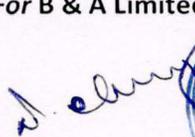
All the resolutions have been passed with requisite majority.

This is for your information and record.

Thanking you.

Yours faithfully,

For B & A Limited


D. Chowdhury
Company Secretary



Tarun Chatterjee

M. Com, LLB, FCS
Advocate
Calcutta High Court

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CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Regulation 44(3) of the of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To

The Chairman of the 1st Extra Ordinary General Meeting
for the financial year 2023-24 of

B & A Limited

(CIN: L01132AS1915PLC000200)

Registered Office: Indu Bhawan,

Mahatma Gandhi Road,

Jorhat-785001, Assam

Sir,

1. I, Tarun Chatterjee, Advocate, has been appointed as a Scrutinizer by the Board of Directors of B&A Limited, (hereinafter referred as the Company) at its meeting held on 4th October 2023, to scrutinize the remote e-voting and voting by ballot at the venue of the 1st Extra-Ordinary General Meeting of the Company for the financial year 2023-24 (EOGM) in a fair and transparent manner as per the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 and Secretarial Standards on General Meeting and read with Regulation 44(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") on the resolutions contained in the notice dated 4th October 2023 calling the EOGM of the members of the Company held on Thursday, 9th November, 2023 at 10:30 AM (IST) at the Corporate Office of the Company at 113, Park Street, 9th Floor, Kolkata - 700016, West Bengal to give the Scrutinizer's Report to the Chairman.
2. After declaration of vote by ballot by the Chairman, the ballot box kept for voting was locked in the presence of the members present with due identification mark placed by me.
3. The locked ballot box was subsequently opened in the presence of the following two witnesses not in the employment of the Company:
 - a. Mr. Joydeep Barua
 - b. Mr. Dipankar Mukherjee



4. None of the ballot was incomplete, and / or otherwise found defective.
5. The ballots were diligently scrutinized. The ballots were reconciled with the records maintained by the Registrar and Share Transfer Agent of the Company and the authorizations / proxies lodged with the Company.
6. The Company had also provided remote e-voting facility for its members as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 which remained open from Monday, 6th November 2023 at 10.00 AM (IST) and ended on Wednesday, 8th November 2023 at 5.00 PM (IST).
7. The votes cast were unblocked on 9th November 2023 at 11.07 AM in the presence of two witnesses, viz., Mr. Joydeep Barua and Mr. Dipankar Mukherjee, who are not in the employment of the Company. They have given confirmation that the votes were unblocked in their presence.
8. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereto relating to e-voting and voting by ballot at the EOGM on the resolutions contained in the Notice dated 4th October 2023 of the EOGM of the members of the Company.

My responsibility as a Scrutinizer of remote e-voting and voting by ballot is limited to prepare and submit the Scrutinizer's report of the votes casted "in favour" or "against" the resolutions passed by the members of the Company, as required under the Act.

9. I do hereby submit the Consolidated Report of the vote casted by ballot at the EOGM venue and by the remote e-voting on the resolutions contained in the Notice dated 4th October 2023 of the EOGM of the members and voting result in the format prescribed by SEBI under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Date of the EOGM	09-11-2023
Total number of shareholders on record date	2437
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	5
Public:	40
No. of Shareholders attended the meeting through video Conferencing:	NOT APPLICABLE
Promoters and Promoter Group	
Public	



SPECIAL BUSINESS

Item No. 1: To approve the appointment of Mr. Dhruba Jyoti Dowerah (DIN : 07432518) as an Additional Director of the Company up to the date of next Annual General Meeting of the Company.

“RESOLVED THAT pursuant to the provisions of Sections 149,150 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 (“SEBI-LODR”) [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Dhruba Jyoti Dowerah (DIN: 07432518) who was appointed as an Additional Director of the Company with effect from 12th August 2023 by the Board of Directors of the Company (“the Board”) and who holds such office upto the date of next Annual General Meeting and whose appointment requires approval of the Shareholders of the Company in terms of Regulation 17(1C) of SEBI-LODR within three months from the date of his appointment and who is otherwise 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 appointed in such capacity.

RESOLVED FURTHER THAT the Board be and is hereby authorised, empowered and directed to do all such acts, deeds, matters and things as may be considered requisite, desirable, appropriate or necessary to give effect to the aforesaid resolution and to authorize any Director or Key Management Personnel to sign, seal, deliver all documents, applications, papers and deeds and perform all matters, acts or things and to take all such steps as may be necessary or desirable to give effect to this resolution.”



Resolution Required:					Ordinary Resolution			
Whether promoter/promoter group are interested in the resolution					No			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1833594	970897	52.95	654697	*316200	67.43	32.57
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1833594	970897	52.95	654697	*316200	67.43	32.57
Public-Institution	E-Voting	300	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	300	0	0.00	0	0	0.00	0.00
Public-Non Institution	E-Voting	1266106	220344	17.40	219438	906	99.59	0.41
	Poll		1125	0.09	1125	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1266106	221469	17.49	220563	906	99.59	0.41
Total		3100000	1192366	38.46	875260	317106	73.41	26.59

Item No. 2: To approve the appointment of Mr. Dhruva Jyoti Dowerah (DIN: 07432518) as a Whole Time Director of the Company for a period of three years with effect from 12th August 2023 to 11th August 2026

“RESOLVED THAT pursuant to the provisions of Sections 196,197 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act’) and the Rules framed thereunder read with Schedule V of the Act’ (‘the Schedule’) [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] the Company hereby approves the appointment of Mr. Dhruva Jyoti Dowerah (‘Mr. Dowerah’) (DIN : 07432518) as a Whole Time Director of the Company for a period of three years with effect from 12th August 2023 to 11th August 2026 upon terms and conditions as set out in the draft agreement to be entered between the Company and Mr. Dowerah a copy whereof as placed before the meeting, such agreement be and is hereby specifically approved.

RESOLVED FURTHER THAT the Board of Directors/ Nomination and Remuneration Committee of Directors (hereinafter the Board/Committee) of the Company be and are hereby authorised to vary and/or increase remuneration and perquisites payable to Mr. Dowerah as specified in the said agreement to the extent the Board/Committee may consider appropriate and as may be permitted or authorized in accordance with any provisions under the Act’ or the Schedule for the time being in force provided, however, the remuneration and perquisites payable to Mr. Dowerah shall be within the limits set out in the Act’ and Schedule or any amendments or any modification thereto or statutory re-enactments thereof and/or any rules or regulations framed thereunder for the time being in force and the terms of aforesaid agreement between the Company and Mr. Dowerah shall be suitably modified to give effect to such variation or increase as the case may be, without further reference to the Shareholders in the General Meeting.

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained herein, in the event of loss or inadequacy of profit in any financial year during the tenure of office of Mr. Dowerah as Whole Time Director of the Company, the remuneration and perquisites as set out in the aforesaid agreement or with such variation and/or increase thereto as stated aforesaid, be paid to Mr. Dowerah as minimum remuneration and perquisites subject to the ceiling provided in the Act and/or the Schedule or any amendments or any modification thereto or statutory re-enactments thereof and/or any rules or regulations framed thereunder for the time being in force.”



Resolution Required:					Ordinary Resolution			
Whether promoter/promoter group are interested in the resolution					No			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1833594	970897	52.95	654697	*316200	67.43	32.57
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1833594	970897	52.95	654697	*316200	67.43
Public-Institution	E-Voting	300	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		300	0	0.00	0	0	0.00
Public-Non Institution	E-Voting	1266106	220344	17.40	219438	906	99.59	0.41
	Poll		1125	0.09	1125	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1266106	221469	17.49	220563	906	99.59
Total		3100000	1192366	38.46	875260	317106	73.41	26.59

Total Number of Ballots Rejected

Number of Ballots rejected	Reason of Rejection
NIL	Not Applicable

Note:

* In view of an order passed by the Hon'ble Supreme Court of India on March 28, 2016, as forwarded by the Company, all rights of vote casted by one shareholder by electronic means with respect to 2,21,230 equity shares in the Company shall abide by the final outcome of a suit pending before learned Jorhat Court.

10. A list of equity shareholders who voted "FOR" and "AGAINST" for each resolution is submitted with the report.

11. The Ballots and all other relevant records were sealed and handed over to the Company Secretary authorised by the Board for safe keeping.

Thanking you,
Yours faithfully


Tarun Chatterjee 9/11/2023
Advocate (WB 2068)

Place: Kolkata

Date: 9th November 2023