



B & A Limited

CIN: L01132AS1915PLC000200

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

Corporate Office: 113, Park Street, 9th Floor, Kolkata - 700016

Phone: (033) 2229 5098, 2217 6815, Fax: (033) 2265 1388

e-mail: investorrelations@bandaltd.in, Website: www.barooahs.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the 1st Extraordinary General Meeting for the financial year 2023-24 of the Shareholders of B & A Limited ('the Company') will be held at the Corporate office of the Company at 113, Park Street, 9th Floor, Kolkata - 700016 on Thursday, 9th November 2023 at 10.30 AM (IST) to transact the following business:

Special Business

1. To approve the appointment of Mr. Dhruva Jyoti Dowerah (DIN : 07432518) as an Additional Director and in this regard, pass the following resolution as an Ordinary Resolution:

"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. Dhruva 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."

2. To approve the appointment of Mr. Dhruva Jyoti Dowerah (DIN: 07432518) as a Whole Time Director and in this regard, pass the following resolution as an Ordinary Resolution:

"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 authorised 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."

By Order of the Board of Directors
B & A Limited

D. Chowdhury
Company Secretary
Membership No : A15674

Place : Kolkata
Date : 4th October 2023



NOTES:

1. Proxy

A member entitled to attend and vote at the Extraordinary General Meeting on Thursday, 9th November 2023 ("EGM"/"Meeting") 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 in its original copy either at the office of the Registrar and Share Transfer Agent (RTA), M/s MCS Share Transfer Agent Limited, 383, Lake Gardens, 1st Floor, Kolkata - 700045, Phone: 033 4072-4051, 52, 53; Fax: 033 4072-4050; email: mcssta@rediffmail.com or at the company's registered office not less than forty-eight hours before the commencement of the meeting.

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.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company provided that not less than three days of notice in writing is given to the company.

2. Corporate Shareholder

Corporate Members intending to send their authorised representatives 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. Such request alongwith the scanned copy of the board resolution could be emailed at shares@barooahs.in.

3. Joint holders

In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

4. Explanatory Statement

The Explanatory Statement setting out the material facts pursuant to section 102(1) of the Companies

Act' 2013 (the Act'), in respect of the Special Business under Item nos. 1 and 2 as set above is attached with the Notice of the EGM. Details as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI-LODR") and Secretarial Standard on General Meeting (SS-2) in respect of the Director seeking appointment at the EGM is provided in the Annexure to the Notice.

5. Inspection by Members

Copies of all documents referred to in the notice are available for inspection by the members at the registered office of the company during normal business hours on all working days upto and including the day of the EGM of the Company. The Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts and Arrangements in which Directors are interested maintained under sections 170 and 189 of the Act' respectively will be available for inspection by the members at the EGM.

6. Record Date for Voting

The Company has set Thursday, 2nd November 2023 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 EGM, in both remote e-voting and physical mode.

7. Address for correspondence

All correspondences should be addressed to company's RTA, M/s. MCS Share Transfer Agent Limited, 383, Lake Gardens, 1st Floor, Kolkata - 700045, Phone: (033) 4072-4051, 52, 53; Fax: (033) 4072-4050; email: mcssta@rediffmail.com. In case of inconvenience shareholders are requested to write to the Company Secretary at 113, Park Street, 9th floor, Kolkata-700016 or email at investorrelations@bandaltd.in.

8. Service of Notice

The Notice of the EGM, Attendance Slip and Proxy Form are being sent in electronic form to all the members whose email IDs are registered with the company/ depositories. For members who have not registered their email addresses and those who request for a hard copy, physical copies of the aforesaid documents are being sent in the permitted mode. Notice of the EGM, Attendance Slip and Proxy Form are also available in the company's website at <https://www.barooahs.com>. The same shall also be



available at the website of the stock exchange i.e. BSE Limited at www.bseindia.com and also on the website of CDSL at <https://www.evotingindia.com>.

9. E-voting

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 CDSL on the resolutions set forth in this notice.

10. Scrutinizer

Mr. Tarun Chatterjee, Advocate (Enrolment No. WB 2068) failing him, Ms. Binita Pandey, Practicing Company Secretary (PCS No. 19730) has been appointed as 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 two (2) 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.

11. Shareholders instructions for remote e-voting

The instructions for shareholders voting electronically are as under:

CDSL e-Voting System – For Remote e-voting

- (i) The voting period begins on Monday, 6th November 2023 at 10.00 AM (IST) and ends on Wednesday, 8th November 2023 at 5.00 PM (IST). 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 Thursday, 2nd November 2023 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The 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) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020, (hereinafter Cir 242) under Regulation 44 of SEBI-LODR; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by

the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the Demat account holders, by way of a single login credential, through their Demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of Cir 242 on e-voting facility provided by listed companies, individual shareholders holding securities in Demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their Demat accounts in order to access e-voting facility.

Pursuant to above said Cir 242, Login method for e-voting for individual shareholders holding securities in demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi/ Easiest are requested to visit cdsi website www.cdsiindia.com and click on Login icon and select New System Myeasi Tab. 2) After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the



	<p>e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile & email as recorded in the Demat account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.</p>		<p>icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to</p>
Individual shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner"</p>		



	e-voting service provider website for casting your vote during the remote e-voting period.
Individual shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000.

- (v) Login method for remote e-voting for physical shareholders and shareholders other than individual shareholders holding in Demat form.
- 1) The shareholders should log on to the e-voting website .
 - 2) Click on “Shareholders” module.
 - 3) 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. Shareholders holding shares in physical form should enter Folio Number registered with the company.
 - 4) Next enter the Image Verification as displayed and click on Login.
 - 5) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For physical shareholders and other than individual shareholders holding shares in Demat
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"> • Shareholders who have not updated their PAN with the company/depository participant are requested to use the sequence number sent by company/RTA or contact company/RTA.
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.



- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the company selection screen. However, shareholders 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 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non-Individual Shareholders and Custodians – For Remote Voting Only**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is mandatory that, 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.
 - Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the company at the email address viz; shares@barooahs.in (designated email address of the company), if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.
- (xviii) Process of registering e-mail id/ mobile nos. of shareholders whose such particulars are not registered with the Depository/ Company:
 - a. For Physical shareholders - Please provide necessary details like Folio No., Name of



shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to the company at shares@barooahs.in/RTA at mcssta@rediffmail.com.

- b. For Demat shareholders- Please update your email id & mobile no. with your respective Depository Participant (DP).
- c. For Individual Demat shareholders- Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.

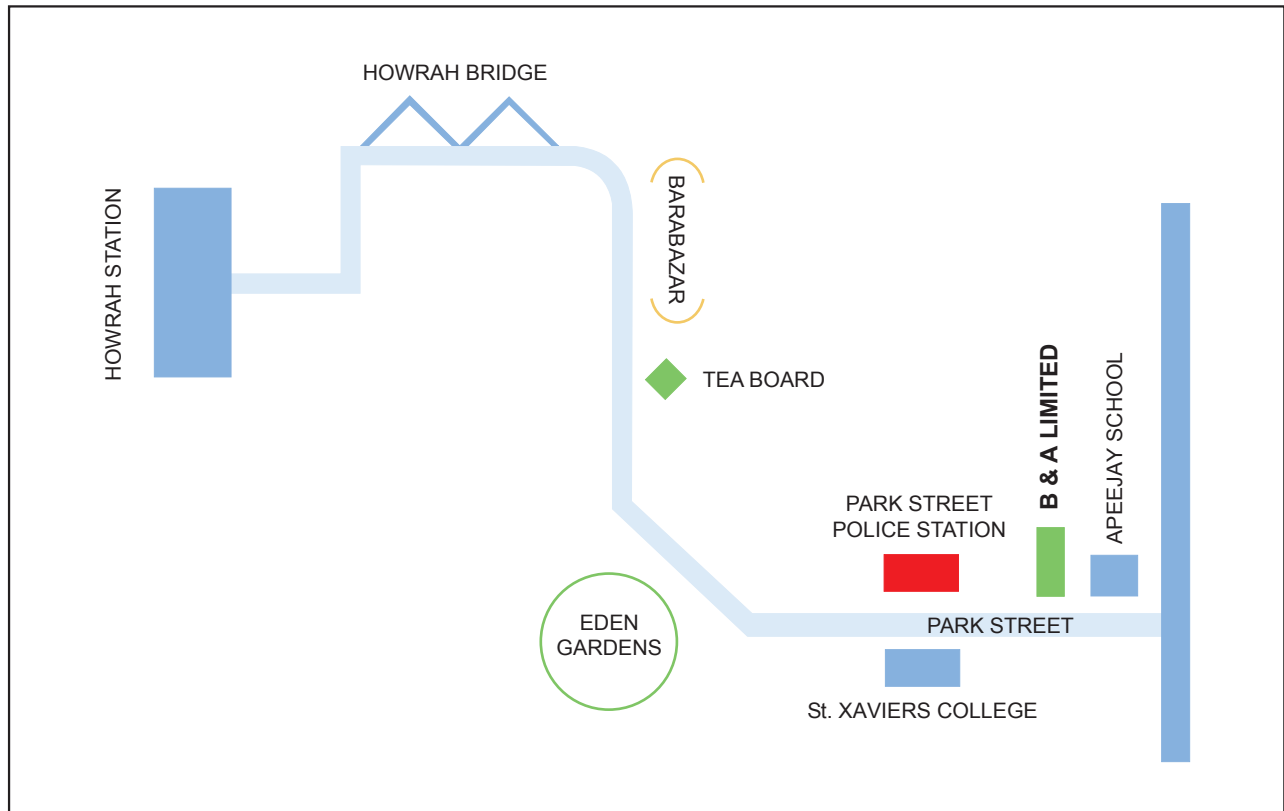
(xix) If any member has any queries or issues regarding e-voting from the CDSL e-voting system, you can write an email to helpdesk. evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

(xx) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai- 400013 or send an email to helpdesk. evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

12. Results of e-voting

Results of the e-voting shall be declared within 12 hours after conclusion of the EGM. The Consolidated Scrutinizer's report on e-voting alongwith voting at the venue of EGM shall be placed at the website of the company at www.barooahs.com and at the website of CDSL at www.evotingindia.com. The same shall also be communicated to BSE Ltd where the shares of the company are listed.

13. Route Map : The route map of the venue of the meeting is attached herewith for convenience of the members.





EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT' 2013

The following statement sets out the material facts relating to the Special Business mentioned in the accompanying Notice of the Extraordinary General Meeting ('EGM') to be held on Thursday, 9th November 2023 ('the EGM').

Item No. 1

The Board of Directors of the Company ('the Board') at its meeting held on 12th August 2023 on recommendation made by the Nomination and Remuneration Committee ('the Committee') appointed Mr. Dhruva Jyoti Dowerah ('Mr. Dowerah') (DIN : 07432518) as an Additional Director on the Board with effect from 12th August 2023.

In terms section 161 of the Companies Act' 2023 (the Act') Mr. Dowerah (DIN : 07432518) holds office of Additional Director on the Board upto the date of next Annual General Meeting.

Pursuant to the provisions of Regulations 17 (1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI-LODR') the Company, being a listed entity, is required to seek approval of the Shareholders for appointment of a person on the Board at the next general meeting or within a time period of three months from the date of appointment whichever is earlier.

Mr. Dowerah has been associated with the B & A Limited for over thirty years and has worked in several responsible capacities like General Manager, Visiting Agent and President-Tea Division.

In deference to the above, the Board seeks the approval of the Shareholders for ratification of appointment of Mr. Dowerah as a Director on the Board of the Company and is of the view that association of Mr. Dowerah would be beneficial for future development and business prospect of the Company.

The Company has received notice in writing from a member of the Company under Section 160 of the Act', proposing candidature of Mr. Dowerah for the office of Director in the Company.

Additional information pursuant to the SEBI-LODR and the Secretarial Standard on General Meetings in respect of Mr. Dowerah is appended in the notice of the EGM.

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, other than

Mr. Dowerah, is interested or concerned in the Resolution.

The Board recommends the Ordinary Resolution set out in the Item No. 1 of the Notice of the EGM for approval by the Shareholders.

Item No. 2

The Board on recommendation made by the Committee at its meeting held on 12th August 2023 appointed Mr. Dowerah as a Whole Time Director of the Company for a period of 3 (three) years with effect from 12th August 2023 to 11th August 2026.

The terms and conditions of his appointment including remuneration payable to Mr. Dowerah in the capacity of Whole Time Director as recommended by the Committee is subject to the approval of the Shareholders at the EGM. An agreement to be executed by the Company with Mr. Dowerah ascribing, inter alia, to the following terms and conditions of his appointment including remuneration payable to him is also subject to the approval of the Members at the EGM.

a. Tenure

Mr. Dowerah's appointment as a Whole Time Director will be effective from 12th August 2023 and remain in force for a period of 3 (three) years i.e. from 12th August 2023 to 11th August 2026.

b. Remuneration

Mr. Dowerah will be entitled to the following remuneration and allowances in the capacity of Whole Time Director with effect from 12th August 2023;

- a) Basic Salary – Basic Salary at the rate of Rs. 80,000 (Eighty thousand) per month.

The Annual increments will be effective from 1st April each year, and will be recommended/decided by the Nomination and Remuneration Committee and/or Board and will be merit based.

- b) Other Allowance –

(i) Contribution to Gratuity/Employees Provident Fund – As per rules of the Company and subject to maximum permissible limit as per Payment of Gratuity Act 1972/ Code on Social Security 2020/Provident Fund Act.

(ii) Contribution to Public Provident Fund - Upto Rs. 1,50,000 (One lac fifty thousand) per



annum, subject to the provisions of relevant Acts.

- (iii) Personal, Fixed and other Allowance - As decided by the Board/Committee.
 - (iv) Exgratia - As to be decided by the Board/Committee on a year to year basis.
 - (v) Leave Travel Allowance- Not exceeding one and a half month's basic salary for each completed year of service.
 - (vi) Reimbursement of Expenses- Reimbursement of expenses under several heads incurred for official duties upto such sum/sums as decided by the Board/Committee.
- c) Provision for use of chauffer driven Company maintained car for official duties attended, provision for telephone at office, residence and mobile phones, including long distance calls and monthly subscription fees for two clubs, shall not be included in the computation of limits for the remuneration and shall not be grouped under perquisites or allowances given to Mr. Dowerah.
- d) Mr. Dowerah will be entitled to rent free accommodation including car parking space(s) and all other facilities and amenities required for the purpose of his stay. The above accommodation will be provided by the Company either in its own premises or otherwise, as may be opted by Mr. Dowerah. In the event Mr. Dowerah opting for other than Company owned accommodation, he will be entitled to all the facilities and amenities.

3. Minimum Remuneration

Notwithstanding anything to the contrary contained herein, where, in any financial year during the currency of tenure of directorship of Mr. Dowerah, the Company has no profits or its profits are

inadequate, the Company shall pay remuneration by way of salary and perquisites and allowances as specified above as minimum remuneration so far as such remuneration is within the applicable ceiling or limits provided in Schedule V of the Act or any amendment made thereto or any modifications thereof.

4. Retirement by Rotation

Mr. Dowerah's office of Directorship will be liable to be determined by retirement of directors by rotation as per provisions of the Act' and Articles of Association of the Company.

5. Duties and Responsibilities

Mr. Dowerah will be in-charge of the gardens and factories operations of the Company and its day to day management and such other additional duties/responsibilities as may be entrusted to him by the Board from time to time.

6. Other Terms and Conditions

The terms and conditions of Mr. Dowerah's appointment and/or Agreement mentioned hereinbefore including remuneration payable to him may be altered and varied from time to time by the Committee and/or the Board as they may, in their absolute discretion deem fit, within the maximum amount payable to Managerial Personnel in accordance with the Act', or Articles of Association of the Company.

None of the Directors or Key Managerial Personnel or their relatives except Mr. Dowerah is concerned or interested in this resolution.

The Board recommends the Ordinary Resolution set out in item no. 2 of the Notice of the EGM for approval by the Members.

By Order of the Board of Directors
B & A Limited

D. Chowdhury
Company Secretary
Membership No : A15674

Place : Kolkata
Date : 4th October 2023



ANNEXURE TO THE NOTICE

Details in respect of Director seeking appointment at the EGM is provided herewith. The appointee Director has furnished requisite declarations for his appointment:

(i) **Profile of Appointee Director:**

Mr. Dhruha Jyoti Dowerah born on 1st December 1968 holds a bachelor's degree in Agriculture and has been associate with B & A Limited for over 30

years. He has worked in several capacities in the Company like General Manager, Visiting Agent and later on promoted as President- Tea Division. Mr. Dowerah is in-charge of the gardens and factory operations of B & A Limited and is instrumental and driving force for the market leadership of the Tea Estates of the Company. He holds 1 equity share in the Company. He is not related to any Director on Board.

(ii) Particulars of Directorship of the above-mentioned Director in other listed Indian Companies as on 30th September 2023 are tabled below :

Name of the Director	Number of meetings of Board attended during FY 2023-24	Remuneration received from 12th August 2023 to 30th September 2023 (in Rs.)	Name of the other Listed Companies where the appointee is also a Director	Category of Directorship	Committee Membership	Chairmanship in Committees
Mr. Dhruha Jyoti Dowerah	1	2,84,153	B & A Packaging India Limited	Additional Director	Nil	Nil

**B & A LIMITED****CIN: L01132AS1915PLC000200**

Regd. Office: Indu Bhawan, Mahatma Gandhi Road, Jorhat – 785 001, Assam

Corp. Office: 113, Park Street, 9th Floor, Kolkata – 700 016

Phone: (033) 2229 5098, 2217 6815, Fax: (033) 2265 1388

Website: www.barooahs.com, E-mail: investorrelations@bandaltd.in

ATTENDANCE SLIP**EXTRAORDINARY GENERAL MEETING ON THURSDAY, 9TH NOVEMBER 2023**

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

I/We hereby record my/our presence at the Extraordinary General Meeting of the Company at 113, Park Street, 9th Floor, Kolkata- 700 016 on Thursday, 9th November 2023.

Member's Folio No.

Member's/ Proxy's name in Block Letters

Member's/Proxy's Signature

Note: Please 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 Sequence number as per point no. 11 (v) of e-voting instructions in EGM notice

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

— — — ✂ — — — — — Please cut here and bring the above attendance slip to the Meeting Hall — — — — — ✂ — — —

**B & A LIMITED****CIN: L01132AS1915PLC000200**

Regd. Office: Indu Bhawan, Mahatma Gandhi Road, Jorhat – 785 001, Assam

Corp. Office: 113, Park Street, 9th Floor, Kolkata – 700 016

Phone: (033) 2229 5098, 2217 6815, Fax: (033) 2265 1388

Website: www.barooahs.com, E-mail: investorrelations@bandaltd.in

PROXY FORM

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

EXTRAORDINARY GENERAL MEETING ON THURSDAY, 9TH NOVEMBER 2023

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

- Name :
Address :
E-mail ID :
Signature or failing him/her
- Name :
Address :
E-mail ID :
Signature failing him/her
- Name :
Address :
E-mail ID :
Signature failing him/her

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on Thursday, the 9th day of November 2023 at the Registered Office of the Company and at any adjournment thereof, in respect of resolutions as indicated below:

Sl. No.	Resolution Proposed	Optional*	
		For	Against
1.	Appointment of Mr. Dhruba Jyoti Dowerah (DIN: 07432518) as an Additional Director of the Company upto the date of next Annual General Meeting of the Company.		
2.	Appointment of Mr. Dhruba 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 11 th August 2026.		

Signed thisday of, 2023

Registered Folio No./DP ID & Client ID Signature of Shareholder(s)

Signature of Proxyholder(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 or office of the RTA, M/s MCS Share Transfer Agent Limited 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.**