



**B&A Limited**

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**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 of Annual General Meeting

### Notice to the Shareholders

Notice is hereby given that the Annual General Meeting of the Shareholders of B & A Ltd for the financial year ended 31st March 2018 will be held at Indu Bhawan, Mahatma Gandhi Road, Jorhat-785001, Assam on Thursday, 27th September 2018 at 9.00 a.m. to transact the following business:

### Ordinary Business:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2018 together with the reports of the Directors and Auditors thereon.
2. To declare dividend on the equity shares of the Company.
3. To appoint a Director in place of Mrs. Anuradha Farley (DIN 06699021) who retires by rotation and being eligible, offers herself for re-appointment.
4. To fix remuneration of M/s Ghosal, Basu & Ray, Chartered Accountants (Registration No. 315080E) for the financial year ending 31st March 2019.

### Special Business:

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

5. "RESOLVED THAT pursuant to section 148(3) and other applicable provisions, if any, of the Companies Act' 2013 and Rules framed thereunder, the remuneration payable to M/s Mou Banerjee & Co., Cost Accountants, (Registration No: 00266) as approved by the Board of Directors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2019 amounting to Rs. 66,000/- (Sixty Six Thousand only) excluding applicable tax and re-imbursment of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed."
6. "RESOLVED THAT pursuant to sections 196,197 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter the Act') and Rules framed thereunder read with Schedule V of the Act' (hereinafter the Schedule) the Company hereby approves the re-appointment of Mr. Somnath Chatterjee (DIN: 00172364) as a Managing Director of the Company for a period of five years with effect from 1st April 2018 to 31st March 2023 upon terms and conditions as set out in the agreement between the Company and Mr. Somnath Chatterjee a copy whereof as placed before the meeting, which 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. Chatterjee 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 said Act' or the Schedule for the time being in force provided, however, the remuneration and perquisites payable to Mr. Chatterjee shall be within the limits set out in the said Act' and Schedule or any amendments thereto or any modification or statutory re-enactments thereof and/or any rules or regulations framed thereunder and for the time being in force and the terms of aforesaid agreement between



the Company and Mr. Chatterjee 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. Chatterjee as Managing 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. Chatterjee as minimum remuneration and perquisites subject the to the ceiling provided in the said Act and/or the Schedule.”

By order of the Board

Place : Kolkata  
Date : 21st May 2018

**D. Chowdhury**  
Company Secretary

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**ANNEXURE TO THE NOTICE**  
**EXPLANATORY STATEMENT**

**Item No. 5**

The Board of Directors of the Company, on the recommendation made by the Audit Committee of Directors, approved the remuneration of M/s. Mou Banerjee & Co., Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2019. In terms of the provisions of section 148 (3) of the Companies Act' 2013 read with Rule 14 (a) (ii) of the Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company. Accordingly, consent of the members is sought to ratify the remuneration payable to Cost Auditors.

None of the Directors and Key Managerial Personnel and their relatives are concerned or interested in this resolution. The Directors recommend the resolution set out in item no. 5 for your approval.

**Item No. 6**

Mr. Somnath Chatterjee was reappointed as Managing Director with effect from 1st April 2018 by the Board of Directors in its meeting held on 14th February 2018 on expiry of his previous tenure of such office on 31st March 2018. The terms and conditions of his appointment including remuneration payable in the capacity of Managing Director which was recommended by the Nomination and Remuneration Committee in its meeting held on 14th February 2018, is subject to the approval of the Members in the ensuing Annual General Meeting. An agreement was executed by the Company with Mr. Somnath Chatterjee on 3rd April 2018 ascribing inter alia to the following terms and conditions including remuneration payable to him.

1. Mr. Somnath Chatterjee's appointment as Managing Director will be effective from 1st April 2018 and will remain in force for a period of 5 (Five) years i.e. from 1st April 2018 to 31st March 2023.
2. Mr. Chatterjee will be entitled to the following remuneration and allowances in the capacity of Managing Director with effect from 1st April 2018;
  - a) Basic Salary - Rs. 1,30,000 (One lac Thirty Thousand ) per month.
  - b) House Rent Allowance - At actual, subject to the maximum limit of Rs. 40,000 (Forty Thousand) per month.

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

- c) Other Allowances –
    - (i) Soft Furnishing – As per the rules of the Company.
    - (ii) Leave Travel Assistance – Leave travel assistance for self and family at the rate of one and half month's salary for each completed year of service.
    - (iii) Reimbursement of medical Expenses – Reimbursement of actual amount of Medical Expenses incurred for self and family. Additionally, he will be entitled for contribution to maintain Health Insurance for self and Family, under any Group Health Insurance Schemes, as per the rules of the Company.
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- (iv) Ex-gratia – As per the rules of the Company.
  - (v) Children Education Allowance- As per the rules of the Company.
  - (vi) Contribution to Provident Fund – As per the rules of the Company and subject to the provisions of Employees Provident Fund Act' 1952.
  - (vii) Contribution to Gratuity- As per the rules of the Company and subject to maximum permissible limit as per Payment of Gratuity Act 1972.
  - (viii) Cost of Electricity and Gas- At actuals subject to a ceiling of Rs. 1,20,000 (One lac twenty thousand) per annum.
  - (ix) Domestic Help Allowance - At actuals subject to a ceiling of Rs. 1,20,000 (One lac twenty thousand) per annum.
- d) Provisions for use of chauffer driven Company maintained car, telephones and mobile phones at office and residence including long distance calls and monthly subscription fees for Clubs incurred for performing official duties shall not be included in the computation of limits for the remuneration and shall not be grouped under perquisites or allowances given to Mr. Chatterjee. The Company will take suitable insurance policy to cover his life.
3. Minimum Remuneration – Notwithstanding anything to the contrary contained herein, where, in any financial year during the currency of tenure of Directorship of Mr. Chatterjee, 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 as provided in Schedule V of the Companies Act, 2013 or any amendment made thereto, subject to, if he is a managerial person in two companies and draws remuneration from one or more companies the total remuneration drawn from all the companies must not exceed the higher maximum limit admissible from any one of the companies of which he is a managerial person.
4. Mr. Chatterjee's office of Directorship will not be liable to be retired by rotation as per provisions of the Companies Act, 2013 and Articles of Association of the Company.
5. Mr. Chatterjee shall be entrusted with substantial powers and be and is hereby authorized to do any act and deed on behalf of the Company subject to the approval of the Board of Directors in its duly constituted meetings and/or resolutions in circulations as per compliance with Companies Act, 2013, Security and Exchange Board of India Act' 1992 and rules and regulations framed thereunder, and any other law in force.
6. The terms and conditions of Mr. Chatterjee's appointment including remuneration payable to him may be altered and/or varied from time to time by the Nomination and Remuneration Committee and/or the Board of Directors as they may, in their absolute discretion deem fit, within the maximum amount payable to Whole Time Director in accordance with the Companies Act' 2013 or Articles of Association of the Company.

None of the Directors or Key Managerial Personnel or their relatives except Mr. Somnath Chatterjee are concerned or interested in this resolution.

By order of the Board

Place : Kolkata  
Date : 21st May 2018

**D. Chowdhury**  
Company Secretary

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**Notes:**

1. A member entitled to attend and vote is also entitled to appoint a proxy to attend and vote on a poll instead of himself /herself and the proxy need not be a member of the Company. The instrument appointing proxy should, however, be deposited at the registered office of the Company not less than forty eight hours before the commencement of the meeting.
- A 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. Relevant document referred to in the notice are open for inspection by the Members at the Registered Office of the Company on all working days during the business hours upto the date of the meeting.
2. A statement pursuant to section 102(1) of the Companies Act' 2013 (hereinafter the Act') relating to the Special Business to be transacted at the meeting is annexed hereto. Relevant documents referred to in the accompanying notice and the statements are open for inspection by the members at the registered office of the Company on all working days during business hours up to the date of the meeting.



3. The Company has set Thursday, 20th September 2018 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 Annual General Meeting as above, in both remote e-voting and physical mode.
4. Pursuant to the provision of section 91 of the Act, the Register of Members and the Share Transfer Books of the Company shall remain closed from Friday, 21st September 2018 to Thursday, 27th September 2018 (both days inclusive).
5. The dividend, as recommended by the Board, if declared at the Annual General Meeting (AGM), will be paid, subject to the provisions of Section 126 of the Act, to those member or their mandates whose names stand registered in the Company's Register of Members:
  - a. as Beneficial Owners as at the end of business hours on Thursday, 20th September 2018 as per prelist to be furnished by NSDL and CDSL with respect to shares held in Electronic Form.
  - b. as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company or the Registrar and Transfer Agents, (RTA) MCS Share Transfer Agent Ltd ,12/1/5, Manoharpukur Road, Kolkata- 700026 on or before Thursday, 20th September, 2018.
6. Shareholders holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The dividend will be distributed vide ECS or direct credit to the shareholder's bank account. The Company or its RTA cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants (DP) of the members.
7. Shareholders are requested to note that SEBI vide its circular dated 20th April 2018 has directed Companies to distribute dividends via ECS/NEFT or other approved electronic mode or by physical instrument warrants/demand draft incorporating bank details of the shareholders. Shareholders holding shares in physical form and/or receiving dividend by warrant are requested to submit the form sent to them on 27th June 2018/28th July 2018 alongwith documents mentioned therein to the RTA of the Company to enable them to update the necessary records.
8. Shareholders are requested to notify immediately any change in their address, to their DP in respect of their Electronic Share Accounts and to the RTA in respect of their physical shares, as the case may be. To support 'Green Initiative' shareholders holding share in physical mode are requested to register their email ids with the Company/ RTA.
9. Shareholders who have not so far encashed their dividend warrants for the Financial Year ended 31st March 2012, 2013, 2014, 2015, 2016 and 2017 may immediately approach the RTA, MCS Share Transfer Agent Ltd, 12/1/5, Manoharpukur Road, Ground Floor, Kolkata- 700 026 to claim the unpaid dividends.

Shareholders are requested to note that unclaimed and unpaid dividends pertaining to the Financial Year ended 31st March 2011 are due for transfer to Investor Education and Protection Fund on 20th August 2018.

Shareholders are requested to note in terms of section 124(6) of the Act' read with IEPF (Accounting, Auditing, Transfer and Refund) Rules 2016 as amended, the Company will transfer those equity shares for which dividends have remained unpaid/ unclaimed for a period of seven years to the demat account notified by the IEPF. Particulars of such shares are available in the website of the Company at <https://www.barooahs.com>.
10. Shareholders who are interested in making nomination in respect of their shareholding are requested to submit the necessary form to the respective DP/RTA of the Company.
11. Electronic copy of the notice of the Annual General Meeting along with annexure, proxy form and attendance slip and Annual Report of the Company for the financial year ended 31st March 2018 are being sent to the shareholders whose name appears in the prelist furnished by NSDL and CDSL as Beneficial Owner as on Friday, 17th August 2018 (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, 17th August 2018 and who have not registered their email address, physical copies of the Notice of this Annual General Meeting and Annual Report are being sent in the permitted mode.
12. 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 evoting services provided by Central Depository Services (India) Ltd (CDSL) on the resolutions set forth in this notice.



**SHAREHOLDER'S INSTRUCTIONS FOR REMOTE E-VOTING**

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Monday, 24th September 2018 at 10 a.m. and ends on Wednesday, 26th September 2018 at 5 p.m. 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, 20th September 2018 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](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>● 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.</li> <li>● 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.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>● 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).</li> </ul>

- 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 in to [www.evotingindia.com](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Other instructions on remote e-voting**

- (i) The remote e-voting period commence on Monday, 24th September 2018 at 10 a.m. and ends on Wednesday, 26th September 2018 at 5 p.m. During this period, shareholders holding shares either in physical form or in dematerialised mode as on Thursday, 20th September 2018 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 Thursday, 20th September 2018 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 cutoff date may obtain the sequence number of remote e-voting by sending a request to the Company’s RTA at [mcssta@rediffmail.com](mailto:mcssta@rediffmail.com).
- (iii) Provision of electronic voting will not be extended during the Annual General Meeting, 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 Annual General Meeting but will not be entitled to vote on poll during the meeting.
- (iv) Mr. Tarun Chatterjee, Advocate, has been appointed as the ‘Scrutinizer’ to scrutinize the e-voting process in a fair and transparent manner.



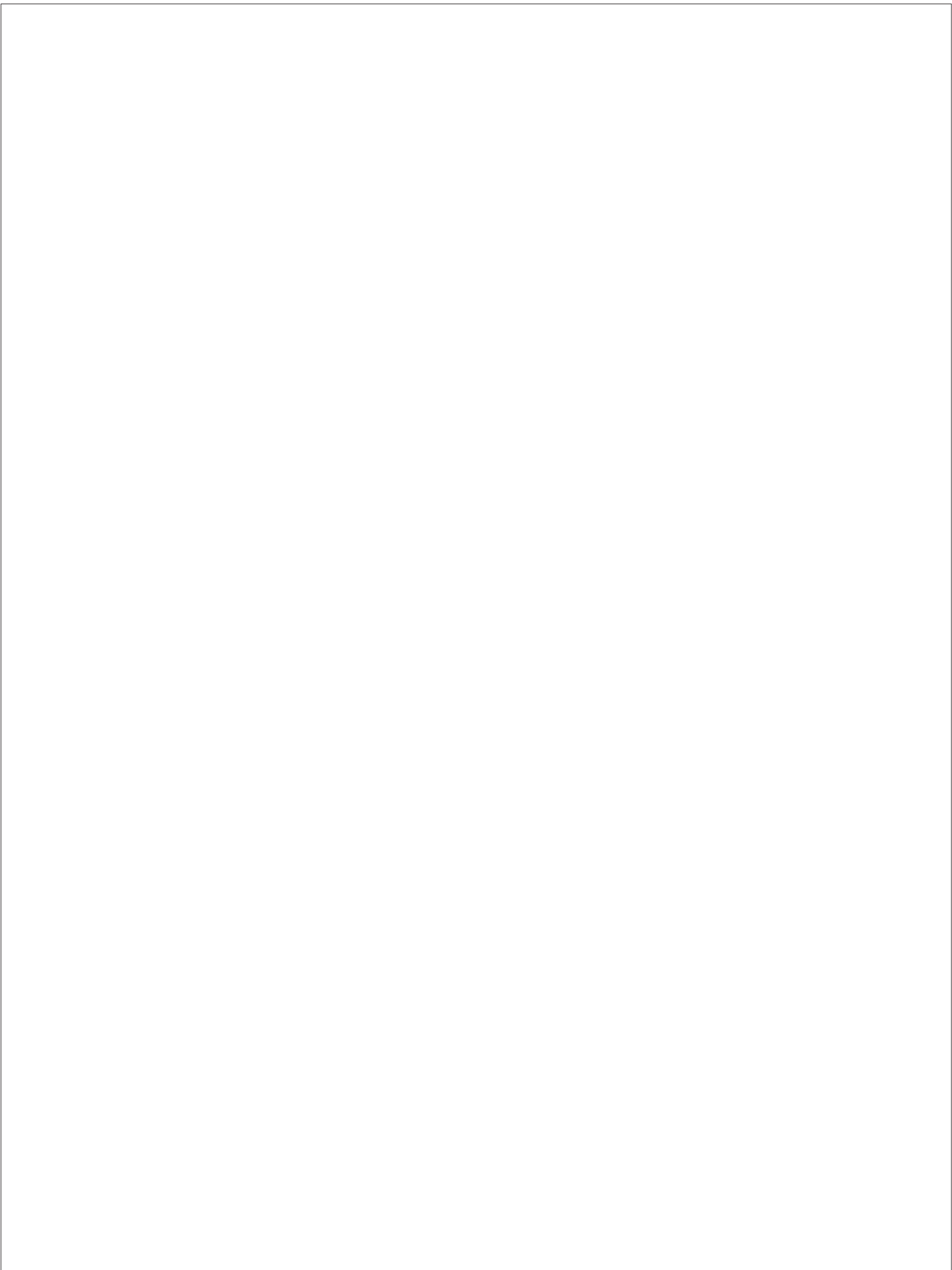
- (v) The Scrutinizer will make his report of the votes casted in favour or against, if any, to the Chairman or a person authorised by him on Saturday, 29th September 2018 and he shall declare the results of the voting forthwith.
  - (vi) The results declared along-with the Scrutinizer's Report shall be placed on the Company's website [www.barooahs.com](http://www.barooahs.com) and will be available in the website of CDSL and will be communicated to Bombay Stock Exchange where the shares of the Company is listed.
13. (i) In the ensuing AGM, Mrs. Anuradha Farley, Director retires by rotation and being eligible offers herself for reappointment. Mrs. Farley was born in Assam in 1954 and took over from her late father as Chairman of the Board of Directors of B & A Ltd on 30th August 2013. Mrs. Farley is a UK citizen and a Person of Indian Origin (PIO). She graduated from Fashion Institute of Technology State University of New York, Summa cum Laude and was runner up for valedictorian. She held five solo art exhibitions in Tokyo (1988), Hong Kong (1990 and 1992) and London (1994 to 1997). Her fashion illustrations have appeared in the New York Times and Women's wear daily and she also illustrated a book on executive women's fashion in New York City in 1982. Being born and brought up in a family which produces tea over centuries in Assam she is well conversant with the tea industry. She holds 4,800 equity shares in the Company. None of the Directors are related to Mrs. Farley.
- (ii) In the ensuing AGM, approval is being sought to ratify re-appointment of Mr. Somnath Chatterjee as Managing Director of the Company. Mr. Somnath Chatterjee is a commerce graduate and was trained in UK in the area of manufacturing and packaging of products. He has more than thirty years of extensive experience in tea plantation and packaging business. None of the Directors are related to Mr. Chatterjee.
14. Particulars of directorship of Mrs. Farley and Mr. Chatterjee in other companies are tabled below:

Director	Name of the Company	Position Held	Committee Membership
Mrs. Anuradha Farley	B&A Packaging India Ltd.	Chairman	Member in Nomination and Remuneration Committee
Mr. Somnath Chatterjee	B&A Packaging India Ltd.	Whole Time Director	Member in Audit Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee

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

**Route Map of the Venue of Annual General Meeting**







**B & A LTD.****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, (033) 40047472, Fax : (033) 2265 1388  
 Email : investorrelations@bandaldt.in, Website : www.barooahs.com

**ATTENDANCE SLIP****ANNUAL GENERAL MEETING THURSDAY, 27<sup>TH</sup> SEPTEMBER, 2018**

Name and address of the shareholder(s)	
Registered Folio/DPID & Client ID	

I/We hereby record my/our presence at the Annual General Meeting of the Company at Indu Bhawan, Mahatma Gandhi Road, Jorhat - 785 001, Assam on Thursday, 27th September, 2018

Member's Folio/DP ID &amp; Client ID No. \_\_\_\_\_

Member's / Proxy's name in Block Letters \_\_\_\_\_

Member's / Proxy's Signature \_\_\_\_\_

Note: Please cut here and bring the Attendance Slip duly signed, to the Meeting Hall and hand it over at the entrance. Duplicate Slips will not be issued at the venue of the Meeting.

**ELECTRONIC VOTING PARTICULARS**

EVSN (E-Voting Sequence Number)	User ID	PAN (Original) or as per point no. 12 (VIII) of e-voting instructions in AGM notice

Please refer to the AGM Notice for E-Voting instructions

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

**B & A LTD.****CIN: L01132AS1915PLC000200**

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

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

**ANNUAL GENERAL MEETING THURSDAY, 27<sup>TH</sup> SEPTEMBER, 2018**

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

1. Name : \_\_\_\_\_  
 Address : \_\_\_\_\_  
 E-mail ID : \_\_\_\_\_  
 Signature : \_\_\_\_\_ or failing him/her
2. Name : \_\_\_\_\_  
 Address : \_\_\_\_\_  
 E-mail ID : \_\_\_\_\_  
 Signature : \_\_\_\_\_ or failing him/her
3. Name : \_\_\_\_\_  
 Address : \_\_\_\_\_  
 E-mail ID : \_\_\_\_\_  
 Signature : \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Thursday, 27th September, 2018 at 9.00 a.m. at the Registered Office of the Company at Indu Bhawan, Mahatma Gandhi Road, Jorhat - 785 001, Assam and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions Proposed	Optional*	
		For	Against
1	Adoption of Audited Financial Statements, Reports of the Directors and Auditors for the financial year 2017-18.		
2	Declaration of Dividend on the Equity Shares.		
3	Re-appointment of Mrs. Anuradha Farley (DIN 06699021) who retires by rotation.		
4	Fixation of remuneration of M/s Ghosal, Basu & Ray, Chartered Accountants (Registration No. 315080E) for the financial year ending 31st March 2019.		
5.	Ratification of remuneration payable to M/s. Mou Banerjee & Co. Cost Auditors (Registration No. 00266) for the financial year 2018-19.		
6.	Re-appointment of Mr. Somnath Chatterjee (DIN 00172364) as Managing Director in the Company.		

Signed this ..... day of ..... 2018.

Registered Folio/DPID &amp; Client ID ..... Signature of shareholder : .....

Signature of Proxy holder(s) .....

Affix Revenue Stamp of Re. 1/-
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**Note: 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

\*2. It is optional to put a "X" in the appropriate column against the resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.