



**B & A Limited**

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

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**Ref. No. B & A/KOL/DDC/1042**

**30<sup>th</sup> September 2016**

THE GENERAL MANAGER  
THE DEPARTMENT OF CORPORATE SERVICES  
BSE LIMITED.  
P.J. TOWERS, DALAL STREET  
MUMBAI – 400001

Dear Sir,

**Scrip Code No. 508136**

Sub: Proceeding of Annual General Meeting – Regulation 30 of the SEBI (LODR) Regulations. 2015.

Please find enclosed the summary proceedings of the Annual General Meeting of the Company (marked as Annexure – I) held on Thursday, 29<sup>th</sup> September 2016 at the Registered Office of the Company at Indu Bhawan, Mahatma Gandhi Road, Jorhat, Assam-785001.

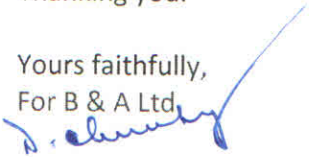
We also enclose the Report of the Scrutinizer (marked as Annexure – II) dated 30<sup>th</sup> September 2016, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014.

The same is for your information and records.

Thanking you.

Yours faithfully,

For B & A Ltd

  
D. Chowdhury  
Company Secretary

Encl: a/a



## Annexure – I

**Summary of proceedings of the Annual General Meeting**

The Annual General Meeting (AGM) of the Members of B & A Limited ('the Company') was held on Thursday, 29th September 2016 at 10.30 A.M at the Registered Office of the Company at Indu Bhawan, Mahatma Gandhi Road, Jorhat, Assam-785001.

Mr. Anjan Ghosh, Director Chaired the meeting. The requisite quorum being present, the Chairman called the meeting to order. Thereafter, he introduced his colleagues on the Board of Directors of the Company who were present on the dais. All the directors of the Company except Mrs. A. Farley, Mr. L. Rahman and Mr. B. K. Goswami attended the meeting. The Chairman delivered his speech. Mr. D. Chowdhury, Company Secretary read the Auditors' Report. 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 had 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, 26<sup>th</sup> September 2016 (10.00 A.M) to Wednesday, 28<sup>th</sup> September 2016 (5.00 P.M.). The "cutoff" date, i.e. Thursday, 22<sup>nd</sup> September 2016 was fixed for determining the eligibility of Members to vote through remote e-voting and voting through physical ballot process on the proposed 5 (five) resolutions as mentioned in the Notice of the Annual General Meeting of the Company. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes at the meeting through ballotpaper.

Continued.....2

*D. Chatterjee*



-: 2:-


The following items of business, as per the Notice of AGM dated 28<sup>th</sup> May 2016, were transacted at the meeting.

1. Adoption of Financial Statements of the Company both on Standalone and Consolidated basis for the financial year ended March 31, 2016 and the reports of the Board of Directors and Auditors thereon.
2. Declaration of Dividend on Equity Share of the Company.
3. Re-appointment of Mr. Amit Chowdhuri (DIN: 00080854) who retires by rotation and, being eligible offers himself for re-appointment.
4. Ratify appointment of M/s Ghosal, Basu & Ray, Chartered Accountants (FRN 315080E), Kolkata, from the conclusion of the Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration for the financial year ending 31<sup>st</sup> March, 2017.
5. Ratify the remuneration payable to M/s Mou Banerjee & Co., Cost Accountants (Regn No: 00266) for the financial year ending 31<sup>st</sup> March 2017.

The Board of Directors had appointed Mr. Ashok Kumar Daga, Practicing Company Secretary, (Membership Nos. FCS 2699) as the Scrutinizer to supervise the e-voting and ballot voting process. The Chairman authorized Mr. D Chowdhury, Company secretary and in his absence Mr. Somnath Chatterjee, Managing Director to declare the results of voting on Friday, 30<sup>th</sup> September 2016 at the Corporate Office of the Company at 113 Park Street, 9<sup>th</sup> Floor, Kolkata - 700016. The scrutinizers report was received and accordingly all the resolutions as set out in the notice were declared as passed.

This is for your information and record.

Thanking you.  
Yours faithfully,  
For B & A Ltd

  
D. Chowdhury  
Company Secretary





**Ashok Kumar Daga**

B. Com. (H), LLB., FCS  
Practising Company Secretary

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FLAT # 1B, 1ST FLOOR  
KOLKATA - 700055  
Phone : +91 33 32916865  
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### Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

Name of the Company	<b>B &amp; A LIMITED</b>
Meeting	Annual General Meeting
Date & Time	Thursday, 29 <sup>th</sup> September, 2016 at 10.30 a.m
Venue	<b>Indu Bhawan, Mahatma Gandhi Road, Jorhat, Assam - 785001</b>

To  
The Chairman, Annual General Meeting  
B & A LIMITED  
Indu Bhawan, Mahatma Gandhi Road,  
Jorhat, Assam – 785001

#### **1. Appointment as Scrutinizer**

I was appointed as Scrutinizer for the remote e-voting as well as the voting conducted at the Annual General Meeting (AGM) of the B & A LIMITED (herein after referred to as the Company) held on Thursday, 29<sup>th</sup> September, 2016 at 10.30 a.m at Indu Bhawan, Mahatma Gandhi Road, Jorhat, Assam - 785001

#### **2. Dispatch of Notice Convening the meeting**

The Company has informed that, on the Basis of the Register of Members and the list of Beneficiary owners made available by the depositories viz, CENTRAL

ASHOK KUMAR DAGA  
Practising Company Secretary  
FCS-2699 & CP-2948

DEPOSITORY SERVICES (INDIA) LTD (CDSL), the Company completed dispatch of the Notice of the AGM;

- By Speed Post to 1994 members
- By Email to 1882 members

### 3. Cut-off Date

The Voting rights were reckoned as on 22<sup>nd</sup> September, 2016 being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the meeting.

### 4. Remote E-Voting:

#### 4.1 Agency:

The Company had appointed CDSL as the agency for providing the remote e-voting platform.

#### 4.2 Remote e-voting:

Remote e-voting platform was open from 10.00 am on Monday 26<sup>th</sup> September 2016, to 17.00 pm on Wednesday 28<sup>th</sup> September 2016, and members were required to cast their vote electronically conveying their assent or dissent in respect of the Resolutions, on the remote e-voting platform provided by CDSL.

### 5. Voting at the AGM:

5.1 As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that the members who have cast their votes through remote e-voting do not vote again at the general meeting, the scrutinizer shall have access after closure of period of remote e-voting and before the start of the general meeting, to only such details relating to members who have cast their vote through remote e-voting, such as their names, folios, number of shares held but not the manner in which they have voted.

  
ASHOK KUMAR DAGA  
Practicing Company Secretary  
FCS-2699 & CP-2948

5.2 Accordingly, CDSL the e-voting agency provided us with the names, DP Id / folio numbers and the shareholding of the members who had cast their votes through remote e-voting.

5.3 At the AGM, the Company has also provided the facility for voting by Ballot Paper to the members attending the Meeting who have not casted their vote by Remote E-voting. The Chairman of the AGM has also appointed me as a Scrutinizer for the same

## 6. Counting Process

6.1 On Completion of voting at the meeting, CDSL provided us with the List of Members who had cast their votes, with their holding details and details of the Vote on each of the Resolutions.

6.2 The votes were reconciled with the Records maintained by the Company and RTA with respect to the authorizations/ proxies lodged with the company.

6.3 I unblocked the e-voting results on the CDSL E- voting platform before Mr. D.N. Das and Ms. Ritika Gupta. Also after conclusion of the AGM the Ballot box was unlocked before Mr. D.N. Das and Ms. Ritika Gupta and downloaded the Remote E-voting results and counted physical ballot voting held at AGM.

## 7. Results

7.1 I observed that

- a) 8 members had casted their votes through the Ballot- voting facility provided at the meeting.
- b) 31 members had cast their votes through remote e- voting.

7.2 The Consolidated Results with respect to each item on the agenda set out in the notice of AGM dated 28<sup>TH</sup> May, 2016 is enclosed.

  
ASHOK KUMAR DAGA  
Practicing Company Secretary  
FCS-2699 & CP-2948

7.3 Based on aforesaid results, Ordinary Resolutions contained in Item No. 1 to 5 of the Notice dated 28<sup>TH</sup> May, 2016 has been passed with requisite majority. However, 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 votes casted by one shareholder by electronic means with respect to certain 2,21,230 shares in the company shall abide by the final outcome of a suit pending before Learned Jorhat Court.

7.4 Soft copy of the details of e-voting of the members who have casted their vote through remote e-voting on each resolutions, will be emailed to company after the announcement of Results.

Dated: 30<sup>th</sup> September 2016

Place : Kolkata



ASHOK KUMAR DAGA  
Practicing Company Secretary  
FCS-2699 & CP-2948

**Item No.1:-**

"RESOLVED THAT the financial statements of the Company comprising of Profit & Loss Account for the year ended 31<sup>st</sup> March, 2016, the Balance Sheet as at that date and notes to the accounts, both on standalone and consolidated basis with its subsidiary company, as on 31<sup>st</sup> March, 2016 together with the Reports of the Directors and the Auditors thereon be and are hereby adopted."

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	30	8	38	665655	671	666326	67.82	21.49
DISSENT	1	0	1	316200	0	316200	32.18	10.20
INVALID	0	0	0	0	0	0	0	00.00
TOTAL	31	8	39	981855	671	982526	100.00	31.69

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 1 of the Notice dated 28<sup>th</sup> May, 2016 has been passed with requisites majority.

**Item No.2**

- "RESOLVED THAT pursuant to the recommendation made by the Board of Directors of the Company, a final dividend at the rate of Rs. 3 per equity share of Rs. 10 each, absorbing Rs.93,00,000 (Ninety Three Lacs) only be paid out of the profits of the Company for the financial year ended 31<sup>st</sup> March, 2016 to the Equity Shareholders of the Company whose names stand registered in the Company's Register of Members after giving effect to valid transfers in physical form lodged with the Company or the Share Transfer Agents of the Company till end of business hours on 22<sup>nd</sup> September, 2016, or as beneficial owners, in accordance with the list furnished by National Security Depository Ltd. and Central Depository Services (India) Ltd. as at the end of the business hours on 22<sup>nd</sup> September, 2016 or their mandates."

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	31	8	39	981855	671	982526	100.00	31.69
DISSENT	0	0	0	0	0	0	0.00	0.00
INVALID	0	0	0	0	0	0	0.00	0.00
TOTAL	31	8	39	981855	671	982526	100.00	31.69

  
**ASHOK KUMAR DAGA**  
 Practicing Company Secretary  
 FCS-2699 & CP-2948



Based on aforesaid Results, Ordinary Resolution Contained in Item no. 2 of the Notice dated 28<sup>th</sup> May, 2016 has been passed with requisites majority

### Item No.3

“RESOLVED THAT Mr. Amit Chowdhuri(DIN 00080854) who retires by rotation at this Annual General Meeting be and is hereby re-appointed a Director in the Company.”

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
<b>ASSENT</b>	30	8	38	665655	671	666326	67.82	21.49
<b>DISSENT</b>	1	0	1	316200	0	316200	32.18	10.20
<b>INVALID</b>	0	0	0	0	0	0	0	00.00
<b>TOTAL</b>	31	8	39	981855	671	982526	100.00	31.69

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 3 of the Notice dated 28<sup>th</sup> May, 2016 has been passed with requisites majority

### Item No.4

RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions if any of the Companies Act' 2013 read with Rule 3(7) of Companies (Audit and Auditors) Rules 2014 including any statutory modification(s) or re-enactment thereof for the time being in force, the Company hereby ratifies the appointment of M/s Ghosal, Basu & Ray, Chartered Accountants, (Registration No: 315080E), Kolkata to hold office of the Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on such remuneration decided by the Board of Directors of the Company in consultation with the Auditors.”

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
<b>ASSENT</b>	30	8	38	665655	671	666326	67.82	21.49
<b>DISSENT</b>	1	0	1	316200	0	316200	32.18	10.20
<b>INVALID</b>	0	0	0	0	0	0	0	00.00
<b>TOTAL</b>	31	8	39	981855	671	982526	100.00	31.69

  
**ASHOK KUMAR DAGA**  
 Practicing Company Secretary  
 FCS-2699 & CP-2948

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 4 of the Notice dated 28<sup>th</sup> May, 2016 has been passed with requisites majority

**Item No.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) appointed by the Board of Directors as Cost Auditors to conduct the audit of the Cost Records of the Company for the financial year ending 31<sup>st</sup> March, 2017 amounting to Rs. 50,000/- (Fifty thousand) as also the payment of service tax as applicable and re-imbusement of out of pocket expenses in actual incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed."

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
<b>ASSENT</b>	30	8	38	665655	671	666326	67.82	21.49
<b>DISSENT</b>	1	0	1	316200	0	316200	32.18	10.20
<b>INVALID</b>	0	0	0	0	0	0	0	00.00
<b>TOTAL</b>	31	8	39	981855	671	982526	100.00	31.69

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 5 of the Notice dated 28<sup>th</sup> May, 2016 has been passed with requisites majority

  
**ASHOK KUMAR DAGA**  
 Practicing Company Secretary  
 FCS-2699 & CP-2948