



B&A/KOL/DDC/355

14th September 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 Annual General Meeting (AGM) of B & A Limited and Scrutinizer's Report

This is to inform you that the Annual General Meeting (AGM) of B & A Limited ("the Company") was duly convened on Thursday, 14th September 2023 at the registered office of the Company at Indu Bhawan, Mahatma Gandhi Road, Jorhat-785001, Assam at 10.00 AM (IST).

In this regard, please find enclosed the following:

- 1) Summary of the proceedings of the AGM 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 14th September 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 Annual General Meeting (AGM) of B & A Limited ('the Company') held on Thursday, 14th September 2023 at 10.00 AM (IST) at the registered office of the Company at Indu Bhawan, Mahatma Gandhi Road, Jorhat-785001, Assam.

The AGM of Members of the Company was held on Thursday, 14th September 2023 at the registered office of the Company at Indu Bhawan, Mahatma Gandhi Road, Jorhat-785001, Assam at 10.00 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
Mrs. Mou Mukherjee, Non-Executive, Independent, Chairman of Audit Committee
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
Mr. Tarun Chatterjee, Advocate, Scrutinizer (E-voting and venue ballot voting)
Mr. Apratim Ray, Partner, M/s Ghosal, Basu & Ray, Statutory Auditor
QUORUM OF THE MEETING
A total of 22 members in person and 10 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 AGM. It was recorded that the Chairman of the Audit Committee and Nomination and Remuneration Committee and Stakeholders Relationship Committee were present at the meeting. Mrs. Anuradha Farley, Mr. Basant Kumar Goswami, Mr. Robin Aidan Farley, Mr. Himangshu Sekhar Das, Mr. Rajkamal Bhuyan, Mr. Amit Kiran Deb and Ms. Simeen Hossain, Directors of the Company could not attend the meeting. The Chairman confirmed the presence of Scrutinizer for the remote e-voting and ballot voting during the AGM. He informed that Mrs. Binita Pandey, Partner, T. Chatterjee & Associates, Secretarial Auditor of the Company could not attend the meeting. Mr. D. Chowdhury informed that the Statutory Registers under the Companies Act, 2013, Auditors' Report, Secretarial Audit Report and other documents as referred to in the Notice dated 25th May 2023 calling the AGM were kept open for inspection by the Members present at the meeting.

Thereafter, the Chairman delivered his speech highlighting inter-alia current economic scenario and functioning of the Company. The Notice calling the AGM was taken as read with the consent of the Shareholders. Mr. Apratim Ray, read the Auditors' Report on the Financial Statements.





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, 11th September 2023 [10.00 AM (IST)] to Wednesday, 13th September 2023 [5.00 PM (IST)]. The "cut off" date, i.e. Thursday, 7th September 2023 was fixed for determining the eligibility of Members to vote through remote e-voting and voting through physical ballot process on the proposed 9 (nine) resolutions as mentioned in the Notice of the AGM of the Company. Members who were present at the AGM 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 25th May 2023 was transacted at the meeting:

Sl No.	Particulars	Type of Resolution
Ordinary Business		
1.	Adoption of Audited Financial Statements, Reports of the Directors and Auditors for the financial year 2022-23.	Ordinary Resolution
2.	Declaration of Dividend on Equity Shares.	Ordinary Resolution
3.	Reappointment of Mrs. Anuradha Farley (DIN: 06699021) who retires by rotation.	Ordinary Resolution
4.	Reappointment of Mr. Robin Aidan Farley (DIN: 08217522) who retires by rotation.	Ordinary Resolution
5.	Fixation of remuneration of M/s Ghosal, Basu & Ray, Chartered Accountants (Registration No. 315080E) for the financial year ending 31st March 2024.	Ordinary Resolution
Special Business		
6.	Reappointment of Ms. Simeen Hossain (DIN: 08893052) as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from 1st April 2024 till 31st March 2029.	Special Resolution
7.	Reappointment of Mr. Amit Kiran Deb (DIN: 02107792) as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from 1st October 2023 till 30th September 2028 and continuation of Directorship notwithstanding his attaining 75 (Seventy-Five) of age.	Special Resolution
8.	Continuation of Directorship of Mr. Anjan Ghosh (DIN: 00655014) as a Non-Executive Director on his attaining the age of 75 (Seventy-Five) years on 15th July 2024.	Special Resolution
9.	Ratification of remuneration payable to M/s Mou Banerjee & Co., Cost Auditors (Registration No. 000266) for the financial year 2023-24.	Ordinary Resolution



[Handwritten signature]



Thereafter, the Chairman invited Members seeking clarification on the Company's accounts and business. Members present acknowledged the performance of the Company during the financial year 2022-23. 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 including the shareholders, partners, government, employees, customers, supplier, vendors, bankers and co-directors for their valuable contribution towards the Company's performance and declared the AGM as concluded at 10.30 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

Kolkata Office : "ABHISHEK POINT" 4th Floor,
152, S. P. Mukherjee Road, Kolkata - 700026
Phone : (033) 4060 5149 / 2465 0061
Mobile : 9433239319 / 9007429681
E-mail : tchatterjeeassociates@gmail.com

Delhi Office : 1209, 12th Floor, Ansal Tower,
38 Nehru Place, New Delhi, Delhi - 110019

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 Annual General Meeting 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 25th May 2023, to scrutinize the remote e-voting and voting by ballot at the venue of the Annual General Meeting (AGM) of the Company 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 25th May 2023 calling the AGM of the members of the Company held on Thursday, 14th September, 2023 at 10:00 AM (IST) at the Registered Office of the Company at Indu Bhawan, Mahatma Gandhi Road, Jorhat-785001, Assam and 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, 11th September 2023 at 10:00 AM (IST) and ended on Wednesday, 13th September 2023 at 5:00 PM (IST).
7. The votes cast were unblocked on 14th September 2023 at 10.40 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 AGM on the resolutions contained in the Notice dated 25th May 2023 of the AGM 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 AGM venue and by the remote e-voting on the resolutions contained in the Notice dated 25th May 2023 of the AGM 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 AGM	14-09-2023
Total number of shareholders on record date	2442
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	6
Public:	26
No. of Shareholders attended the meeting through video Conferencing:	NOT APPLICABLE
Promoters and Promoter Group	
Public	



ORDINARY BUSINESS

Item No. 1: Adoption of Audited Financial Statements, Reports of the Directors and Auditors for the financial year 2022-23.

- (a) "RESOLVED THAT the audited Standalone Financial Statement of the Company for the financial year ended 31st March 2023 and reports of the Board of Director and Auditors thereon laid before the meeting, be and are hereby considered and adopted."
- (b) "RESOLVED THAT the audited Consolidated Financial Statement of the Company for the financial year ended 31st March 2023 and report of the Auditors thereon laid before the meeting, be and are hereby considered and adopted."

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		100	0.01	100	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1833594	970997	52.96	654797	316200	67.44	32.56
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	284565	22.48	284564	1	99.99	0.01
	Poll		124766	9.85	124766	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1266106	409331	32.33	409330	1	99.99	0.01
Total		3100000	1380328	44.53	1064127	316201	77.09	22.91

Item No. 2: Declaration of Dividend on Equity Shares.

“RESOLVED THAT a final dividend at the rate of Re. 0.50/- per equity share of Rs. 10/- (Ten rupees) each fully paid up of the Company be and is hereby declared and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended 31st March 2023 to the Equity Shareholders of the Company whose names stand registered as members in the Company’s register of members or as beneficial owners in the books of National Securities Depository Ltd and Central Depository Services (India) Ltd as at the end of business hours on Thursday, 7th September, 2023 or to their mandates.”

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		100	0.01	100	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1833594	970997	52.96	654797	316200	67.44
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	284565	22.48	284564	1	99.99	0.01
	Poll		124766	9.85	124766	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1266106	409331	32.33	409330	1	99.99
Total		3100000	1380328	44.53	1064127	316201	77.09	22.91

Item No.3: Reappointment of Mrs. Anuradha Farley, Director (DIN:06699021) who retires by rotation.

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Anuradha Farley (DIN:06699021), who retires by rotation at this meeting and being eligible has offered herself for reappointment, be and is hereby reappointed as Director of the Company, liable to retire by rotation.”

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		100	0.01	100	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1833594	970997	52.96	654797	316200	67.44
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	284565	22.48	284564	1	99.99	0.01
	Poll		124766	9.85	124766	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1266106	409331	32.33	409330	1	99.99
Total		3100000	1380328	44.53	1064127	316201	77.09	22.91

Item No. 4: Reappointment of Mr. Robin Aidan Farley, Director (DIN:08217522) who retires by rotation.

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act 2013, Mr. Robin Aidan Farley (DIN:08217522), who retires by rotation at this meeting and being eligible has offered himself for reappointment, be and is hereby reappointed as Director of the Company, liable to retire by rotation.”

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		100	0.01	100	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1833594	970997	52.96	654797	316200	67.44
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	284565	22.48	284564	1	99.99	0.01
	Poll		124766	9.85	124766	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1266106	409331	32.33	409330	1	99.99
Total		3100000	1380328	44.53	1064127	316201	77.09	22.91

Item No. 5: Fixation of remuneration of M/s Ghosal, Basu & Ray, Chartered Accountants (Registration No.315080E) for the Financial Year ending 31st March 2024.

“RESOLVED THAT pursuant to the provisions of Sections 139,142 and other applicable provisions, if any, of the Companies Act’ 2013 read with Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], M/s. Ghosal, Basu & Ray, Chartered Accountants (Registration No. 315080E) be paid such remuneration as shall be fixed by the Board of Directors of the Company for conducting the Statutory Audit of the Company for the financial year ending 31st March 2024.”

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		100	0.01	100	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1833594	970997	52.96	654797	316200	67.44
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	284565	22.48	284564	1	99.99	0.01
	Poll		124766	9.85	124766	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1266106	409331	32.33	409330	1	99.99
Total		3100000	1380328	44.53	1064127	316201	77.09	22.91

SPECIAL BUSINESS

Item No. 6: Reappointment of Ms. Simeen Hossain (DIN: 08893052) as an Independent Director of the Company for a second term of 5 (Five) consecutive years with effect from 1st April 2024 till 31st March 2029.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV 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 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Ms. Simeen Hossain (DIN:08893052) who was appointed as an Independent Director and who holds office of Independent Director upto 31st March 2024 and being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Act’ from a member proposing her candidature for the office of Director, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect from 1st April 2024 till 31st March 2029 on the Board of the Company.”



Resolution Required:					Special 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		100	0.01	100	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1833594	970997	52.96	654797	316200	67.44
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	284565	22.48	284564	1	99.99	0.01
	Poll		124766	9.85	124766	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1266106	409331	32.33	409330	1	99.99
Total		3100000	1380328	44.53	1064127	316201	77.09	22.91

Item No. 7: Reappointment of Mr. Amit Kiran Deb (DIN:02107792) as an Independent Director of the Company for a second term of 5(five) consecutive years with effect from 1st October 2023 till 30th September 2028 and continuation of Directorship notwithstanding his attaining 75 (Seventy-Five) years of age.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act’ 2013 (the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“the Rules”) 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. Amit Kiran Deb (DIN: 02107792) who was appointed as an Independent Director and who holds office of Independent Director upto 30th September 2023 and being 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 reappointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect from 1st October 2023 till 30th September 2028 on the Board of the Company.

RESOLVED FURTHER THAT pursuant to the applicable provisions of the Act’, Rules and Regulation 17(1A) of SEBI-LODR [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Amit Kiran Deb (DIN: 02107792) will continue as Independent Director on the Board of the Company on his attaining the age of 75 (Seventy-Five) years to hold office till the completion of his term of directorship i.e. upto 30th September 2028.”



Resolution Required:					Special 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		100	0.01	100	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1833594	970997	52.96	654797	316200	67.44
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	284565	22.48	284564	1	99.99	0.01
	Poll		124766	9.85	124766	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1266106	409331	32.33	409330	1	99.99
Total		3100000	1380328	44.53	1064127	316201	77.09	22.91

Item No. 8: Continuation of Directorship of Mr. Anjan Ghosh (DIN:00655014) as a Non-Executive Director on his attaining the age of 75 (Seventy-Five) years.

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act’ 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1A) 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], consent of the members of the Company be and is hereby accorded for the continuation of Directorship of Mr. Anjan Ghosh (DIN:00655014) who is liable to retire by rotation on the Board of the Company notwithstanding his attaining the age of 75 (Seventy-Five) years on 15th July 2024.”

Resolution Required:					Special 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		100	0.01	100	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1833594	970997	52.96	654797	316200	67.44
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	284565	22.48	284564	1	99.99	0.01
	Poll		124766	9.85	124766	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1266106	409331	32.33	409330	1	99.99
Total		3100000	1380328	44.53	1064127	316201	77.09	22.91

Item No. 9: Ratification of remuneration payable to M/s. Mou Banerjee & Co., Cost Auditors (Registration No. 000266) for the financial year 2023-2024.

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act 2013 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], the remuneration as approved by the Board of Directors to conduct the audit of cost records of the Company for the financial year ending 31st March 2024 as set out in the Explanatory Statement attached with the Notice, be paid to M/s. Mou Banerjee & Co, Cost Accountants (Registration No. 000266) as Cost Auditors of the Company.”

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		100	0.01	100	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1833594	970997	52.96	654797	316200	67.44	32.56
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	284565	22.48	284564	1	99.99	0.01
	Poll		124766	9.85	124766	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1266106	409331	32.33	409330	1	99.99	0.01
Total		3100000	1380328	44.53	1064127	316201	77.09	22.91

Total Number of Ballots Rejected

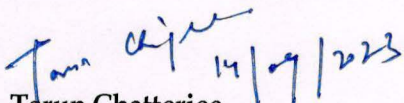
Number of Ballots rejected	Reason of Rejection
NIL	Not Applicable

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 vote "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
Advocate (WB 2068)**

Place: Kolkata

Date: 14th September 2023