

## CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Sections 108 of the Companies Act, 2013 read with Rules 20, and 21(1) of the Companies (Management and Administration) Rules, 2014]

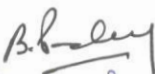

To  
The Chairman of Extra Ordinary General Meeting held on 22-02-2019  
**B&A Packaging India Limited**  
113, Park Street  
9<sup>th</sup> Floor, Kolkata- 700016

Sir,

1. I, Tarun Chatterjee, Advocate, has been appointed as a Scrutinizer by the Chairman of the Extra-Ordinary General Meeting of B&A Packaging India Limited (the "Company") for the purpose of Scrutinizing the vote casted by the Equity Shareholders of the Company on ballot carried out 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 Companies (Management and Administration) Rules, 2015 and Secretarial Standards on General Meetings read with Regulation 44(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), on the resolution contained in the notice dated 14<sup>th</sup> December, 2018 calling Extra-Ordinary General Meeting (EGM) of the members of the Company, held on Friday, 22<sup>nd</sup> February, 2019 at the Corporate office of the Company at 113, Park Street, 9<sup>th</sup> Floor, Kolkata- 700016.
2. After the declaration of voting 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 and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company.

a) CS. Binita Pandey :   
b) Ms. Jyoti Singh: 

4. The ballots were diligently scrutinized. The ballots were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.

5. The Company had also provided 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 19<sup>th</sup> February, 2019 (10:00 A.M) to 21<sup>st</sup> February, 2019 (5.00 P.M). The Board of Directors of B&A Packaging India Limited, appointed me as a Scrutinizer for the purpose of scrutinizing the e-voting process and voting on ballot in respect of Special resolution contained in the Notice calling Extra-Ordinary General Meeting dated 14-12-2018.

6. The votes cast were unblocked on 22-02-2019 in the presence of 2 witnesses, CS. Binita Pandey and Ms. Jyoti Singh who are not in the employment of the Company. They have given confirmation that the votes being unblocked in their presence.

7. 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, voting by ballot at Extra-Ordinary General Meeting on the resolution contained in the Notice dated 14<sup>th</sup> December, 2018 of the Extra-Ordinary General Meeting (EGM) of the members of the Company.



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

8. I do hereby submit the Consolidated Report of vote casted on ballot at the meeting and on e-voting on the resolutions contained in the Notice of the Extra-Oedinary General Meeting (EGM) dated 22<sup>nd</sup> February, 2019.

Date of the EGM	22-02-2019
Total number of shareholders on record date	2604
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group Public	3 15
No. of Shareholders attended the meeting through video Conferencing: Promoters and Promoter Group Public	NIL NIL



## Special Business

### Item No. 1: Appointment of Independent Director

"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], Mr.Amit Chowdhuri (DIN- 00080854) who was appointed as an Independent Director and who holds office of Independent Directors upto 31<sup>st</sup> March, 2019 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 re-appointed 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 1<sup>st</sup> April 2019 till 31<sup>st</sup> March 2024 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	3690114	3583714	97.12	3583714	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	3690114	3583714	97.12	3583714	0	100	0
Public-Institution	E-Voting	300000	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	300000	0	0	0	0	0	0
Public-Non Institution	E-Voting	970386	1504	0.15	1504	0	100	0
	Poll		4	0.00	4	0	100	0
	Postal Ballot		-	-	-	-	-	-
	Total	970386	1508	0.15	1508	0	100	0
TOTAL		4960500	3585222	72.28	3585222	0	100	0



Total Number of Ballots Rejected

Number of Ballots rejected	Reason of Rejection
NIL	NIL

9. A compact Disc (CD) containing list of equity shareholders who voted "FOR", "AGAINST" for the resolution is submitted with the report.
10. 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

Place: Kolkata  
Date: 22.02.2019