

B & A PACKAGING INDIA LIMITED

CIN: L21021OR1986PLC001624

Regd. Office: - 22, Balgopalpur Industrial Area, Balasore -756020, Odisha

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

Tel : (033) 2265 7389, 4004 7472, Fax: (033) 2265 1388

Email - investoresgrievance@bampl.com, Website: www.bampl.com

Notice of 36th Annual General Meeting

Notice is hereby given that the Thirty-sixth Annual General Meeting of the Shareholders of B & A Packaging India Limited ('the Company') will be held at the registered office of the Company at 22, Balgopalpur Industrial Area, Balasore - 756020, Odisha on Thursday, 1st September 2022 at 10.00 AM (IST) to transact the following business:

Ordinary Business

1. To consider and adopt the audited Financial Statement of the Company for the financial year ended 31st March 2022 together with the reports of the Directors and Auditors thereon and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the audited Financial Statement of the Company for the financial year ended 31st March 2022 and reports of the Directors and Auditors thereon laid before the meeting, be and are hereby considered and adopted."

2. To declare Dividend on Equity Shares of the Company for the financial year ended 31st March 2022 and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT a final dividend at the rate of Rs. 1.50/- 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 2022 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, 25th August 2022 or to their mandates."

3. To re-appoint Mr. Somnath Chatterjee (DIN : 00172364), who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 152 of the Companies Act' 2013, Mr. Somnath Chatterjee (DIN:00172364), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

4. To appoint Statutory Auditors and fix their remuneration and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 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) the retiring Statutory Auditors of the Company, be and is hereby re-appointed to hold office of the Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of sixth Annual General Meeting where this Annual General Meeting be counted as the first Annual General Meeting and they 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 2023."

Special Business:

5. To Increase the Borrowing Limits and in this regard, pass the following resolution as a Special Resolution:

“RESOLVED THAT in supersession of all earlier Ordinary/Special Resolutions passed by the Members of the Company in any General Meeting in this regard and pursuant to the provisions of section 180 (1)(c) the Companies Act’ 2013 and other applicable provisions, if any, of the said Act, consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time from any Financial Institutions, State Level Institution, Nationalized Bank, Scheduled Bank or any other financial institution including registered non-banking financial company with Reserve Bank of India or any other company, body corporate or any other entity, any sum or sums of monies, whether by way of loans, advances or otherwise, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s Bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed shall not, at any time, exceed the limit of Rs. 75,00,00,000 (Rupees Seventy Five Crore only).

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things as they may deem necessary to give effect to the above resolution and/or to execute all such documents, instruments and writings as may be required.”

6. To authorize the Board of Directors to execute mortgage in favor of lenders and in this regard, pass the following resolution as a Special Resolution:

“RESOLVED THAT in supersession of all earlier Ordinary/Special Resolutions passed by the Members

of the Company in any General Meeting in this regard and pursuant to the provisions of section 180(1)(a) of the Companies Act’ 2013 and other applicable provisions if any, of the said Act, the consent of the Company be and is hereby accorded to the Board of Directors of the Company for Mortgaging/Charging in favour of any All India Financial Institution, State Level Institution (hereinafter collectively referred to as ‘financial institutions’), Nationalized Bank, Scheduled Bank (hereinafter collectively referred to as ‘banks’) or any other financial institution including any non-banking financial company registered with Reserve Bank of India (hereinafter referred to as ‘nbfc’s’), all the immovable and movable properties of the Company both present and future and the whole of the undertaking of the Company or such of them as may be agreed to between the Board and the ‘financial institutions’ or ‘banks’ or ‘nbfc’s’ to secure any loan from such ‘financial institutions’, ‘banks’ or ‘nbfc’s’ together with interest, commitment charges, processing fees and other expenses incurred in connection with such loan and payable by the Company to such ‘financial institutions’, ‘banks’ or ‘nbfc’s’ in terms of any loan agreement to be entered into between the Company and such ‘financial institutions’, ‘banks’ or ‘nbfc’s’, provided however that the overall ceiling of such loan including interest payable to all such ‘financial institutions’, ‘banks’, or ‘nbfc’s’ shall not exceed an aggregate amount of Rs. 75,00,00,000 (Rupees Seventy Five Crore only) or such higher sum as may be prescribed by the general body of shareholders from time to time.”

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise with the lenders/trustees, the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution.”

By Order of the Board of Directors

Place : Kolkata
Date : 27th May, 2022

D. Chowdhury
Company Secretary
Membership No : A15674

NOTES:

1. **Proxy:** A member entitled to attend and vote at the Annual General Meeting on 1st September 2022 (AGM) 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. A blank proxy form is enclosed with this Notice.

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 AGM. Such request alongwith the scanned copy of the board resolution could be emailed at shares@bampil.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 regulation 36(5) of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI-LODR) read with section

102 (1) of the Companies Act' 2013 (the Act'), in respect of the Ordinary Business under Item no. 4 and Special Business under Item no. 5 and 6 as set above is attached with the Notice of the AGM. Details as required under Regulation 36 of the SEBI-LODR and Secretarial Standard on General Meeting (SS-2) in respect of the Directors seeking appointment at the AGM 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 AGM 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 AGM.
6. **Book closure :** 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, 26th August 2022 to Thursday, 1st September 2022 (both days inclusive).
7. **Record Date for Voting :** The Company has set Thursday, 25th August 2022 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 AGM, in both remote e-voting and physical mode.
8. **Dividend :** The Dividend, as recommended by the Board, if declared at the AGM, will be paid, subject to the provisions of section 126 of the Act', to those member or their mandates
 - (i) Whose names appear as Beneficial Owners as at the close of business hours on Thursday, 25th August 2022 in the list to be furnished by National Securities Depositories Ltd (NSDL) and Central Depository Services (India) Ltd (CDSL) [collectively DPs] in respect of shares held in electronic form and
 - (ii) Whose names appear as members in the Register of Members of the Company on Thursday, 25th August 2022.

Shareholders are requested to note that Securities and Exchange Board of India (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 such as warrants/demand draft incorporating bank details of the shareholders. Accordingly shareholders holding shares in demat form are requested to update their demat account with the DPs and those shareholders holding shares in physical form are requested to submit the form ISR-1 available at the website of the company to the RTA of the company, M/s MCS Share Transfer Agent Ltd, to enable them to update the necessary records for payment of dividends in electronic/approved mode.

Shareholders who have not so far encashed their dividend warrants for the financial year ended 31st March 2015, 2016, 2017 and 2018 may immediately approach the company's RTA, to claim the unpaid dividends. Shares with respect to which dividends remain unclaimed for seven years will be transferred to the Investor Education and Protection Fund (IEPF) as per section 123 of the Act' and applicable rules.

9. **Dematerialization and Nomination:** Members holding shares in physical mode are requested to convert their holding in dematerialized form to eliminate the risk associated with physical shares and ensure better management of their holding. Shareholders are requested to nominate in respect of their shareholding to ease the process of transmission. Shareholders are requested to note that SEBI vide its circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November 2021 has notified simplified norms for processing investors service request by RTA and mandatory furnishing of PAN, KYC details and Nomination by holders of physical securities. Necessary forms for furnishing the abovementioned details are notified by SEBI which are available at the website of the company. Members holding physical shares may note that unless such details are made available with RTA's records any form of investor service would not be available against concerned shares. Members holding physical shares may further note, in the event the RTA doesn't receive the details as above by 31st March 2023, concerned shares shall be frozen by RTA.

Members holding physical shares are requested to note that SEBI vide its circular dated 25th January 2022 has mandated listed companies to issue shares

in dematerialized form only while processing service requests from the concerned shareholders with regards to issue of duplicate, renewal, exchange, endorsement, sub-divided and/or consolidated certificate or transmission of shares. Detail procedures alongwith necessary documents are available at the website of the company at investor's section.

10. **Address for correspondence:** All correspondences should be addressed to company's RTA **M/s MCS Share Transfer Agent Ltd**, 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 investorsgrievance@bampl.com.
11. **Service of Notice and Annual Report:** The Annual Report 2021-22 and Notice of the AGM, Attendance Slip and Proxy Form are being sent in electronic form to all the members whose email IDs are registered with the company/DPs. 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. Annual Report for the financial year ended 31st March 2022, Notice of the AGM, Attendance Slip and Proxy Form are also available in the company's website at <https://www.bampl.com>. The same shall also be available at the website of Stock Exchange i.e. BSE Limited at www.bseindia.com. The Notice of the AGM will also be available at the website of CDSL <https://www.evotingindia.com>.
12. Members seeking any information with regard to accounts are requested to write to the Company Secretary at least 5 days in advance of AGM to enable the company to keep the information ready. Such queries mentioning name, demat a/c number/folio number, etc. should be sent to corporate office of the company or could be emailed at shares@bampl.in.
13. **E-voting:** 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 e-voting services provided by CDSL on the resolutions set forth in this notice.

14. **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 AGM.

15. **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, 29th August 2022 at 10 AM (IST) and ends on Wednesday, 31st August 2022 at 5 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, 25th August 2022 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) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Any person who becomes a member of the company after dispatch of the notice of the AGM and holding shares as on the cut-off date or any member whose email ids/mobile no. are not registered with the company/ DPs may obtain the login details required for e-voting
 - a) In case shares are held in physical mode, please send a scan copy of a signed request letter mentioning your Folio No., name of shareholder, complete postal address, alongwith scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) by email to shares@bampl.in.

b) For Demat shareholders - Please update your email id & mobile no. with your respective depository participant.

c) For Individual Demat shareholders – Please update your email id & mobile no. with your respective depository participant which is mandatory while e-voting through DPs.

(v) The voting rights of the shareholder will be in proportion of the shares held by them as on the record date i.e. Thursday, 25th August 2022 to the paid up equity share capital of the company.

(vi) Pursuant to SEBI Circular No. SEBI/HO/ CFD/ CMD/CIR/P/2020/242 dated 9th September 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 DPs/ 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.

(vii) 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 DPs 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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>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 URL for users to login to Easi /Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the 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. Additionally, there is also links provided to access the system of all e-voting Service Providers i.e. CDSL/ NSDL/KARVY/ LINKINTIME, 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 https://webcdslindia.com/myeasi/Registration/EasiRegistration.</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 ESPs.</p>
Individual Shareholders holding securities in Demat mode with NSDL	<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" 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</p>

	<p>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 e-voting service provider website for casting your vote during the remote e-voting period.</p>
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<p>Individual Shareholders (holding securities in Demat mode) login through their Depository Participants</p>	<p>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.</p>
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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 DPs 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 022-23058738 and 022-23058542-43.
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.: 1800 1020 990 and 1800 22 44 30.

- b) Login method for e-voting for **shareholders other than individual shareholders holding in demat form & physical shareholders.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 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 shareholders holding shares in demat form other than individual and physical form
PAN	<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"> 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)	<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"> 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 (b).

- 7) After entering these details appropriately, click on “SUBMIT” tab.
- 8) 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.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- 11) 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.
- 12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire resolution details.
- 13) 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.
- 14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on “Click here to print” option on the voting page.
- 16) 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 & enter the details as prompted by the system.
- 17) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**
 - 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.

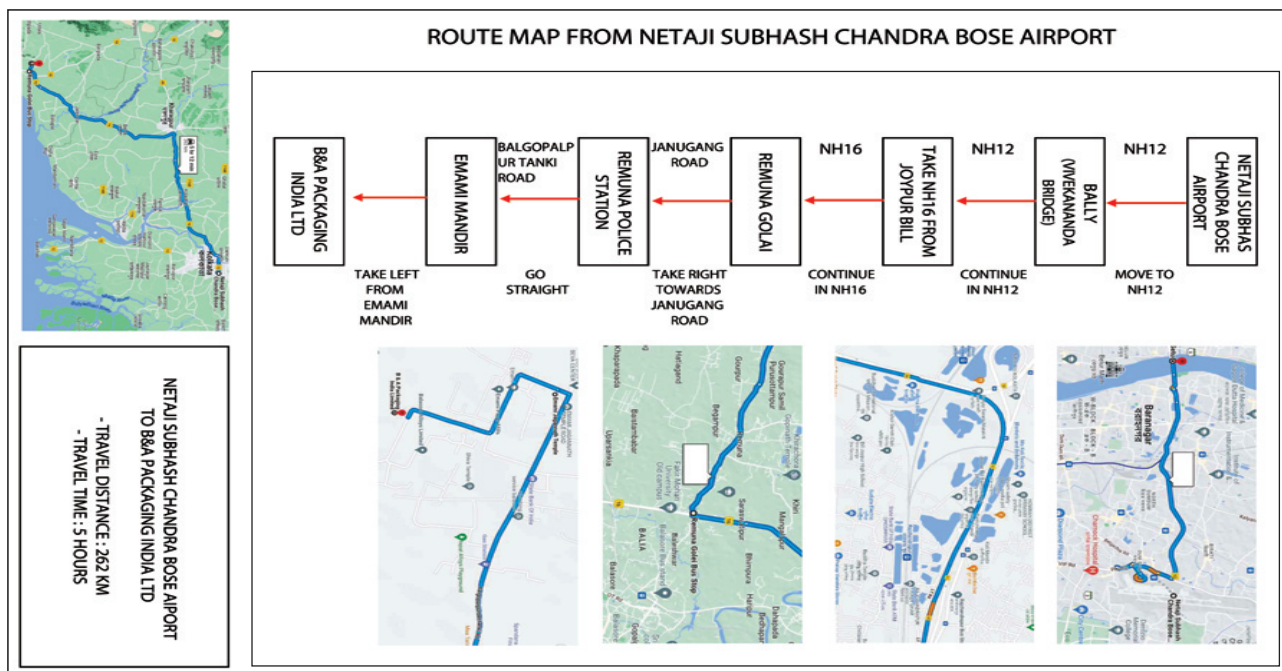
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to 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.
- Alternatively Non Individual shareholders are required 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@bampl.in (designated email address by 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.

- (viii) 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 022-23058738 and 022-23058542/43.
- (ix) 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 on 022-23058542/43.

16. **Results of e-voting:** Results of the e-voting shall be declared within 48 hours of the conclusion of the AGM. The Consolidated Scrutinizer's report on e-voting alongwith voting at the venue of AGM shall be placed at the website of the company, at www.bampl.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.

17. **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 read with Regulation 36(5) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The following statement sets out the material facts relating to the Ordinary and Special Business mentioned in the accompanying Notice of the Annual General Meeting to be held on 1st September 2022 ('the AGM'):

Item No. 4

The Board of Directors ('the Board') of B&A Packaging India Limited ('the Company') on recommendation made by the Audit Committee of Directors has recommended for re-appointment of M/s. Ghosal, Basu & Ray, Chartered Accountants, (Registration No. 315080E), Statutory Auditors of the Company, who retires at the conclusion of the AGM and is eligible for re-appointment, for a 2nd term of five consecutive years. They will hold office from the conclusion of the AGM till conclusion of the 6th Annual General Meeting of the Company, if re-appointed, where the AGM will be counted as the 1st Annual General Meeting.

The Board recommends for a fee of Rs. 1,80,000 (Rupees One Lac Eighty Thousand Only) [Previous year Rs.1,56,000 (Rupees One Lac Fifty Six Thousand Only)] to be paid to the Statutory Auditors for the financial year ending 31st March 2023 and such fees for the remaining tenure of their office, to be recommended/decided by the Board and approved by the Members of the Company from time to time.

M/s. Ghosal, Basu & Ray, is a reputed firm of Chartered Accountants, based at Kolkata, providing audit and assurance service to several joint stock companies. The firm employs 3 nos. of Chartered Accountants as Partners and Associates.

The Board recommends the Resolution set out in item no. 4 of the Notice of the AGM for approval by the Members.

Item no. 5 and 6

As per provisions of section 180 (1)(c) the Companies Act' 2013 (the Act'), the Board of Directors of a company, cannot except with the permission of the Shareholders in General Meeting, borrow monies in excess of the aggregate of the paid-up share capital of the Company and its free reserves.

Further in terms of section 180(1)(a) of the Act', the Board of Directors of a company cannot except with the permission of the Shareholders in General Meeting, sell, lease or otherwise dispose of the undertaking or undertakings of the Company. It is connoted that executing mortgage over a company's business assets or units other than equitable mortgages will operate as disposing off the undertaking or undertakings of that company.

The Shareholders of the Company in the Annual General Meeting held on 17th September 2014, approved inter alia, borrowings in terms of section 293(1)(d) of the Companies Act, 1956 up to an aggregate limit of Rs. 50 crore. In the same meeting the Members also authorised the Board to execute mortgage/put charge over immovable/movable properties of the Company in favour of the lenders to secure the borrowings upto Rs. 50 crore as stated hereinbefore.

The increasing business operations and future growth plans of the Company would necessitate restructuring of the borrowing limits by augmenting additional funds. This would necessitate authorizing the Board of Directors to borrow monies which may exceed at any time aggregate of the paid up share capital of the Company and its free reserves including present limit of Rs. 50 crore but limited to a sum not exceeding Rs. 75 crore. Hence, Resolution no.5 of the accompanying Notice is proposed for consideration of the Members, seeking permission from them to authorise the Board to borrow in excess of aggregate of the paid up capital of the Company and its free reserves not exceeding a sum of Rs. 75 crore at any point of time.

Further, gearing of additional funds from Financial Institutions and/or Banks in form of secured loans would contain terms and covenants inter alia mortgaging moveable and immovable assets of the Company in favour of the lenders. The Resolution no 6 of the accompanying notice is proposed to authorise the Board to approve and execute mortgages in favour of such Financial Institutions or Banks to secure any money borrowed by the Company from such lenders.

Your Directors recommend both these resolutions for your approval.

None of the Directors of the Company is concerned or interested in these Resolutions.

By Order of the Board of Directors

D. Chowdhury
Company Secretary
Membership No: A15674

Place : Kolkata
Date : 27th May, 2022

ANNEXURE TO THE NOTICE

Details in respect of Director seeking re-appointment at the AGM are provided herewith. The concerned Director has furnished requisite declarations for his re-appointment.

(i) Profile of the Appointee Director; Mr. Somnath Chatterjee: Born in 1962, Mr. Somnath Chatterjee is a commerce graduate. He was trained in UK in the area of manufacturing of packaging products. He has more than thirty seven years of extensive experience in the area of finance, production, human resource and commercial matters in tea plantation

and packaging business. He joined the Directorate in 2013. Mr. Chatterjee was appointed as Whole Time Director in the Company with effect from 29th March 2015. He was appointed as Managing Director with effect from 12th November 2020 for a period of 3 years. Currently he is seeking reappointment as a Director liable to retire by rotation. Mr. Chatterjee is a member of the Audit Committee, Stakeholders' Relationship Committee and Share Transfer Committee of the Board of Directors of the Company. He holds 19,385 equity shares 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 31st March 2022 are tabled below :

Name of the Director	Number of meetings of Board attended during FY 2021-22	Remuneration received during FY 2021-22 (in Rs. Lac)	Name of the other Listed Companies where the appointee is also a Director	Category of Directorship	Committee Membership	Chairmanship in Committees
Mr. Somnath Chatterjee	4	25.02	B&A Ltd.	Managing Director	(i) Stakeholder's Relationship Committee (ii) Share Transfer Committee	Nil

**B & A PACKAGING INDIA LIMITED**

CIN: L21021OR1986PLC001624

Regd. Office: 22, Balgopalpur Industrial Area, Balasore-756020, Odisha

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

Phone: (033) 2265 7389, 4004 7472, Fax: (033) 2265 1388

Email: investorsgrievance@bampl.com, Website: www.bampl.com

ATTENDANCE SLIP**ANNUAL GENERAL MEETING ON THURSDAY, 1ST SEPTEMBER 2022**

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

I/We hereby record my/our presence at the Annual General Meeting of the Company at 22, Balgopalpur Industrial Area, Balasore - 756020, Odisha on Thursday, 1st September, 2022.

Member's Folio 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 Sequence number as per point no. 15 (vii)(b) 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

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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 ON THURSDAY, 1ST SEPTEMBER 2022

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 : or failing him/her
- 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, 1st day of September, 2022 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.	Adoption of Audited Financial Statements, Reports of the Directors and Auditors for the financial year 2021-22.		
2.	Declaration of Dividend on Equity Shares.		
3.	Re-appointment of Mr. Somnath Chatterjee (DIN:00172364) who retires by rotation.		
4.	Appointment of M/s Ghosal, Basu & Ray, Chartered Accountants (Registration No. 315080E) as Statutory Auditors of the Company for a second term of five years and Fixation of remuneration for the financial year ending 31 st March 2023.		
5.	To Increase the Borrowing Limits of the Company.		
6.	To authorize the Board of Directors of the Company to execute mortgage in favor of lenders.		

Signed this day of, 2022

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 Ltd 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.**