

B & A PACKAGING INDIA LIMITED

CIN: L21021OR1986PLC001624

Regd. Office: - 22, Balgopalpur Industrial Area, Balasore -756020, Odisha, Ph. : (06782) 275725

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

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

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

Notice of 32nd Annual General Meeting

Notice is hereby given that the Thirty-second Annual General Meeting of the Shareholders of B & A Packaging India Limited will be held at the Registered Office of the Company at 22, Balgopalpur Industrial Area, Balasore - 756020, Odisha on Thursday, 20th September 2018 at 10.00 a.m. to transact the following business:

Ordinary Business

1. To consider and adopt the Financial Statements of the Company for the year ended 31st March, 2018 together with the reports of the Directors and Auditors thereon.
2. To declare dividend on equity shares of the Company.
3. To appoint a Director in place of Mr. Somnath Chatterjee (DIN: 00172364), who retires by rotation and being eligible, offers himself for re-appointment.
4. To fix remuneration of M/s Ghosal, Basu & Ray, Chartered Accountants (Registration No. 315080E) for the financial year ending 31st March 2019.

Special Business

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

5. "RESOLVED THAT pursuant to section 152 of the Companies Act' 2013, Mrs. Gargi Barooah (DIN: 01922307) be and is hereby appointed a Director liable to retire by rotation."

By order of the Board of Director

Place : Kolkata
Date : 19th May, 2018

D. Chowdhury
Company Secretary

Annexure to the Notice Explanatory Statement

Item No.5

Mrs. Gargi Barooah was appointed an Additional Director by the Board of Directors of the Company in its meeting held on 19th May 2018. Mrs. Gargi Barooah holds office upto this Annual General Meeting. In the aforesaid meeting of the Board, the Directors have also recommended the Members to appoint her as a Director liable to retire by rotation in this Annual General Meeting.

None of the Directors and Key Managerial Personnel and their relatives except Mrs. Gargi Barooah are concerned or interested in this resolution.

Your Directors propose this resolution to be passed by the members in the best interest of the Company.

By order of the Board of Directors

Place : Kolkata
Date : 19th May, 2018

D. Chowdhury
Company Secretary

NOTES:

1. A member entitled to attend and vote is also entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing proxy should, however, be deposited at the registered office of the Company not less than forty eight hours before the commencement of the meeting.
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder. A blank proxy form is enclosed with this notice. Relevant document referred to in the notice are open for inspection by the Members at the Registered Office of the Company on all working days during the business hours upto the date of the meeting.
2. The Company has set Thursday, 13th September 2018 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 ensuing Annual General Meeting as above, in both remote e-voting and physical mode.
3. Pursuant to the provision of section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company shall remain closed from Friday, 14th September 2018 to Thursday 20th September 2018 (both days inclusive).
4. The dividend, as recommended by the Board, if declared at the Annual General Meeting (AGM), will be paid, subject to the provisions of Section 126 of the Companies Act, 2013 to those member or their mandates whose names appear as members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company or its Registrar and Share Transfer Agent (RTA), MCS Share Transfer Agent Ltd, 12/1/5, Manoharpukur Road, Kolkata - 700026 on or before Thursday, 13th September 2018.
5. Shareholders are requested to note that SEBI vide its circular dated 20th April 2018 has directed Companies to distribute dividends via ECS/NEFT or other approved electronic mode or by physical instrument such as warrants/ demand draft incorporating bank details of the shareholders. Shareholders are requested to submit the form sent to them on 27th June 2018/28th July 2018 along with documents mentioned therein to the RTA of the Company to enable them to update the necessary records.
6. Shareholders who have not so far encashed their Dividend Warrants for the Financial Year ended 31st March 2014, 2015, 2016 and 2017 may immediately approach the Company's RTA, MCS Share Transfer Agent Ltd, 12/1/5, Manoharpukur Road, Ground Floor, Kolkata-700026 to claim the unpaid dividends.
7. Shareholders who are interested in making nominations in respect of their shareholding are requested to submit the necessary form to the RTA of the Company.
8. Physical copies of the Notice of the AGM and Annual Report for the year ended 31st March 2018 are being sent to all the Shareholders in the permitted mode alongwith Attendance Slip and Proxy inter-alia indicating the process of remote E-voting to all shareholders whose names stand registered in the Register of Members as on Friday, 10th August 2018. Notice of the Annual General Meeting, Attendance Slip and Proxy and Annual Report for the financial year ended 31st March 2018 are also available in the Company's website at www.bampl.com.
9. In compliance with the provisions of section 108 of the Companies Act' 2013 and the rules framed thereunder, the members are provided with the facility to cast their vote electronically, through remote evoting services provided by Central Depository Services (India) Ltd (CDSL) on the resolutions set forth in this notice.

SHAREHOLDER'S INSTRUCTIONS FOR REMOTE E-VOTING

The instructions for remote e-voting are as under:

- (i) The voting period begins on Monday, 17th September 2018 at 10 a.m. and will be concluded on Wednesday 19th September 2018 at 5 p.m. During this period Shareholders' of the Company, holding shares as on the cut-off date (record date) on Thursday, 13th September 2018 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The Shareholders should log on to the e-voting website www.evotingindia.com
- (iv) Click on "Shareholders' tab".
- (v) Now Enter your User ID
User ID: Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.

(vii) Shareholders are requested to follow the steps given below:

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department: <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/RTA are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field. (Please refer 'Electronic Voting Particulars' in the Attendance Slip)
Dividend Bank Details OR Date of Birth(DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in the Company's records in order to login. If both the details are not recorded with the Company please enter the member's folio number in the dividend bank details field as mentioned in instruction (v).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members will then directly reach the Company selection screen.
- (x) Click on the EVSN for the relevant B AND A PACKAGING INDIA LIMITED on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the Resolution if 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) Shareholders can also cast their vote using CDSL's mobile application m-voting available for android based mobiles. The m-voting app can be downloaded from Google Play. Apple and Windows phone users can download the app from the App store and Windows phone store respectively. Please follow the instructions as promoted by the mobile app while voting on your mobile.
- (xvii) **Note for Non – Individual Shareholders and Custodians**

Non-Individual Shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log in to www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- 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.
- In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

(xviii) **Other instructions on remote e-voting**

- (a) The remote e-voting period commences on Monday, 17th September 2018 at 10 a.m. and concludes on Wednesday, 19th September 2018 at 5 p.m. During this period, Shareholders may cast their vote electronically. The remote e-voting module will be disabled by CDSL for voting thereafter. Once the vote on resolution is casted by the shareholder, he shall not be allowed to change it subsequently.

- (b) The voting rights of the Shareholder will be in proportion of their shares as on Thursday, 13th September 2018 to the paid up equity share capital of the Company. However, any person who acquire share(s) and become a member after dispatch of notice and held share(s) as on “cut off” date may obtain the sequence number of remote e-voting by sending a request to the Company’s RTA at mcssta@rediffmail.com.
- (c) Provision of electronic voting will not be extended during the AGM, however those members who have not casted their vote through remote e-voting will be allowed to vote on poll. Those members who have exercised their voting through remote e-voting prior to the meeting may participate in the AGM but will not be entitled to vote on poll during the meeting.
- (d) Mr. Tarun Chatterjee, Advocate, has been appointed as the ‘Scrutinizer’ to scrutinize the remote evoting process in a fair and transparent manner.
- (e) The Scrutinizer will make his report of the votes casted in favour or against, if any, to the Chairman of the AGM or a person authorised by him on Friday, 21st September 2018 and he shall declare the result of the voting forth with.
- (f) The results declared along-with the Scrutinizer’s Report shall be placed on the Company’s website www.bampl.com and will be available in the website of CDSL and will be communicated to BSE Ltd. where the shares of the Company are listed.
10. (a) Mrs. Gargi Barooah, Additional Director, retires in the ensuing AGM. The Board of Directors proposes to reappoint her as a Director liable to retire by rotation. Mrs. Gargi Barooah born in 1965 is a Bachelor in Arts. She has substantial experience in the Packaging Industry. She holds 2400 Equity Shares in the Company. None of the Directors are related to Mrs. Barooah.
- (b) In the same meeting Mr. Somnath Chatterjee, Director retires by rotation and being eligible offer himself for reappointment. Mr. Somnath Chatterjee is a commerce graduate and was trained in United Kingdom in the area of manufacturing and packaging of products. He has more than thirty years of extensive experience in tea plantation and packaging business. None of the Directors are related to Mr. Chatterjee.

Particulars of directorship of Mrs. Barooah and Mr. Chatterjee in other Companies are tabled below:

Director	Name of the Company	Position Held	Committee Membership
Mrs. Gargi Barooah	NIL	NIL	NIL
Mr. Somnath Chatterjee	B & A Ltd.	Managing Director	Member in Audit Committee, Stakeholders Relationship Comiittee and Corporate Social Responsibility Committee

Route Map of the Venue of Annual General Meeting



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ATTENDANCE SLIP



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ANNUAL GENERAL MEETING THURSDAY, 20TH SEPTEMBER, 2018

Name and address of the shareholder(s)	
Registered Folio No.	

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, 20th September, 2018

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 as per point no. 9 (VII) of e-voting instructions in AGM notice

Please refer to the AGM Notice for E-Voting instructions

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

B & A PACKAGING INDIA LIMITED

PROXY FORM



CIN: L21021OR1986PLC001624
Regd. Office: 22, Balgopalpur Industrial Area, Balasore -756020, Odisha, Ph. : (06782) 275725
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[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

ANNUAL GENERAL MEETING THURSDAY, 20TH SEPTEMBER, 2018

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Thursday, the 20th September, 2018 at 10.00 a.m. at the Registered Office of the Company at 22, Balgopalpur Industrial Area, Balasore -756020, Odisha and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions Proposed	Optional*	
		For	Against
1	Adoption of Audited Financial Statements, Reports of the Directors and Auditors for the financial year 2017-18.		
2	Declaration of Dividend on the Equity Shares.		
3	Re-appointment of Mr. Somnath Chatterjee (DIN 00172364) who retires by rotation.		
4	Fixation of remuneration of M/s Ghosal, Basu & Ray, Chartered Accountants (Registration No. 315080E) for the financial year ending 31st March 2019		
5.	Appointment of Mrs. Gargi Barooah (DIN : 01922307) as a Director in the Company.		

Signed this day of 2018.

Registered Folio No..... Signature of shareholder :

Signature of Proxy holder(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, not less than 48 hours before the commencement of the Meeting.

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