

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

e-mail: investorsgrievance@bampl.com, Website: www.bampl.com

Phone: (033) 2217 8048, 2226 9582, Fax: (033) 2265 1388

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the 2nd Extraordinary General Meeting for the financial year 2024-25 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 Tuesday, 18th March 2025 at 11.00 A.M. (IST) to transact the following business:

Special Business

To consider and, if thought fit, to pass the following Resolutions, with or without any modification:

1. To approve the change in designation of Mr. Anjan Ghosh (DIN:00655014) from Independent Director to Non-Executive, Non-Independent Director of the Company and in this regard, pass the following resolutions as a **Special Resolution**:

"RESOLVED THAT Mr. Anjan Ghosh (DIN: 00655014) who was appointed as an Independent Director of the Company w.e.f. 1st day of April, 2020 and holds office till 31st day of March, 2025 under the provisions of sections 149 and 152 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the 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), and the Articles of Association and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, and being eligible, offer himself for appointment and in respect of whom the Company

has received a notice in writing under section 160(1) of the Companies Act, 2013 from a member signifying his intention to propose Mr. Anjan Ghosh's candidature for the office of Director, be and is hereby appointed as a Non-Executive, Non-Independent Director of the Company with effect from 6th February, 2025, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Anjan Ghosh will continue as Non-Executive Director (Non-Independent) of the Company notwithstanding that he is above 75 years old.

RESOLVED FURTHER THAT the Board be and is hereby authorised, empowered and directed to do all such acts, deeds, matters and things as may be considered requisite, desirable, appropriate or necessary to give effect to the aforesaid resolution and to authorize any Director or Key Managerial Personnel to sign, seal, deliver all documents, applications, papers and deeds and perform all matters, acts or things and to take all such steps as may be necessary or desirable to give effect to this resolution."

2. To appoint Mr. Arvind Parasramka (DIN:01081588) as a Non-Executive Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable

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provisions, if any, of the Companies Act, 2013 ('the Act') [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] and in terms of Regulation 17 (1C) 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] and the provisions of Articles of Association of the Company and based on the recommendations made by the Nomination and Remuneration Committee and of the Board of Directors of the Company ('the Board'), Mr. Arvind Parasramka (DIN:01081588) who was appointed an Additional Director on the Board with effect from 5th February 2025 and who holds such office upto the date of the Annual General Meeting to be held for the financial year 2024-25 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 appointed as a Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorised, empowered and directed to do all such acts, deeds, matters and things as may be considered requisite, desirable, appropriate or necessary to give effect to the aforesaid resolution and to authorize any Director or Key Managerial Personnel to sign, seal, deliver all documents, applications, papers and deeds and perform all matters, acts or things and to take all such steps as may be necessary or desirable to give effect to this resolution."

3. To appoint Mr. Gauri Prosad Sarma (DIN:09107885) as an Independent Director and in this regard, pass the following resolution as a **Special Resolution**:

"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 ("SEBI-LODR") [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company ("the Board") Mr. Gauri Prosad Sarma (DIN: 09107885) who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors with effect from 5th February 2025 and who has submitted a declaration that he meets the criteria of independence under section 149(6) of the Act', the Rules made thereunder and the Listing Regulations 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 an Independent Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five consecutive years with effect from 5th February 2025 up to 4th February 2030 on the Board of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised, empowered and directed to do all such acts, deeds, matters and things as may be considered requisite, desirable, appropriate or necessary to give effect to the aforesaid resolution and to authorize any Director or Key Managerial Personnel to sign, seal, deliver all documents, applications, papers and deeds and perform all matters, acts or things and to take all such steps as may be necessary or desirable to give effect to this resolution."

4. To approve the Alteration of Object Clause of the Memorandum of Association of the Company and in this regard, pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of sections 4, 13 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) and the rules framed thereunder, and other applicable regulations, rules and guidelines issued, if any, and subject to approval of the Ministry of Corporate Affairs, and any other appropriate

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regulatory / statutory authorities and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authority, the consent of the Members of the Company be and is hereby accorded to alter and amend the existing Sub-Clause 6 and 7 of Clause III (A) of the main object clause of the Memorandum of Association of the Company by inserting the following sub-clauses which are as under:

(6) To carry on in India or outside India the business of cultivation, manufacturing, trading, buying, selling, import and export of any kind of tea and coffee.

(7) To invest funds singly or jointly with group/other companies including holding company for acquisition and running of tea estates in India or outside India.

(8) To establish, conduct, manage and carry on as a going concern business of Resorts, Clubs, Holiday Camps, Apartment Houses, Hotels, Restaurants,

Refreshment and Tea Rooms for the purpose of selling, marketing, warehousing, blending and packaging of all types of teas and other beverage items.

(9) To export/import paper and plastics to/from all countries as may be permitted under any law in any forms.

RESOLVED FURTHER THAT the Board be and is hereby authorized, empowered and directed to do all such acts, deeds, matters and things as may be considered necessary, desirable and appropriate to give effect to the aforesaid resolution and to make necessary alterations/modifications in the Memorandum of Association to give effect to the above resolution and to execute documents, sign and to make necessary corrections/modifications/alterations suggested by the concerned authorities and to collect the certificate confirming the above alteration."

By Order of the Board of Directors
B & A Packaging India Limited

Anupam Ghosh
Company Secretary
Membership No : A38121

Place : Kolkata
Date : 5th February 2025

NOTES:

1. Proxy

A member entitled to attend and vote at the Extraordinary General Meeting on 18th March, 2025 ("EGM") 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: 0334072-4051, 52, 53 Fax: 0334072-4050; 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.

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 EGM. Such request alongwith the scanned copy of the board resolution could be emailed at investorsgrievance@bampl.com.

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 section 102(1) of the Companies Act' 2013 (the Act'), in respect of the Special Business under Item nos.1, 2, 3 and 4 as set above is attached

with the Notice of the EGM. Details as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards on General Meetings (SS-2) in respect of the Directors seeking appointment/reappointment at the EGM 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/corporate office of the company during normal business hours on all working days upto and including the day of the EGM 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 EGM.

6. Record Date for Voting

The Company has set Friday, 7th March 2025 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 EGM, in both remote e-voting and physical mode.

7. Address for correspondence

All correspondences should be addressed to company's 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 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.

8. Service of Notice

Notice will be served to all the members whose names appear on the list of Members as on Friday, 14th February, 2025.

The Notice of the EGM, Attendance Slip and Proxy Form are being sent in electronic form to all the members whose email IDs are registered with the company/ depositories. 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. Notice of the EGM, Attendance Slip and Proxy Form are also available at the company's

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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 and also at the website of CDSL at <https://www.evotingindia.com>.

9. E-voting

In compliance with the provisions of section 108 of the Act' 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.

10. 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 EGM.

11. 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 Saturday, 15th March, 2025 at 10.00 A.M. (IST) and closes on Monday, 17th March 2025 at 5.00 P.M. (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 Friday, 7th March 2025 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) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020, (hereinafter Cir 242) under Regulation 44 of Listing Regulations 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 Depositories/ 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.

- (iv) 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 Depositories 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.

Pursuant to above said Cir 242, Login method for e-voting for **individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with CDSL Depository	1) Users who have opted for CDSL Easi/ Easiest facility, can log in through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi/ Easiest are requested to visit cdsi website and click on Login icon and select New System Myeasi Tab. 2) After successful login the Easi/ Easiest user will be able to see the e-voting option for eligible companies where

	<p>the e-voting is in progress as per the information provided by the 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, 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 cdsi website www.cdsiindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN Number from an e-voting link available on www.cdsiindia.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 e-voting service providers.</p>		<p>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 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/IdeasDirect Reg.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 where in you can see e-voting page. Click on company name or e-voting service provider</p>
<p>Individual shareholders holding securities in demat mode with NSDL Depository</p>	<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</p>		

	name and you will be re directed to e-voting service provider website for casting your vote during the remote e-voting period.
Individual shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository 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 toll free no. 1800 22 55 33.
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.: 022-4886 7000 and 022-2499 7000.

(v) Login method for remote e-voting for **physical shareholders and shareholders other than individual shareholders holding in demat form.**

- 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 physical shareholders and other than individual shareholders holding shares in Demat mode
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) <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)	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. <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.

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- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.
- (xv) 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 and enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non-Individual Shareholders and Custodians – For Remote Voting Only**
- 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 will be mapped automatically and can be delink in case of any wrong mapping.
 - It is mandatory that, 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 mandatory 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; investorsgrievance@bamp1.com (designated email address of the 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.
- (xviii) Process of registering e-mail id/ mobile nos. of shareholders whose such particulars aren't registered with the Depository/ Company:

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- a. All holders of physical shares are requested to register updated email ID and mobile number to avail online services. The shareholders can register/update the contact details through ISR-1 which is available at the website of the company. Request through ISR-1 could be made to RTA or directly to the company.
 - b. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
 - c. For Individual Demat shareholders - Please update your email id and mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting.
- (xix) 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 toll free no. 1800 22 55 33.

- (xx) 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 at toll free no. 1800 22 55 33.

12. Results of e-Voting

Results of the e-voting shall be declared within 12 hours after conclusion of the EGM. The Consolidated Scrutinizer's report on e-voting alongwith voting at the venue of EGM 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.

13. 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

The following statement set out the material facts relating to the Special Business mentioned in the accompanying Notice of the Extraordinary General Meeting to be held on Tuesday, 18th March, 2025 ('the EGM'):

Item no. 1

Mr. Anjan Ghosh (DIN: 00655014) is currently serving as an Independent Director of the Company and his tenure of independent directorship expires on 31st day of March, 2025. To continue with an optimum combination of Executive, Non-executive and Independent Directors on the Board, with the recommendation of the Nomination and Remuneration Committee, the board proposed his appointment as Non-Executive Non-Independent Director of the Company w.e.f. 6th February, 2025 liable to retire by rotation. Mr. Anjan Ghosh will continue as Non-executive Director (Non-Independent) of the Company notwithstanding that he is above 75 years old.

The Board recommends the Resolution at item no.1 to be passed as a Special Resolution.

The requisite details and additional information pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Regulations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and applicable provisions of the Act' and Secretarial Standards, with respect to this appointment, as on the date of the Notice of the EGM are annexed with the Notice.

No Director or Key Managerial Personnel or any relative of the Directors or Key Managerial Personnel except Mr. Anjan Ghosh have any concern or interest in the Resolution.

The passing of this resolution does not and will not relate to or affect any other Company.

Item no. 2

Mr. Arvind Parasramka (DIN:01081588) was appointed as an Additional Director (in the capacity of Non-Executive Director) by the Board of Directors of the Company ('the Board') in its meeting held on 5th February, 2025 with immediate effect. By virtue of section 161 of the Companies Act 2013 ('the Act') Mr. Parasramka holds

office as an Additional Director upto the date of the AGM.

The Board at its meeting held on 5th February, 2025 on recommendation of the Nomination and Remuneration Committee, recommended for the approval of the Members, the appointment of Mr. Parasramka as a Non-Executive Non-Independent Director on the Board, liable to retire by rotation, as set out in the Resolution relating to his appointment. Mr. Parasramka, pursuant to section 152 of the Act' has given his consent to act as a Director on Board and requisite Notices, pursuant to section 160 of the Act' proposing his appointment as Director on the Board has been received by the Company from a member.

The requisite details and additional information pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Regulations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and applicable provisions of the Act' and Secretarial Standards, with respect to this appointment, as on the date of the Notice of the EGM are annexed with the Notice.

Mr. Parasramka being the appointee, is interested or concerned in the Ordinary Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, other than Mr. Parasramka is interested or concerned in this Resolution. The Board recommends the Ordinary Resolution set out in the item No. 2 of the Notice of the EGM for approval by the Members.

Item no. 3

The Board of Directors, ('the Board') on the recommendation of Nomination and Remuneration Committee appointed Mr. Gauri Prosad Sarma (DIN:09107885) as an Additional Director (in the capacity of Independent Director) of the Company, with effect from 5th February 2025 under Sections 149, 150 and 152 of the Companies Act 2013 ('the Act') and Article 69 of the Articles of Association of the Company.

Mr. Gauri Prosad Sarma is eligible to be appointed as an Independent Director for a term upto five consecutive years. The Company has received notice from a member under Section 160 of the Act' for Mr. Sarma signifying his candidature as an Independent Director of the Company. The Company has also received declaration of independence pursuant to relevant provisions of the

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Act' and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') from Mr. Gauri Prosad Sarma.

Further he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act', not debarred from holding the office of a Director by virtue of any SEBI order or any other authority and have successfully registered himself in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs. In the opinion of the Board, Mr. Gauri Prosad Sarma fulfil the conditions as set out in Section 149 (6) and Schedule IV of the Act' and Listing Regulations and are thereby eligible for appointment as an Independent Director.

The requisite details and additional information pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Regulations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and applicable provisions of the Act' and Secretarial Standards, with respect to this appointment, as on the date of the Notice of the EGM are annexed with the Notice. A copy of the letter of appointment of Independent Director is available for inspection as per procedure of inspection details provided in the Notice of the EGM. The fees payable to Mr. Gauri Prosad Sarma shall be linked to the factors like membership of the committees of the Board and attendance of the meetings of the Board and its committees.

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, other than Mr. Gauri Prosad Sarma is interested or concerned in the Special Resolution no 3 of the Notice calling the EGM.

The Board based on the recommendations of the Nomination and Remuneration Committee recommends the Special Resolutions relating to appointment of Mr. Sarma as an Independent Director of the Company as set out at item no. 3 of the accompanying Notice for approval of the Members.

Brief profile of the appointee Directors are provided in the annexure to the Notice calling the EGM.

Item No. 4

To enable the Company to venture into emerging business opportunities and to explore new areas

of business, alterations in the object clause for alignment with the existing main object clauses of the Memorandum of Association of the Company are required.

As per the provisions of the Companies Act, 2013, the Objects Clause of Memorandum of Association is to be bifurcated into two categories viz. (i) Objects for which the Company is established and (ii) Matters considered necessary in furtherance thereof.

In order to explore potential new business opportunities, it is proposed to alter the Objects Clause of Memorandum of Association of the Company.

Therefore, in terms of the provisions of Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Company is providing the facility to its members to enable them to vote on resolutions at the general meeting, by electronic means. Accordingly, the Special Resolution for alteration of Objects Clause of Memorandum of Association of the Company, is proposed to be passed in this EGM.

A copy of the proposed MoA of the Company will be available for inspection on the Company's website i.e. www.bampl.com, till the date of EGM.

The Board of Directors of the Company in its Meeting held on February 5, 2025 approved the above proposal and recommends the passing of the proposed Special Resolution as contained in the item no. 4 of this Notice, by Members of the Company. The Directors or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Resolution, except to the extent of their shareholding in the Company.

ANNEXURE TO THE NOTICE

Profile of the Directors seeking appointment at the EGM are provided herewith:

Brief Profile of the Appointee Directors

1. Mr. Anjan Ghosh born in 1949 and a fellow member of Institute of Chartered Accountants of India, was associated with J. Thomas group of companies, a reputed tea broking house in Kolkata for 34 years where he was elevated to Managing Director and Vice Chairman. Currently he works as a corporate consultant. He joined the Directorate in 2010. He also serves the Board of B & A Limited. Prior to joining this Directorate, Mr. Anjan Ghosh served

B & A PACKAGING INDIA LIMITED

J. Thomas & Company a professionally managed business house where he reached the highest echelon of the corporate structure and was elevated to the position of Vice-Chairman and Managing Director. As a member of the Board, Mr. Ghosh has been effectively advising the management on issues of strategy, performance, risk management and deployment of resources in the Company. The Company had received expert guidance from Mr. Ghosh on issues relating to financial management and banking solutions. Mr. Ghosh has been profound adherent of good corporate governance and has been practicing as such across the Board and Committees of listed companies where he is a Director. As a highly involved company director he has brought appropriate clarification or amplification of information on certain topics which were vital and delicate to the Company. He is not related to any Director on the Board. He does not hold any equity shares in the Company.

2. Mr. Arvind Parasramka born in 1966 is a commerce graduate from Jaipur University. Mr. Arvind Parasramka is the chairman of Amrex Ventures Group since 1997 and holding directorship in number of companies. He has collaborated with foreign banks and Indian royal families to resolve complex legacy matters.

Mr. Arvind Parasramka while serving as Chairman of Amrex Ventures Group has steered the

organization to remarkable growth in turnover, profitability and operational performance. Under his leadership, the group has investments in almost 500 Companies across diverse industries including dairy, forging, biotechnology, healthcare, etc. He is a prolific writer with expertise in Finance, Talent Acquisition, Shareholder Value Maximization etc. He is not related to any Director on the Board. He holds 200 equity shares in the Company.

3. Mr. Gauri Prosad Sarma born in 1963 has been a dynamic banking professional with over 37 years of experience. He holds the position of Chief General Manager (equivalent to COO) at Punjab National Bank, the second-largest nationalized bank in India. His areas of expertise are driving operational excellence, digital transformation, fintech innovations, and strategic leadership, even under high-pressure environments such as the COVID-19 pandemic, spearheading large-scale initiatives, including amalgamation projects, IT advancements, and customer service enhancements. Post superannuation, he served Punjab National Bank for 2 years as Advisor & Consultant, offering transformative insights to elevate operational efficiency and product innovation. He is not related to any Director on the Board. He does not hold any equity shares in the Company.

By Order of the Board of Directors
B & A Packaging India Limited

Anupam Ghosh
Company Secretary
Membership No : A38121

Place : Kolkata
Date : 5th February 2025

Details of Directors seeking appointment/Re-appointment pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and as per Secretarial Standard on General Meetings (SS-2):

Name of the Director	Mr. Anjan Ghosh	Mr. Arvind Parasramka	Mr. Gauri Prosad Sarma
Designation	Non-Executive Director	Non-Executive Director	Independent Director
Nature of expertise in specific functional areas	As provided in the brief profile	As provided in the brief profile	As provided in the brief profile
Inter-se relationship between Directors and other Key Managerial Personnel	Not related to any Director or KMP of the Company.	Not related to any Director or KMP of the Company.	Not related to any Director or KMP of the Company.
Names of listed entities in which the person also holds the directorship	B & A Limited	Nil	Nil
Membership of Committees of the board (along with listed entities from which the person has resigned in the past three years)	(i) Audit Committee (ii) Stakeholder's Relationship Committee (iii) Nomination and Remuneration Committee (iv) Share Transfer Committee	Nil	Nil
Chairmanship of Committees of the board	Nil	Nil	Nil
Number of Equity Shares held	Nil	200	Nil
Terms and Conditions of appointment/ reappointment	As per Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Appointment Letter of the Company.	As per Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Appointment Letter of the Company.	As per Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Appointment Letter of the Company.
Remuneration received during F.Y. 2024-25 (in Rs.)	2,89,000	Nil	Nil
Number of meetings of Board attended during F.Y. 2024-25	4 (Four)	Nil	Nil

EXTRAORDINARY GENERAL MEETING ON TUESDAY, 18TH MARCH 2025

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

I/We hereby record my/our presence at the Extraordinary General Meeting of the Company at 22, Balgopalpur Industrial Area, Balasore - 756020 on Tuesday, 18th March 2025.

Member's Folio No. _____ Member's/ Proxy's name in Block Letters _____ Member's/Proxy's Signature _____
 Note: Please 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. 11(v) of e-voting instructions in EGM notice

Please refer to the EGM Notice for E-Voting instructions.

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

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

EXTRAORDINARY GENERAL MEETING ON TUESDAY, 18TH MARCH 2025

I/We, being the holder(s) ofequity 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 Extraordinary General Meeting of the Company, to be held on Tuesday, 18th day of March 2025 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	Approve the change in designation of Mr. Anjan Ghosh (DIN:00655014) from Independent Director to Non-Executive, Non-Independent Director of the Company with effect from 6 th February, 2025 as a Special Resolution.		
2.	Appointment of Mr. Arvind Parasramka (DIN:01081588) as a Non-Executive Director of the Company with effect from 5 th February, 2025 as an Ordinary Resolution.		
3.	Appointment of Mr. Gauri Prosad Sarma (DIN: 09107885) as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from 5 th February 2025 till 4 th February 2030 as a Special Resolution.		
4.	Approve the Alteration of Object Clause of the Memorandum of Association of the Company as a Special Resolution.		

Signed thisday of, 2025
 Registered Folio No./DP ID & Client ID Signature of Shareholder(s)
 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 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.