

## **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 - investorsgrievance@bampl.com, Website: www.bampl.com

### **Notice**

Notice is hereby given that the Extra-Ordinary General Meeting of the Members of B & A Packaging India Ltd will be held at the Corporate Office of the Company at 113, Park Street, 9th Floor, Kolkata-700016 on Friday, 22nd February 2019 at 9.30 am to transact the following business:

#### **Special Business:**

1. To consider and if thought fit, to pass, with or without modification, 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 [including any statutory modification (s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Amit Chowdhuri (DIN 00080854) who was appointed as an Independent Director and who holds office of Independent Director upto 31st March, 2019 and being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect from 1st April 2019 till 31st March 2024 on the Board of the Company.”

By order of the Board

Place : Kolkata  
Date : 14th December, 2018

**D. Chowdhury**  
Company Secretary

**NOTES:**

1. A member entitled to attend and vote at the Extra-Ordinary General Meeting (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 either at the office of the Registrar and Share Transfer Agent, M/s MCS SHARE TRANSFER AGENT LIMITED (RTA) or at the Company's Registered Office not less than forty eight hours before the commencement of the meeting. Members are requested to note that office of the RTA has been shifted from 12/1/5, Manohar Pukar Road, Kolkata – 700026 to **383, Lake Gardens, 1st Floor, Kolkata - 700045** Phone: 033 4072-4051,52, 53 Fax- 033 4072-4050 email-mcssta@rediffmail.com
2. 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.
3. Corporate Members intending to send their authorized representative 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.
4. Explanatory Statement pursuant to section 102 of the Companies Act' 2013 (hereinafter the Act') relating to the Special Business to be transacted at the meeting is annexed hereto.  
  
The terms and conditions of reappointment of Independent Director are open for inspection by the members at the registered office of the Company on all working days during business hours up to the date of the meeting and also available at the website of the Company.
5. The Company has set Friday, 15th February 2019 as 'Record Date' for taking record of the shareholders of the Company who will be eligible for casting their vote on the resolution to be passed in the ensuing Extra-Ordinary General Meeting , in both remote e-voting and physical mode.
6. Electronic copy of the notice of the EGM along with annexure, proxy form and attendance slip are being sent to the shareholders whose name appears in the prelist furnished by NSDL and CDSL as Beneficial Owner as on Friday, 11th January 2019 (record date for this purpose) and whose email ids are registered with the Company/DP for communication purposes unless any such shareholder has requested for a hard copy of the same. For those shareholders whose name stand registered in the Register of Members as on Friday, 11th January 2019 and who have not registered their email address, physical copies of the Notice of this EGM is being sent in the permitted mode. The notice of the EGM is also available at the website of the Company at [www.bampl.com](http://www.bampl.com).
7. 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 Central Depository Services (India) Ltd (CDSL) on the resolutions set forth in this notice.
8. Mr. Tarun Chatterjee, Advocate (Enrolment No. WB 2068) failing him, Ms. Binita Pandey, Company Secretary in Practice (PCS No. 19730) has been appointed as the 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 Meeting.
9. **SHAREHOLDER'S INSTRUCTIONS FOR REMOTE E-VOTING**

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, 19th February 2019 at 10 a.m. and ends on Thursday, 21st February 2019 at 5 pm. 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, 15th February 2019 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) 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](http://www.evotingindia.com).
- (iv) Click on Shareholders tab.
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com). and voted on an earlier voting of any Company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"> <li>● Members who have not updated their PAN with the Company/depository participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>● 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.</li> </ul>
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"> <li>● 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 (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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 remote 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.

- (xii) Click on the EVSN for the relevant BandAPack on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) 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 prompted by the mobile app while voting on your mobile.
- (xx) **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 on to [www.evotingindia.com](http://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](mailto: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](mailto: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.
- (xxi) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### **Other Instructions On Remote E-voting**

- (i) The remote e-voting period commence on Tuesday, 19th February 2019 at 10 a.m. and ends on Thursday, 21st February 2019 at 5 pm. During this period, shareholders holding shares either in physical form or in dematerialised mode as on Friday, 15th February 2019 may cast their vote electronically. The remote e-voting module will be disabled by CDSL for voting hereafter. Once the vote on resolution is casted by the shareholder, he shall not be allowed to change it subsequently.
- (ii) The voting rights of the shareholder will be in proportion of their shares as on Friday, 15th February 2019 to the paid up equity share capital of the Company. However, any person who acquires Share(s) and become a member after dispatch of notice and held shares as on cutoff date may obtain the sequence number of remote e-voting by sending a request to the Company’s RTA at [mcssta@rediffmail.com](mailto:mcssta@rediffmail.com).
- (iii) Provision of electronic voting will not be extended during the EGM, 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 EGM but will not be entitled to vote on poll during the meeting.

- (iv) Mr. Tarun Chatterjee, Advocate, failing him, Ms. Binita Pandey, Practicing Company Secretary has been appointed as the ‘Scrutinizer’ to scrutinize the e-voting process in a fair and transparent manner.
- (v) The Scrutinizer will make his/her report of the votes casted in favour or against, if any, to the Chairman of the EGM or a person authorised by him on Saturday, 23rd February 2019 and he shall declare the results of the voting forthwith.
- (vi) 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 Bombay Stock Exchange where the shares of the Company is listed.

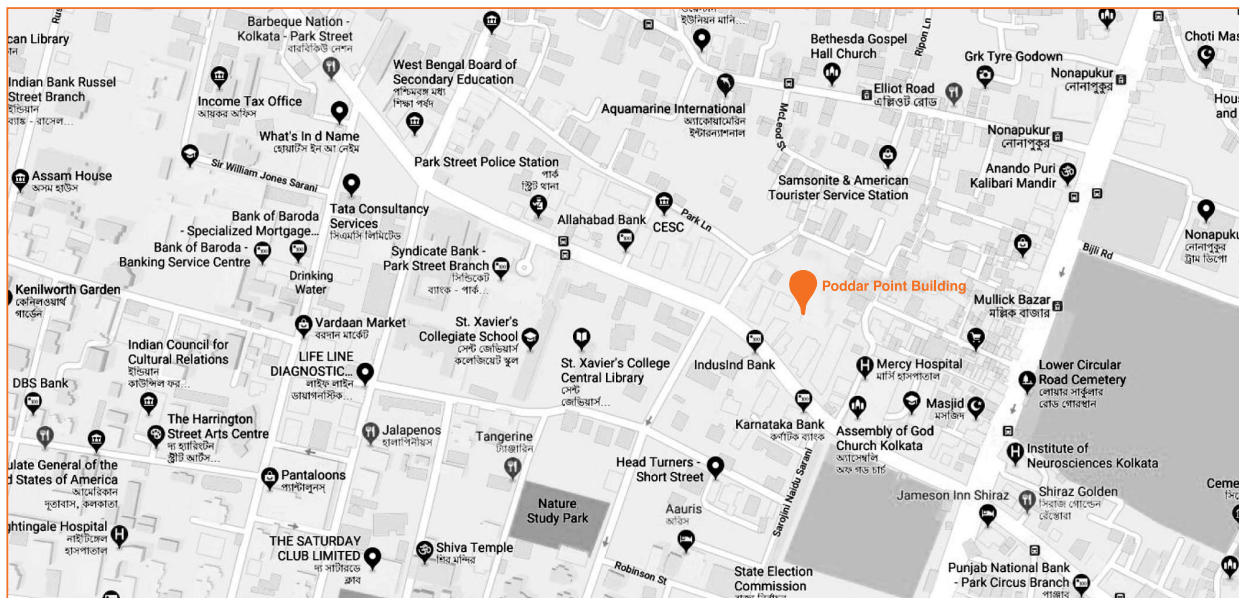
10. Information on the proposed appointee Director pursuant to Reg. 36 of SEBI (LODR):

Mr. Amit Chowdhuri: Mr. Chowdhuri born in 1st November 1949 is a Hons. Graduate from St. Edmunds College, Shillong. In his 40 years of career he has served J. Thomas & Co. Pvt. Ltd, a Calcutta based reputed tea auction house, in several capacity including Chairman and Managing Director. He serves the Audit Committee and Nomination and Remuneration Committee of Directors of the Company as member and is the Chairman of Stakeholder’s Relationship Committee and Corporate Social Responsibility Committee. Particulars of Directorship of Mr. Chowdhuri in other listed companies are tabled below.

Name of the Director	Name of the Company	Position	Committee Membership	Chairmanship
Mr. Amit Chowdhuri	B & A Ltd.	Non-Executive Director	(i) Nomination & Remuneration Committee  (ii) Corporate Social Responsibility Committee	Stakeholder’s Relationship Committee

11. The route map of the venue of the meeting is attached herewith for convenience of the Members.

**Route Map**





## **EXPLANATORY STATEMENT**

### **Pursuant to Section 102 of the Companies Act' 2013**

#### **Item No. 1**

The Members of the Company in the Annual General Meeting of the Company held on 17th September 2014 approved the appointment of Mr. Amit Chowdhuri as an Independent Director in the Company for an initial term of five consecutive years to hold office upto 31st March 2019.

Prior to joining this Directorate, Mr. Amit Chowdhuri during his career groomed himself as a proficient manager in 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 Chairman and Managing Director. It is imperative to note that as a professional manager he had practiced corporate governance throughout his career long before such philosophy was adopted by listed bodies. In fact Mr. Chowdhuri alongwith his other professional colleges in the Board has been instrumental in bringing good governance in the Board and Committee practices which is an essential responsibility of an Independent Director. As a member of the Board and all the Committees he serves he had effectively participated at deliberations in issues of strategy, performance, risk management, standards of conduct, deployment of resources and key appointments in the company. As a Chairman of the Stakeholder's relationship committee he has remained a keen contributory in safeguarding the interest of the shareholders and bringing improved and quick solutions to the shareholder's grievances. During the financial year 2017-18, under his Chairmanship the Corporate Social Responsibility Committee successfully implemented two key projects in Balasore. As a member of various prestigious clubs and trade bodies top industry executives and key individuals are assessable to him and he has brought appropriate clarification or amplification of information on several issues which were vital and delicate to the company.

In terms of section 149 of the Companies Act' 2013 (hereinafter the Act') read with Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter the SEBI (LODR)), an independent director shall hold office for an initial term of five consecutive years but shall be eligible for re-appointment on passing a Special Resolution by the Members of the Company. Accordingly on passing Special Resolution by the Members of the Company the above mentioned Director would stand eligible for reappointment as Independent Director in the Board of Directors of the Company (hereinafter the Board) for a 2nd term of five consecutive years on expiry of his existing tenure of Directorship as mentioned above.

The Company has received notice in writing from a Member of the Company under Section 160 of the Act, proposing candidature of Mr. Amit Chowdhuri for the office of Director of the Company.

In terms of what has been stated in para 2 above, the Board is of the view that continued association of Mr. Amit Chowdhuri would be beneficial for future development and business prospect of the Company. Besides, given the knowledge, experience and performance of the aforesaid Director and contribution to Board processes by him, it would be appropriate that he may continue to serve on the Board as an Independent Director for a 2nd term of five consecutive years to hold office from 1st April 2019 to 31st March 2024.

Accordingly, in compliance with the applicable provisions of the Act' and relevant rules and regulations framed thereunder and SEBI (LODR) the Board at its meeting held on 14th December 2018, recommended for the approval of the Members, the re-appointment of Mr. Amit Chowdhuri for a 2nd term of five consecutive years and to hold office as non-executive Independent Director from 1st April 2019 to 31st March 2024.

Declaration has been received from Mr. Amit Chowdhuri that he meet the criteria of Independence prescribed under Section 149 and Schedule IV of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI (LODR).

In the opinion of the Board, Mr. Amit Chowdhuri fulfills the conditions specified in the Act, the Rules thereunder and SEBI (LODR) for re-appointment as Independent Director and that he is independent of the management of the Company.

Additional information in respect of Mr. Amit Chowdhuri pursuant to the SEBI (LODR) and the Secretarial Standard on General Meetings is appended in the notice of this meeting.

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, other than Mr. Amit Chowdhuri is interested or concerned in the Special Resolution.

The Board recommends the Special Resolution in item no. 1 for the approval of the members.

By order of the Board

Place : Kolkata  
Date : 14th December, 2018

**D. Chowdhury**  
Company Secretary



# B & A PACKAGING INDIA LIMITED

ATTENDANCE SLIP

CIN : L21021OR1986PLC001624

Registered Office : 22, Balgopalpur Industrial Area, Balasore - 756 020, Odisha

Corporate Office : 113, Park Street, 9th Floor, Kolkata - 700 016

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

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

EXTRA-ORDINARY GENERAL MEETING ON FRIDAY, 22<sup>ND</sup> FEBRUARY 2019

Name and address of the shareholder(s)

Registered Folio No./DP ID & Client ID

I/We hereby record my/our presence at the Extra-Ordinary General Meeting of the Company held at 113, Park Street, 9th Floor, Kolkata-700016 on Friday, 22nd February, 2019.

Member's Folio No./DP ID & Client ID

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(VIII) of e-voting instructions in EGM notice

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



# B & A PACKAGING INDIA LIMITED

PROXY FORM

CIN : L21021OR1986PLC001624

Registered Office : 22, Balgopalpur Industrial Area, Balasore - 756 020, Odisha

Corporate Office : 113, Park Street, 9th Floor, Kolkata - 700 016

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

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

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

EXTRA-ORDINARY GENERAL MEETING ON FRIDAY, 22<sup>ND</sup> FEBRUARY 2019

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

- (1) Name : ..... Signature .....
- Address : .....
- Email ID : ..... or failing him/ her
- (2) Name : ..... Signature .....
- Address : .....
- Email ID : ..... or failing him/ her
- (3) Name : ..... Signature .....
- Address : .....
- Email ID : .....

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Friday, the 22nd day of February 2019 at the Corporate Office of the Company at 113, Park Street, 9th Floor, Kolkata - 700 016 and at any adjournment thereof, in respect of such resolution as indicated below :

Sl. No.	Resolution Proposed	Optional	
		For	Against
1.	Reappointment of Mr. Amit Chowdhuri (DIN:00080854) as an Independent Director for a 2nd term of Five consecutive years in the Company as Special Resolution.		

Signed this ..... day of ..... 2019

Registered Folio No/DP ID & Client ID ..... Signature of shareholder .....

Signature of proxy holder(s).....

Affix Revenue Stamp of Rs. 1/-

**Notes :** 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 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.