



**Ashok Kumar Daga**

B. Com. (H), LLB., FCS  
Practising Company Secretary

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### **Scrutinizer's Report**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

Name of the Company	<b>B &amp; A PACKAGING INDIA LIMITED</b>
Meeting	31 <sup>st</sup> Annual General Meeting
Date & Time	Thursday, 7 <sup>th</sup> September, 2017 at 10.00 a.m
Venue	<b>22, Balgopalpur Industrial Area, Balasore-756020, Odisha</b>

To  
The Chairman, 31<sup>st</sup> Annual General Meeting  
B & A PACKAGING INDIA LIMITED  
22, Balgopalpur Industrial Area,  
Balasore-756020, Odisha

#### **1. Appointment as Scrutinizer**

I was appointed as Scrutinizer for the remote e-voting as well as the voting to be conducted at the 31<sup>st</sup> Annual General Meeting (AGM) of the B & A Packaging India Limited (herein after referred to as the Company) held on Thursday, 7<sup>th</sup> September, 2017 at 10.00 A.M., at 22, Balgopalpur Industrial Area, Balasore-756020, Odisha.

  
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## **2. Dispatch of Notice Convening the meeting**

The Company has informed that, on the Basis of the Register of Members and the list of Beneficiary owners made available by the depositories viz, CENTRAL DEPOSITORIES SERVICES (INDIA) LIMITED (CDSL), the Company completed dispatch of the Notice of the AGM;

- By Registered Post to 2781 members

## **3. Cut-off Date**

The Voting rights were reckoned as on 31<sup>st</sup> August, 2017, being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the meeting.

## **4. Remote E-Voting:**

### **4.1 Agency:**

The Company had appointed CDSL as the agency for providing the remote e-voting platform.

### **4.2 Remote e-voting:**

Remote e-voting platform was open from 10.00 am on Monday, 4<sup>th</sup> September 2017, to 5.00 pm on Wednesday, 6<sup>th</sup> September 2017, and members were required to cast their vote electronically conveying their assent or dissent in respect of the Ordinary Resolutions, on the e-voting platform provided by CDSL.

## **5. Voting at the AGM:**

5.1 As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that the members who have cast their votes through remote e-voting do not vote again at the general meeting, the scrutinizer shall have access after closure of period of remote e-voting and before the start of the general meeting , to only such details

  
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relating to members who have cast their vote through remote e-voting , such as their names , folios, number of shares held but not the manner in which they have voted.

5.2 Accordingly, CDSL, the e-voting agency provided us with the names, folio numbers and the shareholding of the members who had cast their votes through remote e-voting.

5.3 At the AGM, the Company has also provided the facility for voting by Ballot Paper to the members attending the Meeting who have not casted their vote by Remote E-voting. The Chairman of the AGM has also appointed me as a Scrutinizer for the same.

## **6. Counting Process**

6.1 On Completion of voting at the meeting, CDSL provided us with the List of Members who had cast their votes, with their holding details and details of the Vote on each of the Resolution.

6.2 The votes were reconciled with the Records maintained by the Company and RTA with respect to the authorizations/ proxies lodged with the company.

6.3 I unblocked the e-voting results on the CDSL E- voting platform before Ms. Rittika Gupta and Ms. Nilu Nigania. Also after conclusion of the AGM, the Ballot box was unlocked before Ms. Rittika Gupta and Ms. Nilu Nigania and downloaded the Remote E-voting results and counted physical ballot voting held at AGM.

## **7. Results**

7.1 I observed that

- a) 14 members had casted their votes through the Ballot- voting facility provided at the meeting.
- b) 9 members had cast their votes through remote e- voting.

  
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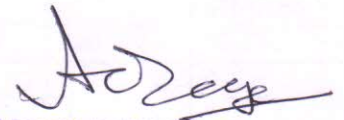
7.2 The Consolidated Results with respect to each item on the agenda set out in the notice of 31<sup>st</sup> AGM dated 22<sup>nd</sup> June, 2017 is enclosed.

7.3 Based on aforesaid results, Ordinary Resolutions contained in Item No.1 to 4 of the Notice dated 22<sup>nd</sup> June, 2017 has been passed with requisite majority.

7.4 Soft copy of the members who have voted through remote e-voting containing details of voting on each resolution will be emailed to company after the announcement of Results.

Dated: 08/09/2017

Place: Kolkata



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**Item No.1:- Approval of Financial Results**

**“RESOLVED THAT** the Financial Statements of the Company comprising of Profit and Loss Account for the year ended 31<sup>st</sup> March, 2017, the Balance Sheet as on that date and notes to the accounts together with the Reports of the Directors and the Auditors thereon be and are hereby adopted.”

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE EVOTING	BALLOT VOTING AT AGM	TOTAL	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	9	14	23	3584714	14	3584728	100	72.27
DISSENT	0	0	0	0	0	0	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	9	14	23	3584714	14	3584728	100	72.27

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 1 of the Notice dated 22<sup>nd</sup> June, 2017 has been passed with requisites majority.

**Item No.2:- Declaration of Dividend**

**“RESOLVED THAT** pursuant to the recommendation made by the Board of Directors of the Company, a final dividend at the rate of Re. 0.50 per equity share of Rs. 10 each, absorbing Rs.24,80,250 (Twenty Four Lac Eighty Thousand Two Hundred Fifty) only be paid out of the profits of the Company for the financial year ended 31st March, 2017 to the equity shareholders of the Company whose names stand registered in the Company's Register of Members after giving effect to valid transfers in physical form lodged with the Company or the Share Transfer Agents of the Company till end of business hour on 31st August, 2017 or their mandates.”

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE EVOTING	BALLOT VOTING AT AGM	TOTAL	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	9	14	23	3584714	14	3584728	100	72.27
DISSENT	0	0	0	0	0	0	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	9	14	23	3584714	14	3584728	100	72.27

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 2 of the Notice dated 22<sup>nd</sup> June, 2017 has been passed with requisites majority.

  
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**Item No.3: Re-appointment of Director**

**RESOLVED THAT** Mrs. Anuradha Farley (DIN 06699021) who retires by rotation at this Annual General Meeting be and is hereby re-appointed a Director in the Company.”

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE EVOTING	BALLOT VOTING AT AGM	TOTAL	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	9	14	23	3584714	14	3584728	100	72.27
DISSENT	0	0	0	0	0	0	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	9	14	23	3584714	14	3584728	100	72.27

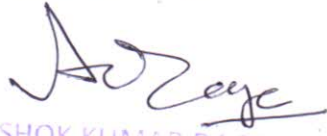
Based on aforesaid Results, Ordinary Resolution Contained in Item no. 3 of the Notice dated 22<sup>nd</sup> June, 2017 has been passed with requisites majority.

**Item No.4:- Appointment of Statutory Auditors and Fixation of Remuneration**

**RESOLVED THAT** pursuant to the provisions of section 139 and other applicable provisions if any of the Companies Act' 2013 read with rule 6 of Companies (Audit and Auditors) Rules 2014 including any statutory modification(s) or re-enactment thereof for the time being in force, M/s Ghosal, Basu & Ray, Chartered Accountants (Registration No. 315080E) be and is hereby appointed as Statutory Auditors of the Company in place of M/s. APS Associates, Chartered Accountants (Registration No. 306015E), Kolkata, retiring Statutory Auditors of the Company, to hold office 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, subject to the ratification at every Annual General Meeting and on such remuneration decided by the Board of Directors of the Company in consultation with the Auditors.”

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE EVOTING	BALLOT VOTING AT AGM	TOTAL	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	9	14	23	3584714	14	3584728	100	72.27
DISSENT	0	0	0	0	0	0	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	9	14	23	3584714	14	3584728	100	72.27

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 4 of the Notice dated 22<sup>nd</sup> June, 2017 has been passed with requisites majority.

  
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