



## **B & A PACKAGING INDIA LIMITED**

Regd. Office: 1185/1186, Tankapani Road, Bhubaneswar – 751 018, Odisha

### **NOTICE OF THE POSTAL BALLOT**

**Pursuant to Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011**

Dear Member (s),

**NOTICE** is hereby given that pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the resolution set out hereunder for the purpose of Shifting of Registered Office of the Company from “1185/1186, Tankapani Road, Bhubaneswar-751018, Odisha” to “22, Balgopalpur Industrial Area, Balasore -756020, Odisha” in accordance with Section 146(2) of the Companies Act, 1956 is proposed to be passed as an Special Resolution by means of Postal Ballot.

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 setting out the material facts in respect of the above said resolution is enclosed herewith.

In terms of Section 192A of the Companies Act, 1956, a listed company may propose any resolution to be passed by the Members through Postal Ballot in accordance with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.

You are requested to read the instructions printed in the requisite Postal Ballot Form and to convey your approval or otherwise on the said Form enclosed herewith (no other Form or Photocopy is permitted) and return the same to the Company in the attached self-addressed postage pre-paid envelope at its Corporate Office on or before the close of working hours on 19.07.2013. Any Ballot Form received after the said date will be rejected.

The Company has appointed Mr. Ashok Kumar Daga, Practicing Company Secretary, Kolkata, as a scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner. The Scrutinizer will submit their report to the Executive Chairman after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on 25.07.2013, at the Corporate Office of the Company which will be placed on the Notice Board of the Company and the same will also be placed on the Company's website **i.e. [www.bampl.com](http://www.bampl.com)**. The results of the Postal Ballot will also be noted at the next Annual General Meeting of the Company.

The Voting Rights of the Members shall be reckoned as on 28th May, 2013 which is the cut off date.

#### **SPECIAL RESOLUTION**

To consider and if thought fit, to pass, with or without modification (s), the following resolution as an Special Resolution:-

**“RESOLVED THAT** pursuant to Section 146(2) of the Companies Act, 1956, the consent of the members be and are hereby accorded for shifting of the Registered Office of the Company from ‘**1185/1186, Tankapani Road, Bhubaneswar-751018, Odisha**’ to ‘**22, Balgopalpur Industrial Area, Balasore -756020, Odisha**’ which is within the same jurisdiction of Registrar of Companies, Cuttack, Odisha.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and are hereby authorised to finalise, settle and execute such documents as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable for shifting of Registered Office as aforesaid.”

Dated the 28th May, 2013  
**Corporate Office :**  
113, Park Street, 9th Floor  
Kolkata -700 016

By Order of the Board  
**For B & A PACKAGING INDIA LIMITED**  
**GUNJAN KUMAR CHAURASIA**  
**Company Secretary**

## **NOTES :**

1. The Explanatory Statement and the reasons for the Special Business pursuant to section 173(2) read with section 192A of the Companies Act,1956 setting out material facts are given below.
2. The notice is being sent to all the members, whose names appear on the Register of Members as on 28th May,2013.
3. The Board has appointed Mr. Ashok Kumar Daga, Company Secretary in Practice, as Scrutinizer for conducting this Postal Ballot exercise.
4. Members desiring to exercise their vote are requested to carefully read the copy of the Postal Ballot Notice and the instructions printed on the Postal Ballot Form before casting their vote.
5. **The voting through Postal Ballot Forms shall commence from 20th June,2013 and shall end by the close of the working hours on 19th July,2013. Therefore, the shareholders are requested to kindly cast votes well within the aforesaid period.**
6. **The Scrutinizer will submit his report to the Chairman/Director of the Company after completion of Scrutiny and the results of the postal Ballot voting will be announced at 11.30 A.M. on Thursday, 25th July,2013 at the Corporate Office of the Company at 113, Park Street, 9th Floor, Kolkata-700 016. Thereafter, the result will be submitted to the Bombay Stock Exchange Ltd. for uploading on their website and the same will also be put up on the Company's website at [www.bampl.com](http://www.bampl.com).**

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## **EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**

Presently the Registered Office of the company is situated at "1185/1186, Tankapani Road, Bhubaneswar-751018, Odisha", in order to have effective and better control of the activities of the Company the Board of Directors thought it proper to shift the office to "22, Balgopalpur Industrial Area, Balasore -756020, Odisha" where the factory of the company is also located. The shifting of Registered Office would be also economical in view of existing set up and infrastructure. The Management also hope that the activities of the company will be effectively controlled in view of one and same place of works and Registered Office. As per section 146(2) of the Companies Act, 1956 and in view of ours is a listed company, members approval by special resolution through Postal Ballot is required as per the provision of section 192 A of the Companies Act, 1956 read with Companies (Passing of Resolution by Postal Ballot) Rules, 2011.

The Board of Directors accordingly recommend the resolution accompanying Notice for the approval of the Members. Your approval is sought by voting by Postal Ballot in terms of the provisions of Section 192A of the Companies Act, 1956, read with the provisions of the Companies (Passing of Resolution by Postal Ballot) Rules, 2011.

None of the Directors is interested or concerned in this resolution.

Encl. 1. Postal Ballot Form

2. Prepaid Postage envelope

Dated the 28th May, 2013

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

By Order of the Board  
For **B & A PACKAGING INDIA LIMITED**  
**GUNJAN KUMAR CHAURASIA**  
*Company Secretary*