



new-age packaging solutions

B&A Packaging India Limited

113, Park Street, Kolkata : 700 016, India

Phone : 91 033 2217 8048/2226 9582

E-mail : contact@bampl.com, Website : www.bampl.com

CIN : L21021OR1986PLC001624

3rd May 2024

BAPIL/KOL/DDC/067

To,
The General Manager,
Department of Corporate Affairs
BSE Limited,
Phiroze Jeejeebhoy Towers, Dalal
Street,
Mumbai – 400 001

Dear Sir,

Scrip Code No. 523186

Sub: Proceeding of 1st Extraordinary General Meeting of B & A Packaging India Limited for the financial year 2024-25 and Scrutinizer's Report

This is to inform you that the 1st Extraordinary General Meeting (EGM) of B & A Packaging India Limited ("the Company") for the financial year 2024-25 was duly convened on Friday, 3rd May 2024 at the Registered Office of the Company at 22, Balgopalpur Industrial Area, Balasore-756020, West Bengal at 10.30 AM (IST).

In this regard, please find enclosed the following:

1) Summary of the proceedings of the EGM of the Company as required under Regulation 30, Para A of Part A of Schedule - III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. -

Annexure-I

2) Consolidated Scrutinizer's Report dated 3rd May 2024 submitted by Ms. Binita Pandey, Practicing Company Secretary pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014. - **Annexure-II**

This is for your information and records.

Thanking you.

Yours faithfully,

For B & A Packaging India Limited

D. Chowdhury
Company Secretary

Encl: As stated above

Regd. Office : 21, Balgopalpur Industrial Area, Balasore - 756 020, Odisha, Phone : (06782) 275725 / 275142, Email : works@bampl.com
Corporate Office : 113, Park Street, (9th Floor), Kolkata - 700 016, Phone : (033) 2217 8048, 2265 7389, Email : contact@bampl.com
Branch Office : Jorhat : (0376) 230 0580 / 4673 (M) : 96780 84727 | Vadodara : 91638 29194 | Coimbatore : 98652 87933





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Annexure-I

Summary of Proceedings of 1st Extraordinary General Meeting (EGM) of B & A Packaging India Limited ('the Company') for the financial year 2024-25 held on Friday, 3rd May 2024 at 10.30 AM (IST) at the Registered Office of the Company at 22, Balgopalpur Industrial Area, Balasore-756020, Orissa.

The EGM of Members of the Company was held on Friday, 3rd May 2024 at the Registered Office of the Company at 22, Balgopalpur Industrial Area, Balasore-756020, Orissa at 10.30 AM (IST).

DIRECTORS IN ATTENDANCE
Mr. Anjan Ghosh, Non-Executive, Independent Director, Chairman of Audit Committee and Stakeholders Relationship Committee
Mrs. Mou Mukherjee, Non-Executive, Independent Director, Chairman of Nomination and Remuneration Committee
Mr. Dipankar Mukherjee, Non-Executive, Independent Director
Mr. Somnath Chatterjee, Executive, Managing Director
Mr. Dhruva Jyoti Dowerah, Additional Director
OTHER ATTENDEES
Mr. D. Chowdhury, Company Secretary
Mr. Goutamanshu Mukhopadhyay, Chief Financial Officer
Mr. Amal Kumar Mohanty, President-Packaging Division
Ms. Binita Pandey, representing T. Chatterjee & Associates, Secretarial Auditors and Scrutinizer
QUORUM OF THE MEETING
A total of 23 members present in person attended the meeting.

Mr. Anjan Ghosh, Director was elected by the shareholders to Chair the proceedings of the meeting. The requisite quorum being present, the meeting was called to order by the Chairman. Thereafter, he introduced his colleagues on the Board and Key Managerial Personnel of the Company who were present on the dais and welcomed all the shareholders of the Company attending the EGM. It was recorded that the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee were present at the meeting. However, Mr. Basant Kumar Goswami and Mr. Parthapratim Sengupta, Independent Directors of the Company could not attend the meeting due to their other pre-occupation. The Statutory Auditors, M/s Ghosal, Basu & Ray were exempted to attend the meeting. The Chairman confirmed the presence of representative of Secretarial Auditors and Scrutinizer for the remote e-voting and ballot voting at the EGM.

Regd. Office : 21, Balgopalpur Industrial Area, Balasore - 756 020, Odisha, Phone : (06782) 275725 / 275142, Email : contact@bampl.com
Corporate Office : 113, Park Street, (9th Floor), Kolkata - 700 016, Phone : (033) 2217 8048, 2265 7389, Email : contact@bampl.com
Branch Office : Jorhat : (0376) 230 0580 / 4673 (M) : 96780 84727 | Vadodara : 91638 29194 | Coimbatore : 98526 67988/16



Mr. D. Chowdhury informed that the Statutory Registers under the Companies Act, 2013, and other documents as referred to in the EGM Notice dated 21st March 2024 calling the EGM were kept open for inspection by the Members present at the meeting.

The Notice calling the EGM was taken as read with the consent of the Shareholders.

Thereafter, the Chairman informed that the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the notice. The Company engaged the services of Central Depository Services (India) Limited (CDSL), the e-voting agency for providing remote e-voting facility. The remote e-voting facility was open for a period of 3 (Three) days beginning from Tuesday, 30th April 2024 [10.00 AM (IST)] to Thursday, 2nd May 2024 [05.00 PM (IST)]. The "cut off" date, i.e. Friday, 26th April 2024 was fixed for determining the eligibility of Members to vote through remote e-voting and voting through physical ballot process on the proposed 5 (five) resolutions as mentioned in the Notice of the EGM. Members who were present at the EGM and had not cast their votes electronically would be provided an opportunity to cast their votes at the meeting through ballot paper.

The following items of the business as per Notice dated 21st March 2024 were transacted at the meeting:

Sl No.	Particulars	Type of Resolution
	Special Business	
1.	Appointment of Mrs. Mou Mukherjee (DIN: 03333993) as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from 9th February 2024 till 8th February 2029.	Special Resolution
2.	Appointment of Mr. Dipankar Mukherjee (DIN: 07450198) as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from 9th February 2024 till 8th February 2029.	Special Resolution
3.	Increase the borrowing limits of the Company upto Rs. 125 crore.	Special Resolution
4.	Authorise the Board of Directors of the Company to execute mortgage in favour of lenders.	Special Resolution
5.	Approve compensation payable to Mr. Somnath Chatterjee (DIN: 00172364), Managing Director of the Company on his premature retirement or death during the currency of tenure of his office.	Special Resolution

Thereafter, the Chairman invited Members seeking clarification, if any. The Chairman thereafter thanked the Members.



The Chairman announced for the ballot voting process to start and stated that e-voting results along with the Consolidated Scrutinizers Report shall be informed to BSE Limited and also be placed on website of the Company and on the website of CDSL.

After conclusion of ballot voting, Chairman thanked and expressed his gratitude towards all the stakeholders of the Company and declared the EGM as concluded at 10.58 AM (IST).

Post the conclusion of voting at the venue, the consolidated scrutinizer's report was received.

All the resolutions have been passed with requisite majority.

This is for your information and record.

Thanking you.

Yours faithfully,

For B & A Packaging India Limited

D. Chowdhury
D. Chowdhury
Company Secretary



Annexure - II

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
The Chairman of the 1st Extra Ordinary General Meeting
for the financial year 2024-25 of
B & A Packaging India Limited
(CIN: L21021OR1986PLC001624)
Registered Office: 22, Balgopalpur Industrial Area,
Balasore - 756020, Odisha

Sir,

1. I, Binita Pandey, Practicing Company Secretary, ACS 41594, CP 19730, have been appointed as a Scrutinizer by the Board of Directors of B & A Packaging India Limited, (**hereinafter referred as the Company**) through circular resolution approved on 21st March 2024 to scrutinize the remote e-voting and voting by ballot at the venue of the 1st Extra-Ordinary General Meeting of the Company for the financial year 2024-25 (EOGM) in a fair and transparent manner as per the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 and Secretarial Standards on General Meeting and read with Regulation 44(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") on the resolutions contained in the notice dated 21st March, 2024 calling the EOGM of the members of the Company held on Friday, 03rd May 2024 at 10:30 AM (IST), at the Registered Office of the Company at 22, Balgopalpur Industrial Area, Balasore - 756020, Odisha and to give the Scrutinizer's Report to the Chairman.
2. After the declaration of vote by ballot by the Chairman, the ballot box kept for voting was locked in the presence of the members present with due identification mark placed by me.
3. The locked ballot box was subsequently opened in the presence of the following two witnesses not in the employment of the Company:

- a. Mr. Dilip Chatterjee
- b. Mr. Swarupendra Nath Bagchi

4. None of the ballot was incomplete, and / or otherwise found defective.
5. The ballots were diligently scrutinized. The ballots were reconciled with the records maintained by the Registrar and Share Transfer Agent of the Company and the authorizations/ proxies lodged with the Company.
6. The Company had also provided remote e-voting facility for its members as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 which remained open from Tuesday, 30th April 2024 at 10.00 AM (IST) and ended on Thursday, 02nd May 2024 at 5.00 PM (IST).
7. The votes cast were unblocked on 03rd May 2024 at 11:00 AM in the presence of two witnesses, viz Mr Dilip Chatterjee and Mr Swarupendra Nath Bagchi who are not in the employment of the Company. They have given confirmation that the votes were unblocked in their presence.
8. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereto relating to e-voting and voting by ballot at the EOGM on the resolutions contained in the Notice dated 21st March 2024 of the EOGM of the members of the Company.

My responsibility as a Scrutinizer of remote e-voting and voting by ballot is limited to prepare and submit the Scrutinizer's report of the votes casted "in favour" or "against" the resolutions passed by the members of the Company, as required under the Act.

9. I do hereby submit the Consolidated Report of the vote casted by ballot at the EOGM venue and by the remote e-voting on the resolutions contained in the Notice dated 21st March 2024 of the EOGM of the members and voting result in the format prescribed by SEBI under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Date of the EOGM	03-05-2024
Total number of shareholders on record date	2917
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	3
Public:	20
No. of Shareholders attended the meeting through video Conferencing:	Not Applicable
Promoters and Promoter Group	
Public	

SPECIAL BUSINESS

Item No. 1: Appointment of Mrs. Mou Mukherjee (DIN: 03333993) as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from 9th February 2024 till 8th February 2029.

“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 (‘Listing Regulations’) [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] and the provisions of the Article of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Director of the Company (‘the Board’) Mrs. Mou Mukherjee (DIN: 03333993) being eligible and 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 9th February 2024 and who has submitted a declaration that she 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 her candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years with effect from 9th February 2024 for a term upto 8th February 2029 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.”

Resolution Required:					Special Resolution			
Whether promoter/promoter group are interested in the resolution					No			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3590114	3583714	99.82	3583714	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		3590114	3583714	99.82	3583714	0	100.00
Public-Institution	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0	0.00	0	0	0.00
Public-Non Institution	E-Voting	1370386	1105	0.08	1105	0	100.00	0.00
	Poll		609	0.04	609	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1370386	1714	0.12	1714	0	100.00
Total		4960500	3585428	72.28	3585428	0	100.00	0.00

Item No. 2: Appointment of Mr. Dipankar Mukherjee (DIN: 07450198) as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from 9th February 2024 till 8th February 2029.

“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 (‘Listing Regulations’) [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] and the provisions of the Article of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Director of the Company (‘the Board’) Mr. Dipankar Mukherjee (DIN: 07450198) being eligible and 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 9th February 2024 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, not liable to retire by rotation and to hold office for a term of five consecutive years with effect from 9th February 2024 for a term upto 8th February 2029 on the Board of the Company.

RESOLVED FURTHER THAT pursuant to the applicable provisions of the Act’, Rules made thereunder and Regulation 17(1A) of Listing Regulations [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Dipankar Mukherjee (DIN: 07450198) will continue as Independent Director on the Board of the Company on his attaining the age of 75 (Seventy-Five) years to hold office till the completion of his term of directorship i.e. upto 8th February 2029.

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.”

Resolution Required:					Special Resolution			
Whether promoter/promoter group are interested in the resolution					No			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3590114	3583714	99.82	3583714	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		3590114	3583714	99.82	3583714	0	100.00
Public-Institution	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0	0.00	0	0	0.00
Public-Non Institution	E-Voting	1370386	1105	0.08	1105	0	100.00	0.00
	Poll		609	0.04	609	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1370386	1714	0.12	1714	0	100.00
Total		4960500	3585428	72.28	3585428	0	100.00	0.00

Item No. 3: Increase the borrowing limits of the Company upto Rs. 125 crore.

“RESOLVED THAT in supersession of all earlier Ordinary/Special Resolutions passed by the Members of the Company in any General Meeting in this regard and pursuant to the provisions of section 180 (1)(c) and other applicable provisions, if any, of the Companies Act’ 2013 [including any statutory modification(s) or amendment(s) thereto or reenactment(s) thereof for the time being in force] consent of the Members be and is hereby accorded to the Board of Directors of the Company (‘the Board’) for borrowing from time to time from any Financial Institution, State Level Institution, Nationalized Bank, Scheduled Bank or any other financial institution including registered non-banking financial company with Reserve Bank of India or any other company, body corporate or any other entity, any sum or sums of monies, whether by way of loans, advances or otherwise, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s Bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed shall not, at any time, exceed the limit of Rs. 125,00,00,000 (Rupees One Hundred and Twenty- Five Crore only).

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things as they may deem necessary to give effect to the above resolution and/or to execute all such documents, instruments and writings as may be required.”

Resolution Required:					Special Resolution			
Whether promoter/promoter group are interested in the resolution					No			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3590114	3583714	99.82	3583714	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		3590114	3583714	99.82	3583714	0	100.00
Public-Institution	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0	0.00	0	0	0.00
Public-Non Institution	E-Voting	1370386	1105	0.08	1105	0	100.00	0.00
	Poll		609	0.04	609	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1370386	1714	0.12	1714	0	100.00
Total		4960500	3585428	72.28	3585428	0	100.00	0.00

Item No. 4: Authorise the Board of Directors of the Company to execute mortgage in favour of lenders.

“RESOLVED THAT in supersession of all earlier Ordinary/Special Resolutions passed by the Members of the Company in any General Meeting in this regard and pursuant to the provisions of section 180(1)(a) 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], the consent of the Members be and is hereby accorded to the Board of Directors of the Company (‘the Board’) for Mortgaging/Charging in favour of any All India Financial Institution, State Level Institution (hereinafter collectively referred to as ‘financial institutions’), Nationalized Bank, Scheduled Bank (hereinafter collectively referred to as ‘banks’) or any other financial institution including any non-banking financial company registered with Reserve Bank of India (hereinafter referred to as ‘nbfc’s’), all the immovable and movable properties of the Company both present and future and the whole of the undertaking of the Company or such of them as may be agreed to between the Board and the ‘financial institutions’ or ‘banks’ or ‘nbfc’s’ (hereinafter collectively referred to as ‘lenders’) to secure any loan from such lenders together with interest, commitment charges, processing fees and other expenses incurred in connection with such loan and payable by the Company to such lenders in terms of any loan agreement to be entered into between the Company and such lenders, provided however that the overall ceiling of such loan including interest payable to all such lenders shall not exceed an aggregate amount of Rs. 125,00,00,000 (Rupees One Hundred and Twenty-Five Crore only) or such higher sum as may be prescribed by the general body of shareholders from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise with the lenders/trustees thereof, the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution.

Resolution Required:					Special Resolution			
Whether promoter/promoter group are interested in the resolution					No			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3590114	3583714	99.82	3583714	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		3590114	3583714	99.82	3583714	0	100.00
Public-Institution	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0	0.00	0	0	0.00
Public-Non Institution	E-Voting	1370386	1105	0.08	1105	0	100.00	0.00
	Poll		609	0.04	609	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1370386	1714	0.12	1714	0	100.00
Total		4960500	3585428	72.28	3585428	0	100.00	0.00

Item No. 5: Approve compensation payable to Mr. Somnath Chatterjee (DIN: 00172364), Managing Director of the Company on his premature retirement or death during the currency of tenure of his office.

“RESOLVED THAT pursuant to Sections 196, 197, 202, 203 and other applicable provisions, if any, of the Companies Act’ 2013 (‘the Act’) and Rules framed thereunder, read with Schedule V of the Act’ (‘the Schedule’) and Regulation 17(6) clause (e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] consent of the Members be and is hereby accorded to the following changes in the terms of appointment including remuneration payable to Mr. Somnath Chatterjee (DIN 00172364), Managing Director of the Company:

Subject to the clearance from the Board of Directors of the Company (‘the Board’), if any time during the currency of tenure of Managing Directorship, Mr. Somnath Chatterjee retires prematurely from his office or due to his unfortunate death his office falls vacant, he or his legal heir will be entitled to compensation upto a sum equal to the remuneration payable to him from the date of his retirement/death till the expiry of his current term of Managing Directorship.

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained herein, in the event of loss or inadequacy of profit in the financial year in which Managing Directorship of Mr. Somnath Chatterjee falls vacant prematurely, remuneration and perquisites payable to Mr. Somnath Chatterjee or his legal heir including compensation payable to him or his legal heir be paid to Mr. Somnath Chatterjee or his legal heir as minimum remuneration and perquisites for that financial year notwithstanding such amount exceeds the ceiling provided in the said Act’ and/or the Schedule and/ or Listing Regulations [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force].

RESOLVED FURTHER THAT the agreement of Managing Directorship of Mr. Somnath Chatterjee with the Company as approved by the Members in the Annual General Meeting of the Company held on 7th September 2023 and subsequently executed by the Company on 3rd January 2024 be suitably modified to incorporate the above changes.

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.”

Resolution Required:					Special Resolution			
Whether promoter/promoter group are interested in the resolution					No			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3590114	3583714	99.82	3583714	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		3590114	3583714	99.82	3583714	0	100.00
Public-Institution	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0	0.00	0	0	0.00
Public-Non Institution	E-Voting	1370386	1105	0.08	1105	0	100.00	0.00
	Poll		609	0.04	609	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1370386	1714	0.12	1714	0	100.00
Total		4960500	3585428	72.28	3585428	0	100.00	0.00

Total Number of Ballots Rejected

Number of Ballots rejected	Reason of Rejection
NIL	NA

10. A list of equity shareholders who voted "FOR" and "AGAINST" for each resolution is submitted with the report.
11. The Ballots and all other relevant records were sealed and handed over to the Company Secretary authorised by the Board for safe keeping.

Thanking you,

Yours faithfully



Binita Pandey, PCS
Membership No. 41594
Certificate of Practice: 19730

UDIN: A041594F000299775
Place: Balasore
Date: 03rd May 2024