

B & A PACKAGING INDIA LIMITED

CIN: L21021OR1986PLC001624

Regd. Office: - 22, Balgopalpur Industrial Area, Balasore -756020, Odisha

Email- contact@bampl.com Phone: (06782)275725

Website: www.bampl.com

29th ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Ninth Annual General Meeting of the Shareholders of B & A Packaging India Limited will be held at the Registered Office of the Company at 22, Balgopalpur Industrial Area, Balasore, Odisha-756020, on 29th September 2015 at 10.30 am. to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the financial statements of the Company for the year ended 31st March, 2015 together with the reports of the Directors and Auditors thereon.
2. To declare dividend on equity shares of the Company.
3. To appoint a Director in place of Mr. Somnath Chatterjee (DIN: 00172364), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditor, in place of M/s. APS Associates, Chartered Accountants (Registration No. 306015E), Kolkata, who retire in this Annual General Meeting and being eligible offer themselves for reappointment, who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

To pass, with or without modification, the following Resolutions as Ordinary Resolutions:

5. "RESOLVED THAT pursuant to Sections 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter the Act) and rules framed thereunder read with Schedule V of the Act, (hereinafter the Schedule) the Company hereby approves the appointment of Mr. Somnath Chatterjee (DIN: 00172364) as a Whole Time Director of the Company for a period of five years with effect from 27th March 2015 upon terms and conditions as set out in the draft agreement to be entered into between the Company and Mr. Somnath Chatterjee, a copy whereof initialed by the Chairman of the meeting for the purpose of identification as placed before the meeting, be and is hereby approved."

"RESOLVED FURTHER THAT the Board of Directors /Nomination & Remuneration Committee of Directors (hereinafter the Board/Committee) of the Company be and are hereby authorized to vary and/or increase remuneration and perquisites payable to Mr. Chatterjee as specified in the said Agreement to the extent the Board/Committee may consider appropriate and as may be permitted or authorized in accordance with any provisions under the said Act or the Schedule for the time being in force provided, however, the remuneration and perquisites payable to Mr. Somnath Chatterjee shall be within the limits set out in the said Act and Schedule or any amendments thereto or any modification or statutory re-enactments thereof and/or any rules or regulations framed there under and for the time being in force and the terms of the aforesaid agreement between the Company and Mr. Somnath Chatterjee shall be suitably modified to give effect to such variation or increase as the case may be, without further reference to the Shareholders in the General Meeting."

"RESOLVED FURTHER THAT notwithstanding anything to the contrary contained herein, in the event of loss or inadequacy of profits in any financial year of the Company during the tenure of office of Mr. Somnath Chatterjee as Whole Time Director, the remuneration and perquisites as set out in the aforesaid agreement or with such variation and/or increase thereto as stated aforesaid, be paid to Mr. Somnath Chatterjee as minimum remuneration and perquisites subject to the ceiling provided in section II of part II of the Schedule."

6. "RESOLVED THAT pursuant to Sections 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter the Act) and rules framed thereunder read with Schedule V of the Act, (hereinafter the Schedule) the Company hereby approves the appointment of Mr. Chhandak Nandy (DIN: 03164876) as a Manager of the Company for a period of three years with effect from 1st August 2015 upon terms and conditions as set out in the draft agreement to be entered into between the company and Mr. Chhandak Nandy, a copy whereof initialed by the Chairman of the meeting for the purpose of identification as placed before the meeting, be and is hereby approved."

"RESOLVED FURTHER THAT the Board of Directors /Nomination & Remuneration Committee of Directors (hereinafter the Board/Committee) of the Company be and are hereby authorized to vary and/or increase remuneration and perquisites payable to Mr. Nandy as specified in the said Agreement to the extent the Board/Committee may consider appropriate and as may be permitted or authorized in accordance with any provisions under the said Act or the Schedule for the time being in force provided, however, the remuneration and perquisites payable to Mr. Nandy shall be within the limits set out in the said Act, Schedule or any amendments thereto or any modification or statutory re-enactments thereof and/or any rules or regulations framed there under and for the time being in force and the terms of the aforesaid agreement between the Company and Mr. Chhandak Nandy shall be suitably modified to give effect to such variation or increase as the case may be, without further reference to the Shareholders in the General Meeting."

"RESOLVED FURTHER THAT notwithstanding anything to the contrary contained herein, in the event of loss or inadequacy of profits in any financial year of the Company during the tenure of office of Mr. Chhandak Nandy as Manager, the remuneration and perquisites as set out in the aforesaid agreement or with such variation and/or increase thereto as stated aforesaid, be paid to Mr. Chhandak Nandy as minimum remuneration and perquisites subject to the ceiling provided in section II of part II of the Schedule."

7. "RESOLVED THAT pursuant to section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, read with Schedule IV of the Act Mr. Anjan Ghosh (DIN 00655014) who was appointed a Director liable to retire by rotation, be and is hereby appointed as an 'Independent Director' of the Company to hold office up to 31st March 2020 and whose office shall not, henceforth, be liable to determination by retirement of Directors by rotation."

To pass, with or without modification, the following Resolution as Special Resolution:

8. "RESOLVED THAT pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, a new set of Articles of Association, as placed before the meeting, be and is hereby adopted and substituted in place of existing Articles of Association of the Company."
"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to perform all necessary acts, deeds, matters as may be necessary and expedient to give effect to this resolution including matter connected herewith and incidental hereto."

By order of the Board

Place: Kolkata
Date: 30th July 2015

Somnath Chatterjee
Whole Time Director

ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT

Item No. 5

Mr. Somnath Chatterjee was appointed a Whole Time Director of the Company by the Board of Directors in its meeting held on 27th March 2015. The terms and conditions of his appointment were recommended by the Nomination and Remuneration Committee of Directors in its meeting held on 27th March 2015 and is subject to the approval of the Shareholders in this Annual General Meeting. A draft agreement ascribing to the terms and conditions of his appointment is being placed before the meeting for approval. The said agreement, inter alia; contains the following terms and conditions:

1. Mr. Somnath Chatterjee is appointed as Whole Time Director of the Company with effect from 27th March, 2015 for a period of 5 (five) years i.e. from 27th March 2015 to 26th March 2020.
2. a) Mr. Chatterjee being the Managing Director of the holding Company, B&A Ltd will not be entitled to any remuneration or allowances for the time being in the capacity of Whole Time Director of the Company, unless the Board of Directors and/or Nomination and Remuneration Committee decides otherwise. In that event the total remuneration payable to Mr. Chatterjee from the Company and the Holding Company shall not exceed the higher maximum limit admissible under the Companies Act' 2013 and its allied rules or Schedule V of the Act.
b) He will not be entitled to any sitting fees for attending any meeting of the Board or Committee thereof.
3. Mr. Somnath Chatterjee will work under the superintendence, control and direction of the Board of Directors and any specific instructions received from the Board from time to time during the tenure of his appointment.
4. Mr. Chatterjee's office of Directorship will be liable to be determined by retirement of directors by rotation as per provisions of the Companies Act' 2013 and Articles of Association of the Company.
5. Subject to as aforesaid, and subject to the terms and conditions of his appointment as the Managing Director in B&A Ltd, Mr. Chatterjee as a whole time director of the Company shall during the continuance of his office devote his time and attention and ability to the business and affairs of the Company and shall, subject to the provisions of section 179 of the Act' exercise such other powers and perform such other duties which from time to time may further be assigned to or vested in him by the Board and shall all times obey and comply with the directions and regulations made and given by the Board for managing the day to day affairs of the Company to the best of his skill and ability. However, nothing contained hereinbefore will debar Mr. Chatterjee to be in the Board of other Companies as Non-Executive Director.
6. Mr. Chatterjee will be entitled to one month leave for every eleven months of completed service. However such leave will be aligned with the leave availed during and in the course of employment in the Holding Company and he will be deemed to have availed such leave in the Company while he is in leave from the service of the Holding Company.
7. Mr. Chatterjee shall cease to be a Whole Time Director of the Company if he either ceases to be a Director in the Company or ceases to be a Director in the Holding Company.
8. This appointment can be terminated by either Mr. Chatterjee or the Company by giving three months' advance notice.
9. The terms and conditions of the said appointment may be altered and varied from time to time by the Nomination & Remuneration Committee and/or the Board of Directors as they may, in their discretion deem fit, and in accordance with the Companies Act' 2013 and the rules framed thereunder or Articles of Association of the Company.

None of the Directors and Key Managerial Personnel and their relatives except Mr. Somnath Chatterjee are concerned or interested in this Resolution. Your Directors propose this Resolution to be passed by the Member in best interest of the Company.

Item No. 6

Mr. Chhandak Nandy was appointed a Manager of the Company by the Board of Directors in its meeting held on 30th July 2015. The terms and conditions of his appointment were recommended by the Nomination and

Remuneration Committee of Directors in its meeting held on 30th July 2015 and is subject to the approval of the Shareholders in this Annual General Meeting. A draft agreement ascribing to the terms and conditions of his appointment is being placed before the meeting for approval. The said agreement, inter alia; contains the following terms and conditions:

1. Mr. Chhandak Nandy is appointed as Manager of the Company with effect from 1st August 2015 for a period of 3 (three) years i.e. from 1st August 2015 to 31st July 2018.
2. He will be designated as 'Chief Operating Officer' of the Company.
3. Mr. Nandy will be entitled to the following remuneration or allowances during the tenure of his appointment in the capacity of Manager unless the Board/Committee decides otherwise. In that event the total remuneration payable to Mr. Nandy from the Company shall not exceed the maximum limit admissible under the Act' or the Schedule.
 - a) Basic Salary- Salary at the rate of Rs. 35,000/- per month.
 - b) House Rent Allowance- House Rent Allowance at actuals, subject to the maximum limit of 25% of basic pay.

The annual increments will be effective from 1st April each year, and will be decided by the Nomination and Remuneration Committee and/or Board of Directors and will be merit based.
 - c) Other Allowances-
 - (i) Soft Furnishing, Personal and Servent Allowance - At per rules of the Company.
 - (ii) Leave Travel Assistance - Leave travel assistance for self and family at the rate of one and half month's salary for each completed years of service.
 - (iii) Reimbursement of Medical Expenses - Reimbursement of Medical Expenses of self and family at actuals subject to the limit as per rules of the Company. Apart from that, he will be entitled for contribution to maintain Health Insurance for Self and Family, under any Group Health Insurance Scheme, as per norms of the Company.
 - (iv) Ex-gratia – As per Rules of the Company.
 - (v) Children Education Allowance - As per Rules of the Company.
 - (vi) Contribution to Provident Fund and Gratuity - As per rules of the Company and maximum permissible as per Indian Income Tax.
 - d) Reimbursement of travelling expenses for official duties attended provision for telephone at office, residence and mobile phones, including long distance calls for official purposes shall not be included in the computation of limits for the remuneration and shall not be grouped under perquisites or allowances given to Mr. Nandy.
4. Mr. Nandy will work under the superintendence, control and direction of the Board of Directors and any specific instructions received from the Board from time to time during the tenure of his appointment.
5. Mr. Nandy as a Manager of the Company will have the management of the whole of the affairs of the Company, subject to the superintendence, control and direction of the Board of Directors of the Company in this regard.
6. Subject to as aforesaid, Mr. Nandy as a Manager of the Company shall during the continuance of his office devote his time and attention and ability to the business and affairs of the Company and shall, exercise such other powers and perform such other duties which from time to time may further be assigned to or vested in him by the Board and shall all times obey and comply with the directions and regulations made and given by the Board for managing affairs of the Company to the best of his skill and ability. However, nothing contained hereinbefore will debar Mr. Nandy to be in the Board of other Companies as Non-Executive Director.
7. Mr. Nandy will be entitled to one month leave for every eleven months of completed service.
8. Notwithstanding anything to the contrary herein contained, where, in any financial year during the currency of tenure of employment of Mr. Nandy, the Company has no profits or its profits are inadequate, the Company may pay remuneration by way of salary and perquisites and allowances as specified above as minimum remuneration so far as such remuneration is within the applicable ceiling limits provided in the Schedule of the Act'.

9. This appointment can be terminated by either Mr. Nandy or the Company by giving three months' advance notice.
10. The terms and conditions of the said appointment may be altered and varied from time to time by the Nomination & Remuneration Committee and/or the Board of Directors as they may, in their discretion deem fit, and in accordance with the Companies Act' 2013 and the rules framed thereunder or Articles of Association of the Company.

None of the Directors and Key Managerial Personnel and their relatives except Mr. Chhandak Nandy are concerned or interested in this Resolution. Your Directors propose this Resolution to be passed by the Members in best interest of the Company.

Item no. 7

The Board of Directors in its meeting held on 27th March, 2015 appointed Mr. Anjan Ghosh, an existing Rotational Director as Independent Director with effect from 27th March, 2015 to hold office for a term upto 31st March, 2020 subject to the approval of the Shareholders. The Company has received notice under section 160 of the Companies Act' 2013 from a shareholder signifying the candidature of Mr. Ghosh as an Independent Director of the Company.

The Company has received declaration of independence from Mr. Anjan Ghosh fulfilling the conditions specified in the Companies Act' 2013 and Listing Agreement for appointment as an Independent Director in the Company.

Letter of Appointment issued to Mr. Ghosh setting out terms and conditions of appointment as Independent Director is available for inspection at the registered office of the Company during business hours on any working day and are also available at the website of the Company. None of the Directors and Key Managerial Personnel and their relatives except Mr. Ghosh are concerned or interested in this resolution. Your Directors propose this Resolution to be passed by the Members in best interest of the Company.

Item No. 8

The Articles of Association of the Company currently in force were originally adopted when the Company was incorporated under Companies Act' 1956.

The Articles of Association were amended from time to time in accordance with the provisions of the Companies Act' 1956.

With the introduction of the Companies Act' 2013, it is proposed to amend the existing Articles of Association to make it consistent with the provisions of the Companies Act' 2013.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection at the Registered Office of the Company during business hours on any working day upto the date of the Annual General Meeting. The proposed draft Articles of Association will also be available on the Company's website at www.bampl.com for perusal of the Shareholders.

None of the Directors and Key Managerial Personnel and their relatives are concerned or interested in this resolution.

The Directors recommended this Special Resolution to be passed by the Members.

By order of the Board

Place: Kolkata
Date: 30th July 2015

Somnath Chatterjee
Whole Time Director

NOTES:

1. A member entitled to attend and vote is also entitled to 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 should, however, be deposited at the registered office of the Company 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. A blank proxy form is enclosed with this notice.

2. A statement pursuant to section 102(1) of the Companies Act' 2013 relating to the Special Business to be transacted at the meeting is annexed hereto. Relevant documents referred to in the accompanying notice and the statements 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.
3. The Company has set Tuesday, 22nd September 2015 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 ensuing Annual General Meeting as above, in both remote e-voting and physical mode.
4. Pursuant to the provision of section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company shall remain closed from Wednesday, 23rd September 2015 to Tuesday, 29th September 2015 (both days inclusive).
5. The dividend, as recommended by the Board, if declared at the Annual General Meeting, will be paid, subject to the provisions of Section 126 of the Companies Act, 2013 to those member or their mandates whose names appear as Members in the Register of Members of the company after giving effect to valid share transfers in physical form lodged with the company or the Registrar & Transfer Agent (RTA), MCS Share Transfer Agent Ltd, 12/1/5, Manohorpukur Road, Kolkata- 700026 on or before 22nd September 2015.
6. Shareholders who are interested in making nominations in respect of their shareholding are requested to submit the necessary form to the RTA.
7. Physical copies of the Notice of the Annual General Meeting, Attendance Slip, Proxy Form and Annual Report for the year ended 31st March 2015 are being sent to all the members in the permitted mode whose names stand registered in the Register of Members as on Friday, 21st August 2015. Notice of the Annual General Meeting and Annual Report for the financial year ended 31st March 2015 are also available in the company's website www.bampl.com.
8. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Shareholders can submit their PAN to the company's RTA.
9. In compliance with the provisions of section 108 of the Companies Act' 2013 and the rules framed thereunder and as per clause 35B of the Listing Agreement with the Bombay Stock Exchange Ltd, 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.

The instructions for remote e-voting are as under:

- (i) The voting period begins on Saturday, 26th September 2015 at 10 am. and ends on Monday, 28th September 2015 at 5 pm. During this period shareholders' of the company, holding shares as on the cut-off date (record date) on Tuesday, 22nd September 2015 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date will not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (iv) Click on "Shareholders' tab".

- (v) Now Enter your User ID
User ID: Folio Number registered with the company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are a first time user follow the steps given below:

| | |
|---|--|
| PAN | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department:</p> <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/RTA are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. ● 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. (Please refer 'Electronic Voting Particulars' in the Attendance Slip) |
| 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 the Company records in order to login.If both the details are not recorded with the Company please enter the member folio number in the Dividend Bank details field as mentioned in instruction (v).</p> |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members will then directly reach the Company selection screen.
- (x) Click on the EVSN for the relevant B AND A PACKAGING INDIA LIMITED on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvi) Note for Non – Individual Shareholders and Custodians

- Non-individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodians are required to log on to 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.
- 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 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.

- 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

(xvii) **Other instructions on remote e-voting**

- (a) The remote e-voting period commence on Saturday, 26th September 2015 at 10.00 a.m. and ends on Monday, 28th September, 2015 at 5.00 p.m. During this period, shareholders 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.
- (b) The voting rights of the shareholders will be in proportion of their shares as on Tuesday, 22nd September 2015 to the paid up equity share capital of the Company. However, any person who acquire share(s) and become a member after dispatch of notice and held share(s) as on “cut off” date may obtain the sequence number of remote e-voting by sending a request to the company’s RTA at mcssta@rediffmail.com.
- (c) Provision of electronic voting will not be extended during the Annual General Meeting, however those members who have not casted their vote through remote e-voting will be allowed to vote on poll. Those member who have exercised their voting through remote e-voting prior to the meeting may participate in the Annual General Meeting but will not be entitled to vote on poll during the meeting.
- (d) Mr. Ashok Kumar Daga, Practicing Company Secretary, (Membership no. FCS 2699) has been appointed as the ‘Scrutinizer’ to scrutinize the remote e-voting process in a fair and transparent manner.
- (e) The Scrutinizer will make his report on Thursday, 1st October, 2015 of the votes casted in favour or against, if any, to the Chairman or a person authorised by him and he shall declare the result of the voting forthwith.
- (f) The results declared along-with the Scrutinizer’s Report shall be placed on the Company’s website at www.bampl.com and will be available at the website of CDSL and will be communicated to Bombay Stock Exchange Ltd. where the shares of the Company are listed.

B & A PACKAGING INDIA LIMITED**ATTENDANCE SLIP**

CIN: L21021OR1986PLC001624

Registered Office: 22, Balgopalpur Industrial Area, Balasore-756020, Odisha, Ph. : (06782) 275725

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

Tel : 033 2217 6815, 2227 2131, Fax : 033 2265 1388

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

ANNUAL GENERAL MEETING ON TUESDAY 29TH SEPTEMBER, 2015

| | |
|--|--|
| Registered Folio No. | |
| Name and address of the shareholder(s) | |

I/We hereby record my/our presence at the Annual General Meeting of the Company at 22, Balgopalpur Industrial Area, Balasore, Odisha-756020 on Tuesday, 29th September, 2015.

Member's Folio No.

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(VII) of e-voting instructions in AGM notice |
|---------------------------------|---------|--|
| | | |

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

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

B & A PACKAGING INDIA LIMITED**PROXY FORM**

CIN: L21021OR1986PLC001624

Registered Office: 22, Balgopalpur Industrial Area, Balasore-756020, Odisha, Ph. : (06782) 275725

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

Tel : 033 2217 6815, 2227 2131, Fax : 033 2265 1388

E-mail : contact@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]

ANNUAL GENERAL MEETING ON TUESDAY 29TH SEPTEMBER, 2015

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

1. Name :

Address :

E-mail ID :

Signature: _____, or failing him;

2. Name :

Address :

E-mail ID :

Signature: _____, or failing him;

3. 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 Annual General Meeting of the Company, to be held on Tuesday, the 29th September, 2015 at 10.30 a.m. at the Registered office of the Company at 22, Balgopalpur Industrial Area, Balasore, Odisha-756020 and at any adjournment thereof in respect of such resolutions as are indicated below :

| Sl. No. | Resolutions Proposed | Optional* | |
|---------|---|-----------|---------|
| | | For | Against |
| 1 | Adoption of Audited Financial Statements, Director's Report and Auditor's Report for the financial year 2014-15. | | |
| 2 | Declaration of Dividend on Equity Shares. | | |
| 3 | Reappointment of Mr.Somnath Chatterjee (DIN 00172364) who retires by rotation. | | |
| 4 | Appointment of Auditors M/s. APS Associates, Chartered Accountants, (Registration No. 306015E) and fixing their remuneration. | | |
| 5 | Appointment of Mr. Somnath Chatterjee (DIN 00172364) as a Whole time Director in the Company. | | |
| 6 | Appointment of Mr. Chhandak Nandy (DIN 03164876) as a Manager in the Company. | | |
| 7 | Appointment of Mr. Anjan Ghosh (DIN 00655014) as an Independent Director in the Company. | | |
| 8 | Adoption of new set of Articles of Association in place of existing Articles of Association of the Company. | | |

Signed this..... day of.....,2015

Folio No..... Signature of shareholder:.....

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, 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 resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.