

B & A PACKAGING INDIA LIMITED

CIN: L21021OR1986PLC001624

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

Notice of 35th Annual General Meeting to Members

Notice is hereby given that the Thirty-fifth Annual General Meeting of the Shareholders of B&A Packaging India Limited ('the Company') will be held on Thursday, 9th September 2021 at 11.30 AM (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the following business:

Ordinary Business

1. To consider and adopt the audited Financial Statement of the Company for the financial year ended 31st March 2021 together with the reports of the Directors and Auditors thereon and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the audited financial statement of the Company for the financial year ended 31st March 2021 and reports of the Directors and Auditors thereon laid before the meeting, be and are hereby considered and adopted."

2. To appoint Mrs. Anuradha Farley (DIN : 06699021), who retires by rotation and being eligible, offers herself for re-appointment as a Director and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act' 2013, Mrs. Anuradha Farley (DIN : 06699021), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

3. To fix remuneration of Statutory Auditors and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139,142 and other applicable provisions, if any, of the Companies Act' 2013 read with Companies (Audit and Auditors), Rules, 2014 [including any statutory modification (s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], M/s. Ghosal, Basu & Ray, Chartered Accountants (Registration No. 315080E) be paid such remuneration as shall be fixed by the Board of Directors of the Company for conducting the Statutory Audit of the Company for the financial year ending 31st March 2022.

Special Business

4. To appoint Mr. Somnath Chatterjee (DIN : 00172364) as a Managing Director of the Company and in this regard, pass the following resolution as an Ordinary Resolution:

"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 Managing Director of the Company for a period of three years with effect from 12th November 2020 upon terms and conditions as set out in the agreement between the Company and Mr. Somnath Chatterjee a copy whereof as placed before the meeting, such agreement be and is hereby specifically approved.

RESOLVED FURTHER THAT the Board of Directors/ Nomination and Remuneration Committee of Directors (hereinafter the Board/Committee) of the Company be and are hereby authorised 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 authorised 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. Chatterjee shall be within the limits set out in the said Act' and Schedule or any amendments or any modification thereto or statutory re-enactments thereof and/or any rules or regulations framed thereunder and for the time being in force and the terms of aforesaid agreement between the Company and Mr. 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 profit in any financial year during the tenure of office of Mr. Chatterjee as Managing Director of the Company, 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. Chatterjee as minimum remuneration and perquisites subject to the ceiling provided in the said Act and/or the Schedule or any amendments or any modification thereto or statutory re-enactments thereof and/or any rules or regulations framed thereunder and for the time being in force."

By Order of the Board of Directors

D. Chowdhury
Company Secretary
Membership No. A15674

Place : Kolkata
Date : 25th June, 2021

NOTES:

1. **Annual General Meeting through VC/OVAM facility:** In view of the situation arising due to COVID-19 global pandemic and pursuant to General Circular Nos.14/2020, 17/2020, 20/2020 and 02/2021 dated 8th April 2020, 13th April 2020, 5th May 2020 and 13th January 2021, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 12th May 2020 and 15th January 2021, respectively, issued by the Securities and Exchange Board of India ("SEBI Circulars") and in compliance with the provisions of the Companies Act 2013 ("the Act") and rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI-LODR") the 35th Annual General Meeting ('the AGM') of B&A Packaging India Ltd ('the Company') shall be conducted through VC/ OAVM mode which does not require physical presence of Members at a common venue. The deemed venue for the 35th AGM shall be the Registered Office of the Company. For this purpose,

the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

2. **Electronic Dispatch of Notice and Annual Report and process of registration of e-mail id for obtaining copy of the documents:** In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the 35th AGM and Annual Report for the financial year 2020-21, consisting of Financial Statements for the year ended 31st March 2021, Directors Report, Auditors Report and other attachments of the Financial Statements and Reports are being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository

Participant/s, and who wish to receive the Notice of the 35th AGM and the Annual Report for the financial year 2020-21 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-

- a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self- attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, alongwith a scanned copy of your share certificate(s)(both sides) by email to the Company at:shares@bampl.in
 - b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
3. **Special Business:** The Explanatory Statement setting out the material facts pursuant to Section 102 of the Act, in respect of the Special Business under Item no. 4 set above is attached with the Notice of the AGM. Details as required under Regulation 36 of the SEBI-LODR and Secretarial Standard on General Meeting (SS-2) in respect of the Directors seeking appointment at the AGM is provided in the Annexure to the Notice. The Board of Directors of the Company ("the Board") at its Meeting held on 25th June, 2021 considered that the special business under Item No. 4 of the accompanying notice being considered unavoidable, be transacted at the AGM of the Company.
 4. **Proxy and Attendance Slip:** Since the AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members has been dispensed with and there is no provision for the appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
 5. **Quorum:** Participation of Members through VC /OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.
 6. **Corporate Shareholders:** Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate Members intending to authorize their representatives to participate and vote at the meeting are requested to email a certified copy of the Board resolution /authorization letter to the Company at shares@bampl.in or upload on the VC portal /e-voting portal.
 7. **Joint holders:** In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 8. **Availability of Notice/Annual Report:** Members may also note that the Notice of AGM and the Annual Report for the year 2020-21 will also be available on the Company's website www.bampl.com for download. The Notice of AGM shall also be available on the website of the Stock Exchange i.e. BSE Limited at <https://www.bseindia.com> and on the website of CDSL [https:// www.evotingindia.com](https://www.evotingindia.com).
 9. **Procedure for inspection of documents:** The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act and all documents mentioned in the Notice of the AGM will be available electronically for inspection by the Members at the website of the Company at www.bampl.com at investor's section prior to and during the time of AGM.
 10. **Record Date for E-voting:** The Company has set Thursday, 2nd September 2021 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 AGM, in both remote e-voting and e-voting during AGM.
 11. **Book closure:** Pursuant to the provision of section 91 of the Act, the Register of Members and the Share Transfer Books of the Company shall remain closed from Friday, 3rd September 2021 to Thursday, 9th September 2021 (both days inclusive).
 12. **Unpaid Dividend:** Shareholders who have not so far encashed their Dividend Warrants for the Financial Year ended 31st March 2014, 2015, 2016, 2017, 2018 and 2019 may immediately approach the Company's RTA to claim the unpaid dividends. Shares with respect to which dividends remain unclaimed for seven years will be transferred to the

Investor Education and Protection Fund (IEPF) as per section 123 of the Act' and applicable laws. Shareholders are requested to refer to the Annual Report 2020-21 for schedule of transfer of unpaid dividends to IEPF.

13. Dematerialization of shares: Members holding shares in physical form are requested to convert their holdings in dematerialized form to eliminate risks associated with physical shares and better management of the shares. Members can write to the Company's RTA in this regard. Members are requested to note that SEBI vide its circulars dated 8th June 2018 and 30th November 2018 has mandated that with effect from 1st April 2019 transfer of shares in listed companies could not be processed unless such shares are held in dematerialized form.

14. Nomination: Members are requested to consider making nominations in respect of their shareholding to ease the process of transmission. Shareholders holding shares in physical form are requested to register their nominations by submitting the nomination form appended at end of the Annual Report to the RTA. Nomination form is also available at the website of the company.

15. Green Initiative: To support the Green Initiative, members who have not registered their e-mail address are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.

16. Shareholders' Communication: Members are requested to send all communications relating to shares and unclaimed dividends, change of address, bank details, email address etc. to the Registrar and Share Transfer Agents at the following address:

MCS Share Transfer Agent Ltd, (Unit B&A Packaging India Ltd), 383, Lake Gardens, 1st Floor, Kolkata-700045; Phone: 033 4072-4051, 52, 53 Fax- 033 4072-4050; e-mail-mcssta@rediffmail.com.

In case of any grievance the shareholders are requested to communicate the Company Secretary at investorsgrievance@bampl.com.

If the shares are held in electronic form, then change of address and change in the Bank Accounts etc. should be furnished to their respective Depository Participants (DPs).

17. CDSL e-Voting System – For Remote e-voting and e-voting during AGM

- a) As stated in note 1 as above the forthcoming AGM will be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- b) Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI- LODR, and 'MCA Circulars' and 'SEBI Circulars' the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM.
- c) Shareholders whose names are recorded in the Registrar of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date namely Thursday, 2nd September 2021 shall only be entitled to cast their vote on the resolutions to be passed in the AGM by availing the facility of remote e-voting or by voting electronically during the AGM (venue e-voting).
- d) Any person who becomes a Member of the Company after dispatch of the notice of the AGM and holding shares as on the cut-off date or any Member whose email ids are not registered with the Company/depositories may obtain the login details required for e-voting/attending the AGM through VC./OAVM through the following process:
 - (i) In case shares are held in physical mode, please send a scan copy of a signed request letter mentioning your Folio No., Name of shareholder, complete postal address, alongwith scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) by email to shares@bampl.in.
 - (ii) For Demat shareholders -, please update your email id & mobile no. with your respective Depository Participant (DP).
 - (iii) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which

is mandatory while e-Voting & joining virtual meetings through Depository.

- e) The voting rights of the shareholder will be in proportion of the shares held by them as on the record date of Thursday, 2nd September 2021 to the paid up equity share capital of the Company.
- f) The Company has appointed Mr. Tarun Chatterjee, Advocate (Enrolment No. WB2068) failing him Ms. Binita Pandey, Practicing Company Secretary (PCS No. 19730) to act as the Scrutinizer to scrutinize the remote e-voting and venue e-voting process in a fair and transparent manner and they have given their consent to act in such capacity.
- g) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- h) The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Act, read with MCA and SEBI Circulars.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- i) The remote voting period begins on Monday, 6th September 2021 at 10.00 am and ends on Wednesday, 8th September 2021 at 5.00 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) of Thursday, 2nd September 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- j) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- k) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, (hereinafter Cir 242) under Regulation 44 of SEBI- LODR; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- l) In terms of Cir 242 on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

(i) Pursuant to above said Cir 242, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/hom/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at</p>

	<p>https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in Demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-</p>

	<p>directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/secureWeb/IdeasDirectReg.jsp.</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL:https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
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<p>Individual Shareholders (holding securities in Demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(ii) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website: www.evotingindia.com
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
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"> ● Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.
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"> ● If both the details are not recorded with the depository or the Company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- 7) After entering these details appropriately, click on “SUBMIT” tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 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.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- 11) 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.
- 12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 13) 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.
- 14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 16) 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 & enter the details as prompted by the system.
- 17) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
 - Non-Individual shareholders (i.e. other than

Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; shares@bampl.in (designated email address by company), if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

m) INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- 1) The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
 - 2) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
 - 3) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting.
- However, they will not be eligible to vote at the AGM.
- 4) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
 - 5) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - 6) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - 7) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **5 (five) days prior to meeting** mentioning their name, demat account number/ folio number, email id, mobile number at shares@bampl.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **5 (five) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at shares@bampl.in. These queries will be replied to by the company suitably by email.
 - 8) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
 - 9) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
 - 10) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

n) PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

- i. For Physical shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhaar Card) by email to shares@bAMPL.in.
 - ii. For Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP)
 - iii. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
18. If any Member has any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.
19. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.
20. Results of the e-voting shall be declared within 48 hours after conclusion of the AGM. The results declared alongwith the Scrutinizer's report shall be placed at the website of the Company at www.bAMPL.com and on the website of CDSL at www.evotingindia.com. The same shall also be communicated to BSE Ltd where the shares of the Company are listed.
21. Since the AGM will be held through VC/OAVM facility, the Route Map is not annexed in this Notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT' 2013

The following statement sets out the material facts relating to the special business mentioned in the Notice of the Annual General Meeting ('the AGM'):

Item No. 4

Mr. Somnath Chatterjee (Mr. Chatterjee) erstwhile Whole Time Director of the Company was appointed as Managing Director with effect from 12th November 2020 by the Board of Directors (the Board) in its meeting held on 12th November 2020. The terms and conditions of his appointment including remuneration payable in the capacity of Managing Director which was recommended by the Nomination and Remuneration Committee (the Committee) in its meeting held on 12th November 2020, is subject to the approval of the Members in the AGM. An agreement was executed by the Company with Mr. Chatterjee on 17th March 2021 ascribing, inter alia, to the following terms and conditions of his appointment including remuneration payable to him.

1. Mr. Chatterjee's appointment as Managing Director will be effective from 12th November 2020 and remain in force for a period of 3 (three) years i.e. from 12th November 2020 to 11th November 2023.
2. Mr. Chatterjee will be entitled to the following remuneration and allowances in the capacity of Managing Director with effect from 12th November 2020;
 - a) Basic Salary – Salary at the rate of Rs. 1, 00,000 (One lac) per month.

The Annual increments will be effective from 1st April each year, and will be recommended/ decided by the Nomination and Remuneration Committee and/or Board of Directors and will be merit based.
 - b) Other Allowance –
 - (i) Contribution to Gratuity – As per rules of the Company and subject to maximum permissible limit as per Payment of Gratuity Act 1972.
 - (ii) Cost of Electricity at residence- Actual Cost will be borne by the Company against bills subject to a ceiling of Rs. 30,000 (Thirty Thousand) per annum or such higher sum as to be decided by the Board and/or the Committee from time to time.

- (iii) Domestic help Allowance- Payment of Rs 18,000 (Eighteen Thousand) per annum as domestic allowance or such higher sum as to be decided by the Board and/or the Committee from time to time.
- c) Provision for use of chauffer driven Company maintained car for official duties attended, provision for telephone at office, residence and mobile phones, including long distance calls and monthly subscription fees for Clubs, shall not be included in the computation of limits for the remuneration and shall not be grouped under perquisites or allowances given to Mr. Chatterjee.
3. Minimum Remuneration – Notwithstanding anything to the contrary contained herein, where, in any financial year during the currency of tenure of Directorship of Mr. Chatterjee, the Company has no profits or its profits are inadequate, the Company shall 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 or limits provided in Schedule V of the Act or any amendment made thereto or any modifications thereof, subject to while he is a managerial person in two companies, he draws remuneration from one or more companies provided that the total remuneration drawn from the companies does not exceed the higher maximum limit admissible from any one of the companies of which he is a managerial person.
4. Mr. Chatterjee's office of Directorship will be liable to be determined by retirement of directors by rotation as per provisions of the Act' and Articles of Association of the Company.
5. Mr. Chatterjee will be overall in-charge of the day to day affairs of the Company and its operations and will be entitled to take all decisions in relation to policy matters thereof, within superintendence, control and direction of the Board of Directors of the Company.
6. The terms and conditions of Mr. Chatterjee's appointment and/or Agreement mentioned hereinbefore including remuneration payable may be altered and varied from time to time by the Committee and/or the Board as they may, in their absolute discretion deem fit, within the maximum amount payable to Managerial Personnel in accordance with the Act, or Articles of Association of the Company.
- None of the Directors or Key Managerial Personnel or their relatives except Mr. Somnath Chatterjee is concerned or interested in this resolution.
- The Board recommends the resolution set out in item no. 4 of the Notice of the AGM for approval by the Members.

By Order of the Board of Directors

D. Chowdhury
Company Secretary
Membership No. A15674

Place : Kolkata
Date : 25th June, 2021

ANNEXURE TO THE NOTICE

Details in respect of Directors seeking appointment/re-appointment at the AGM is provided herewith. The appointee Directors have furnished requisite declarations for their appointment/re-appointment.

(i) Profile of Appointee Directors:

(a) Mrs. Anuradha Farley, born in Assam in 1954 is a UK citizen and a Person of Indian Origin (PIO). She attended Woodstock School, Mussorie from 1964 to 1970 and trained as a professional artist and illustrator first at Sir J J School of Arts in Bombay, 1970 to 1973, then at State University of New York, Fashion Institute of Technology (F.I.T.) from 1978 to 1981. She graduated from F.I.T. Summa cum Laude and was runner up for

valedictorian. She has held five solo art exhibitions in Tokyo (1988), Hong Kong (1990 and 1992) and London (1994 and 1997). Her fashion illustrations have appeared in the New York Times and Women's Wear Daily and she also illustrated a book on executive women's fashion in New York City in 1982. She does not hold any shares in the Company.

(b) Mr. Somnath Chatterjee born in 1962 is a commerce graduate and was trained in United Kingdom in the area of manufacturing and packaging of products. He has thirty-six years of extensive experience in managing tea plantation activities and packaging business. He holds 19,385 equity shares in the Company. He is not related to any Director on Board.

(ii) Particulars of Directorship of the above-mentioned Directors in other listed Indian Companies as on 31st March 2021 are tabled below.

Name of the Director	Number of meetings of Board attended during FY 2020-21	Remuneration received during FY 2020-21 (in Rs. Lac)	Name of the other Listed Companies where the appointee is also a Director	Category of Directorship	Committee Membership	Chairmanship in Committees
Mrs. Anuradha Farley	1	0.25	B&A Ltd.	Non-Executive Director, Chairman of the Board	Nil	Nil
Mr. Somnath Chatterjee	6	21.36	B&A Ltd.	Managing Director	(i) Stakeholder's Relationship Committee (ii) Corporate Social Responsibility Committee (iii) Share Transfer Committee	Nil