

B & A PACKAGING INDIA LIMITED

CIN: L21021OR1986PLC001624

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

Corporate office: 113, Park Street, 9th Floor, Kolkata-700016

Tel : (033) 2265 7389, 4004 7472, Fax: (033) 2265 1388

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

Notice of 33rd Annual General Meeting

Notice is hereby given that the Thirty-third Annual General Meeting of the Shareholders of B & A Packaging India Limited (hereinafter the Company) will be held at the Registered Office of the Company at 22, Balgopalpur Industrial Area, Balasore-756020, Odisha, on Friday, 6th September 2019 at 9.30 a.m. 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, 2019 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 2019 and reports of Board of the Directors and Auditors thereon laid before the meeting, be and are hereby considered and adopted.”

2. To declare dividend on equity shares for the financial year ended 31st March 2019 and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT a final dividend at the rate of Re. 0.50 (Fifty Paise) per equity share of Rs. 10/- (Ten rupees) each fully paid up of the Company be and is hereby declared and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended 31st March 2019 to the Equity Shareholders of the Company whose names stand registered in the Company’s register of members or as beneficial owners in the books of National Securities Depository Ltd and Central Depository Services (India) Ltd as at the end of business hours on Friday, 30th, August 2019 or their mandates.”

3. To appoint Mrs. Anuradha Farley, 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.”

4. 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 2020.

Special Business

5. To consider and if thought fit, to pass, with or without modification, the following Resolution as a Special Resolution:

“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 [including any statutory modification (s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Anjan Ghosh (DIN 00655014) who was appointed as an Independent Director and who holds office of Independent Director upto 31st March 2020 and being eligible 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 Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect from 1st April 2020 till 31st March 2025 on the Board of the Company.”

“RESOLVED FURTHER THAT Mr. Anjan Ghosh (DIN 00655014) will continue as Independent Director on

the Board of the Company on his attaining the age of 75 (Seventy five) years for the remaining period of his term of Directorship till the completion of his term of Directorship i.e. upto 31st March 2025.”

6. To consider and if thought fit, to pass, with or without modification, the following Resolution as a Special Resolution:

“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 [including any statutory modification (s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Basant Kumar Goswami (DIN 00003782) being eligible 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 Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office with immediate effect for a term upto 31st March 2024 on the Board of the Company.”

“RESOLVED FURTHER THAT Mr. Basant Kumar Goswami (DIN 00003782) 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 31st March 2024.”

7. To consider and if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT further to the resolution passed at the Annual General Meeting of the members of the Company held on 29th September 2015 for appointment and remuneration payable to Mr. Somnath Chatterjee, Whole Time Director (DIN 00172364) of the Company and pursuant to the provisions of Sections 196, 197, 198 and Schedule V of the Companies Act’ 2013 (hereinafter the Act’) and other applicable provisions if any, [including any statutory modification (s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], consent of the members of the Company be and is hereby accorded for the payment of remuneration within the maximum permissible remuneration as specified in Section II Part II of the Schedule V of the Act’ to Mr. Somnath Chatterjee for a period not exceeding 2 (two) years with effect from 1st April 2018 till completion of his present tenure of office i.e. 26th March 2020 on the terms and conditions as per following schedule, recommended by the Nomination and Remuneration Committee of Directors and approved by the Board of Directors, notwithstanding that in case of

absence or inadequacy of profit, such remuneration shall be payable to Mr. Somnath Chatterjee as minimum remuneration irrespective such remuneration may exceed the limits as prescribed in the provisions of Section 197 and 198 of the Act’, however, such remuneration shall not exceed the limits as stated in the Schedule V of the Act’ including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force.

Schedule-Terms and Conditions

(A) Salary, Allowances and Perquisites-As per remuneration schedule originally approved by the Board of Directors in its meeting held on 27th March 2015 and approved by the Shareholders in its meeting held on 29th September 2015 and further amended by the Board of Directors and/or Nomination and Remuneration Committee of Directors from time to time and within the maximum permissible remuneration as per section II, part II of Schedule V of the Companies Act’ 2013 or any amendments thereto or any statutory modifications thereof, in the event, the Company registers no profits or its profits are inadequate.

(B) Mr. Chatterjee shall also be eligible to the following perquisites subject to the approval of the Nomination and Remuneration Committee of Directors and/or Board of Directors which are not included in the computation of ceiling of remuneration specified in the Schedule V as above:

- i) Contribution to Provident Fund, Superannuation fund or annuity fund to the extent these are either singly or put together are not taxable under the Income Tax Act’ 1961.
- ii) Gratuity payable to Mr. Chatterjee at a rate not exceeding half a month’s salary for each completed year of service from the date of his joining in the group.
- iii) Encashment of leave at the end of the tenure.

(C) Reimbursements

- i) Mr. Chatterjee shall be entitled to re-imbusement of all actual out of pocket expenses incurred in connection with the business of the company which would include club memberships and entertainment expenses and such expenditure will not be grouped under perquisites or allowances in the computation of ceiling of remuneration specified in the Schedule V as above.
- ii) Provisions for use of chauffeur driven company maintained cars, telephone and mobile phones at office and residence including long distance calls will not be grouped under perquisites or allowances in the computation of ceiling of remuneration specified in the Schedule V as above.

(D) Other terms

- i) As long as Mr. Chatterjee functions as Managerial person in the Company he shall not be paid any sitting

fees to attend any meeting of the Board and/ or Committee of Directors.

- ii) In the event of inadequacy or absence of profits in any financial year Mr. Chatterjee will be entitled to the payment of salary, allowances and perquisites as set out in para A above as minimum remuneration subject to necessary approvals, if any, notwithstanding the fact that such remuneration may exceed the limits prescribed under 197 of the Companies Act' 2013 alongwith the perquisites as set out in para B above which are not included in the computation of limits for the remuneration or perquisites aforesaid.
- (iii) Mr. Chatterjee will be entitled to earned/ privileged leave as per rules of the Company.
- (iv) Mr. Chatterjee being a managerial person in two companies and drawing remuneration from both the companies the total remuneration drawn from all the companies shall not exceed the higher maximum limits admissible under Section 197 or Schedule V of the Act', from any one of the companies where he is a managerial person.

- (v) The other terms and conditions of his appointment including powers, duties and remuneration as approved by the Board of Directors in its meeting held on 27th March 2015 and ratified by the Shareholders in its meeting held on 29th September 2015 and embodied in the agreement dated 28th October 2015 entered between the Company and Mr. Chatterjee and further amended by the Board of Directors and/ or Nomination and Remuneration Committee of Directors from time to time will remain in force for the remaining period of his Directorship.

RESOLVED FURTHER THAT the Board of Directors and/or Nomination and Remuneration Committee of Directors shall have the discretion and authority to modify the aforesaid terms of remuneration within the limits as prescribed under Section 197 and Schedule V of the Act' [including any statutory modification (s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] and as approved by the members.

By order of the Board of Directors

Place : Kolkata
Date : 25th May, 2019

D. Chowdhury
Company Secretary

NOTES:

- 1. A member entitled to attend and vote at the Annual General Meeting (AGM) may 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 in order to be effective, must be received either at the office of the Registrar and Share Transfer Agent (RTA), M/s MCS SHARE TRANSFER AGENT LIMITED, 383, Lake Gardens, 1st Floor, Kolkata-700045 Phone: 033 4072-4051, 52, 53 Fax - 033 4072-4050 Email- mcssta@rediffmail.com. or at the Company's Registered Office not less than forty eight hours before the commencement of the meeting.
- 2. 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.
- 3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than three days of notice in writing is given to the Company.
- 4. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the AGM.
- 5. Explanatory Statement pursuant to section 102 of the Companies Act' 2013 (hereinafter the Act') relating to the Special Business to be transacted at the meeting is annexed hereto.
- 6. Copies of all documents referred to in the notice are available for inspection by the members at the registered office of the Company during normal business hours on all working days upto and including the day of the AGM of the Company. The terms and conditions of

- reappointment of Independent Directors 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 and also available at the website of the Company at www.bampl.com. The Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts and Arrangements in which Directors are interested maintained under sections 170 and 189 of the Act' respectively will be available for inspection by the members at the AGM.
7. The Company has set Friday, 30th August 2019 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.
 8. 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 Saturday, 31st August 2019 to Friday, 6th September 2019 (both days inclusive).
 9. The Dividend, as recommended by the Board, if declared at the AGM, will be paid, subject to the provisions of Section 126 of the Companies Act, 2013 to those member or their mandates
 - (i) Whose name appear as Beneficial Owners as at the close of business hours on Friday, 30th August 2019 in the list to be furnished by National Securities Depositories Ltd (NSDL) and Central Depository Services (India) Ltd (CDSL) in respect of shares held in electronic form and
 - (ii) Whose names appear as members in the Register of Members of the Company on or before Friday, 30th August 2019.
 10. Shareholders are requested to note that Securities and Exchange Board of India (SEBI) vide its circular dated 20th April 2018 has directed Companies to distribute dividends via ECS/NEFT or other approved electronic mode or by physical instrument such as warrants/demand draft incorporating bank details of the shareholders. Accordingly shareholders holding shares in demat form are requested to update their demat account with the DP and those shareholders holding shares in physical form are requested to submit the form appended at the end of the Annual Report alongwith a cancelled cheque of the Bank Account to the RTA of the Company to enable them to update the necessary records for payment of dividends in electronic/approved mode.
 11. Shareholders who have not registered their email address are requested to register their e-mail ID.
 - i) Shareholders holding shares in demat form may register their e-mail ID against their demat account with respective DP.
 - ii) Shareholders holding shares in physical form may register their email ID by writing/sending an email to the Company at investorsgrievance@bampl.com.
 12. Shareholders are requested:
 - i) To note that correspondences should be addressed to RTA of the Company M/s. MCS SHARE TRANSFER AGENT LIMITED, 383, Lake Gardens, 1st Floor, Kolkata-700045 Phone: 033 4072-4051, 52, 53 Fax- 033 4072-4050, Email mcssta@rediffmail.com.
 - ii) To notify change in address immediately to the RTA of the Company quoting folio number.
 - iii) 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.
 - iv) Quote their DP ID/Client ID number or folio number in all their correspondences.
 - v) In case of inconvenience write to the Company Secretary at 113, Park Street, 9th Floor, Kolkata 700016 or Email at investorsgrievance@bampl.com
 13. Shareholders who have not so far encashed their Dividend Warrants for the Financial Year ended 31st March 2014, 2015, 2016, 2017 and 2018 may immediately approach the Company's RTA, MCS Share Transfer Agent Ltd 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.
 14. 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.
 15. Shareholders 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.
 16. The Annual report 2018-19 and Notice of the Annual General Meeting, Attendance Slip and Proxy Form are being sent in electronic form to all the members whose email IDs are registered with the Company/DP. For members who have not registered their email addresses

physical copies of the aforesaid documents are being sent in the permitted mode. Annual Report for the financial year ended 31st March 2019, Notice of the Annual General Meeting, Attendance Slip and Proxy Form are also available in the Company's website at www.bampl.com.

17. Members seeking any information with regard to accounts are requested to write to the Company Secretary at least 10 days in advance of AGM to enable the Company to keep the information ready.
18. In compliance with the provisions of section 108 of the Companies Act' 2013 and the rules framed thereunder, 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.
19. Mr. Tarun Chatterjee, Advocate (Enrolment No. WB 2068) failing him, Ms. Binita Pandey, Practicing Company Secretary (PCS No. 19730) has been appointed as the Scrutinizer to scrutinize the e-voting process. The Scrutinizer shall as early as possible from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman of the AGM.

20. SHAREHOLDER'S INSTRUCTIONS FOR REMOTE E-VOTING

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, 3rd September 2019 at 10 a.m. and ends on Thursday, 5th September 2019 at 5 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) on Friday, 30th August 2019 may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted through remote e-voting prior to the meeting date would not be entitled to vote on poll at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders tab.
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (vi) Next enter the Image Verification as displayed and click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

| | For Members 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"> • Members who have not updated their PAN with the Company/ depository participant 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. |
| 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 Company please enter the member id / folio number in the dividend bank details field as mentioned in instruction (v). |

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the company selection screen. However, members 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 remote 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.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant BandAPack on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the voting page.
- (xviii) 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 and enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile application m-voting available for android based mobiles. The m-voting app can be downloaded from Google Play. Apple and Windows phone users can download the app from the App store and Windows phone store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian 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.

(xxi) 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.

Other instructions on remote e-voting

- (i) The remote e-voting period commence on Tuesday, 3rd September 2019 at 10 a.m. and ends on Thursday, 5th September 2019 at 5 pm. During this period, shareholders holding shares either in physical form or in dematerialised mode as on Friday, 30th August 2019 may cast their vote electronically. The remote e-voting module will be disabled by CDSL for voting hereafter. Once the vote on resolutions is casted by the shareholder, he shall not be allowed to change it subsequently.
 - (ii) The voting rights of the shareholders will be in proportion of their shares as on Friday, 30th August 2019 to the paid up equity share capital of the Company. However, any person who acquires Share(s) and become a member after dispatch of notice and held shares 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
 - (iii) Provision of electronic voting will not be extended during the AGM, however those members who have not casted their vote through remote e-voting will be allowed to vote on poll. Those members who have exercised their voting through remote e-voting prior to the meeting may participate in the AGM but will not be entitled to vote on poll during the meeting.
 - (v) The Scrutinizer will make his/her report of the votes casted in favour or against, if any, to the Chairman or a person authorised by him on Saturday, 7th September 2019 and he shall declare the results of the voting forthwith.
 - (vi) The results declared along-with the Scrutinizer’s Report shall be placed on the Company’s website www.bampl.com and will be available in the website of CDSL and will be communicated to Bombay Stock Exchange where the shares of the Company are listed.
21. Details in respect of Directors seeking appointment/re-appointment at the AGM are provided herewith. The Directors have furnished requisite declarations for their appointment/ reappointment.

- (i) Mrs. Anuradha Farley, born in Assam on 21st February 1954, took over from her late father as Chairman of the Board of Directors of B & A Packaging India Limited on 13th November 2013. Mrs. Farley 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 is a member of Nomination and Remuneration Committee of Directors of the Company. She is not related to any Director on the Board. She does not hold any shares in the Company.
- (ii) Mr. Anjan Ghosh, born on 15th July 1949, is a fellow member of Institute of Chartered Accountants of India, and was associated with J. Thomas group of companies, a reputed tea broking house in Kolkata

for 34 years where he was elevated to Managing Director and Vice Chairman. Currently he works as a corporate consultant. Mr. Ghosh joined the Directorate on 24th April 2010. Mr. Ghosh is the Chairman of the Audit Committee and Nomination and Remuneration Committee of Directors of the Company and member of the Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Share Transfer Committee of Directors. He is not related to any Director on the Board. Mr. Ghosh does not hold any shares in the Company.

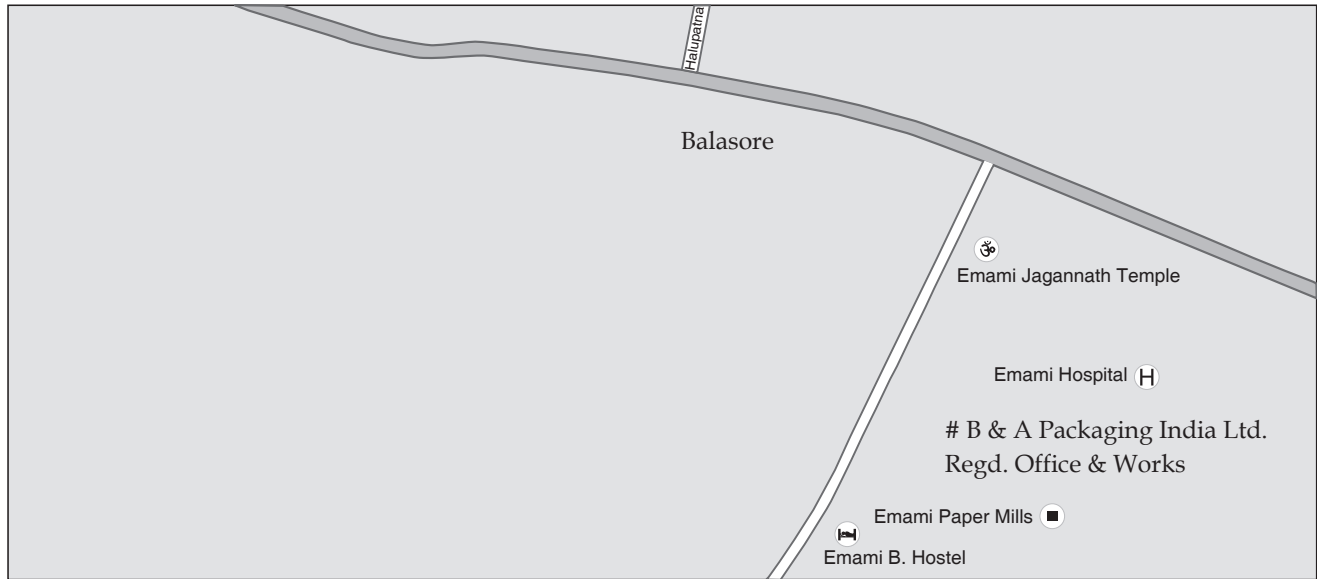
- (iii) Mr. Goswami born in 29th January 1935 is a retired IAS officer and held very senior positions during his career viz. Chief Secretary, Govt. of Jammu and Kashmir, Secretary, Tourism, Government of India etc. He has remained Director in the Board of several reputed companies like, Jaiprakash Associates Ltd, Jaypee Infratech Ltd and Jaypee Development Corporation Ltd and serves the Board of Conservation Corporation of India Pvt. Ltd, New Kelinworth Pvt. Ltd. etc. He is also past Chairman of the Tea Board of India. He is not related to any Director on the Board. He doesn't hold any shares in the Company.

Particulars of Directorship of the above-mentioned Directors in other listed Indian Companies are tabled below.

| Name of the Director | Number of meetings of Board attended during FY 2018-19 | Remuneration received during FY 2018-19 (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 Board | Nil | Nil |
| Mr. Anjan Ghosh | 5 | 3.58 | B&A Ltd. | Independent Director | (i) Audit Committee (ii) Nomination and Remuneration Committee (iii) Stakeholder's Relationship Committee (iv) Corporate Social Responsibility Committee (v) Share Transfer Committee | (i) Audit Committee (ii) Nomination and Remuneration Committee |
| Mr. Basant Kumar Goswami | Not Applicable | Not Applicable | B&A Ltd. | Independent Director | (i) Audit Committee (ii) Nomination and Remuneration Committee | Nil |

22. The route map of the venue of the meeting is attached herewith for convenience of the Members.

Route Map of the Venue of Annual General Meeting



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:

Item No. 5

The Members of the Company in the Annual General Meeting of the Company held on 29th September 2015 approved the appointment of Mr. Anjan Ghosh (DIN 00655014) as an Independent Director on the Board of the Company (hereinafter the Board) for an initial term of five consecutive years to hold office upto 31st March 2020.

In terms of section 149 and Schedule IV of the Companies Act' 2013 (hereinafter the Act') read with Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter the SEBI (LODR), an independent director shall hold office for an initial term of five consecutive years but shall be eligible for re-appointment on passing a Special Resolution by the Members of the Company. Accordingly, on passing Special Resolution by the Members of the Company the above mentioned Director would stand eligible for re-appointment as Independent Director on the Board for a 2nd term of five consecutive years on expiry of his existing tenure of Directorship as mentioned above. Further, in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is also required for continuation of the office of a Non-Executive Director on his attaining the age of seventy five years with effect from 1st April 2019. Mr. Anjan Ghosh will be attaining the age of seventy five years on 15th July 2024 as Non-Executive Director on the Board if re-appointed by the Members for a 2nd term of five consecutive years.

The Company has received notice in writing from a Member of the Company under Section 160 of the Act, proposing candidatures of Mr. Anjan Ghosh for the office of Director of the Company.

Prior to joining this Directorate, Mr. Anjan Ghosh served J. Thomas & Company a professionally managed business house where he reached the highest echelon of the corporate structure and was elevated to the position of Vice-Chairman and Managing Director. As a member of the Board, Mr. Ghosh has been effectively advising the management on issues of strategy, performance, risk management and deployment of resources in the Company. The Company had received expert guidance from Mr. Ghosh on issues relating to financial management and banking solutions. Mr. Ghosh has been profound adherent of good corporate governance and has been practicing as such across the Board and Committees of listed companies where he is a Director. As a Chairman of the Audit Committee he has remained a

been contributory in reviewing Company's financial reporting process and financial statements. As a highly involved company director he has brought appropriate clarification or amplification of information on certain topics which were vital and delicate to the Company.

In terms of what has been stated in para 4 above, the Board is of the view that continued association Mr. Anjan Ghosh would be beneficial for future development and business prospect of the Company. Besides, given the knowledge, experience and performance of the aforesaid Director and contribution to Board processes by him, it would be appropriate that he may continue to serve on the Board as an Independent Director for a 2nd term of five consecutive years to hold office from 1st April 2020 to 31st March 2025.

Accordingly, in compliance with the applicable provisions of the Act' and relevant rules and regulations framed thereunder and SEBI (LODR) the Board at its meeting held on 25th May 2019, recommended for the approval of the Members in this Annual General Meeting (hereinafter 'the AGM') for the re-appointment of Mr. Anjan Ghosh with effect from 1st April 2020 for a 2nd term of five consecutive years and to hold office as non-executive Independent Director on attaining the age of 75 years till completion of his term of Directorship i.e. upto 31st March 2025.

Company has received declaration from Mr. Anjan Ghosh that he meets the criteria of Independence prescribed under Section 149 and Schedule IV of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI (LODR).

In the opinion of the Board, the Mr. Anjan Ghosh fulfills the conditions specified in the Act, the Rules thereunder and the SEBI (LODR) for re-appointment as Independent Director and that he is independent of the management of the Company.

Additional information in respect of Mr. Anjan Ghosh pursuant to the SEBI (LODR) and the Secretarial Standard on General Meetings is appended in the notice of the AGM.

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, other than Mr. Anjan Ghosh is interested or concerned in the Special Resolution.

The Board recommends the Special Resolution set out in the Item No. 5 of the Notice of the AGM for approval by the members.

Item No. 6

In accordance with the provisions of Section 149 and Schedule IV of the Act' read with Regulation 25 of SEBI (LODR) appointment of an Independent Director requires approval of the Shareholders. Based on the recommendations made by the Nomination and Remuneration Committee of Directors (hereinafter the Committee), the Board in its meeting held on

25th May 2019 has proposed that Mr. Basant Kumar Goswami (DIN 00003782) who holds office of Independent Director in B&A Ltd, the holding company, be appointed as an Independent Director on the Board of the Company. The appointment of Mr. Goswami shall be effective upon approval by the members in the AGM.

Further in terms of Regulation 17(1A) of SEBI (LODR) consent of the shareholders by way of special resolution is also required to appoint a non-executive director who has attained the age of seventy five years. Mr. Basant Kumar Goswami has attained the age of seventy five years on 28th January 2010.

The Company has received notice in writing from a Member of the Company under Section 160 of the Act, proposing candidatures of Mr. Basant Kumar Goswami, for the office of Director of the Company.

Mr. B.K. Goswami, a retired I.A.S. officer, held very senior positions in the Government of India prior to joining the Directorate of the holding company. He remained Chairman of the Tea Board of India and was deputed to Australia for tea promotion in South Asia Pacific Region. He also remained a Secretary, Tourism, Government of India. As a member of the Board of the holding company, Mr. Goswami has been effectively advising the management in issues of strategy, performance, risk management and deployment of resources in the tea gardens of the Company. The group had received expert guidance from Mr. Goswami in its tourism ventures. Mr. Goswami has been profound adherent of good corporate governance and has been practicing as such across the Board and Committees of several reputed listed companies where he is a Director. As a member of the Audit Committee and Nomination and Remuneration Committee of Directors of the holding company, he had effectively advised the management in issues of providing accurate operational and financial information, ensuring compliance with statutory provisions and corporate policies, review of management performance and key appointments. As a highly involved company director he has been providing appropriate clarifications or amplification of information on certain issues which are vital and delicate to the holding company.

In terms of what has been stated in para 4 above, the Committee and the Board are of the view that association Mr. Basant Kumar Goswami as Independent Director on the Board of the Company would be beneficial for future development and business prospect of the Company. Besides, given the knowledge, experience and expertise of the aforesaid Director it would be appropriate that he may be appointed as Independent Director on the Board of the Company upon approval by the members in the AGM for a term upto 31st March 2024 and hold office as non-executive Independent Director on his attaining the age of 75 years till completion of his term of Directorship.

The Company has received declarations from Mr. Basant Kumar Goswami, that he meets the criteria of Independence prescribed under Section 149 and Schedule IV of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI (LODR).

In the opinion of the Board, the aforesaid Director fulfills the conditions specified in the Act, the Rules framed thereunder and the SEBI (LODR) for appointment as Independent Director on the Board and that he is independent of the management of the Company.

Additional information pursuant to the SEBI (LODR) and the Secretarial Standard on General Meetings in respect of Mr. Basant Kumar Goswami is appended in the notice of the AGM.

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, other than Mr. Goswami, is interested or concerned in the Special Resolution.

The Board recommends the Special Resolution set out in the Item No. 6 of the Notice of the AGM for approval by the members.

Item No. 7

Mr. Somnath Chatterjee was appointed as Whole Time Director in the Company with effect from 27th March 2015 for a period of five years upto 26th March 2020 by way of an ordinary resolution passed by the members of the Company at the 29th Annual General Meeting of the Company held on 29th September 2015. An agreement ascribing to the terms and conditions of the appointment including remuneration payable to Mr. Somnath Chatterjee as Whole Time Director was approved by the members in the said meeting and was entered between the Company and Mr. Somnath Chatterjee on 28th October 2015. The terms and conditions of appointment of Mr. Somnath Chatterjee inter alia provided for payment of minimum remuneration and perquisites to him in terms of Section 197 read with Schedule V of the Act' in the event of absence or inadequacy of profits in the Company.

Mr. Somnath Chatterjee was also serving B&A Ltd (holding company) as Managing Director during his appointment as Whole Time Director in the Company. The terms of conditions of appointment of Mr. Somnath Chatterjee in the Company inter alia provided for payment of remuneration as a managerial person from both the companies provided the total remuneration drawn from the Company and the holding company shall not exceed the higher maximum limit admissible under the Act'.

The profit of the Company in terms of section 198 of the Act' for the financial year ended 31st March 2019 was inadequate for payment of combined remuneration of Rs. 45,03,397 (Rs. 12,48,265 from the Company and Rs. 32,55,132 from the holding company) received by Mr. Somnath Chatterjee

from the Company and holding company in the capacity of Whole time Director and Managing Director respectively. However, such combined remuneration paid to Mr. Chatterjee during the financial year ended 31st March 2019 was within the limit of maximum permissible remuneration (Rs. 84 lac) payable in terms of section 197 of the Act' read with Section II, part II of the Schedule V of the Act' in the event of absence or inadequacy of profit, based on the computation of effective capital of the Company as on 31st March 2019.

Section II, part II of the Schedule V of the Act' provides for according of consent of the members by means of ordinary resolution approving the payment of minimum remuneration to a managerial person of a company for a period not exceeding three years in the event of absence or inadequacy of profit in the company provided payment of such remuneration is approved by the Nomination and Remuneration Committee of Directors and Board of Directors of the Company.

The Nomination and Remuneration Committee and Board of Directors of the Company in its meetings held on 25th May 2019 have approved the payment of remuneration to Mr. Somnath Chatterjee from the Company as per schedule contained in the accompanying resolution as minimum remuneration for the financial year ended 31st March 2019 and 31st March 2020; provided the combined remuneration paid or payable by the Company and the holding company to Mr. Somnath Chatterjee during these financial years may exceed the limits as prescribed under Section 197 and 198 of the Act' however, such combined remunerations shall not exceed the limits as stated in Section II, part II of the Schedule V of the Act' and applicable to the Company.

Additional information for the members of the Company as required under section II of part II of the Schedule V of the Act' is given below. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, other than Mr. Somnath Chatterjee is interested or concerned in the Ordinary Resolution.

The Board recommends the Ordinary Resolution set out in the Item No. 7 of the Notice of the AGM for approval by the members.

STATEMENT OF INFORMATION FOR THE MEMBERS PURSUANT TO SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013.

I. GENERAL INFORMATION

1. Nature of industry:

The Company is engaged in manufacturing and marketing of paper sacks and flexible laminates.

2. Date of commencement of commercial production:

1st April 1989.

3. Financial Performance based on given indicators:

| Standalone Financial Results | Rs. In lac | |
|------------------------------|------------|---------|
| | 2018-19 | 2017-18 |
| Particulars | 2018-19 | 2017-18 |
| Turnover | 7237.55 | 7006.57 |
| Profit after tax | 480.04 | 480.07 |
| Earning per shares | 9.68 | 9.68 |
| Net Worth | 2882.64 | 2198.07 |

4. Foreign investments or collaborations, if any:

The Company does not have any foreign collaboration. Foreign investments in equity shares are listed below:

| Particulars | Number of shares as on 31st March 2019 | % with respect to total share capital |
|------------------------------------|--|---------------------------------------|
| DRG (UK) Limited (Foreign Company) | 1,00,000 | 2.02 |

II. INFORMATION ABOUT THE APPOINTEE

1. Background details:

Mr. Somnath Chatterjee, born in 1962, is a commerce graduate. He has more than thirty years of extensive experience in the area of finance, production, human resource and commercial matters, in tea plantation and packaging business. Currently he holds the position of Whole Time Director in the Company and Managing Director in B&A Ltd, the holding company.

2. Past remuneration:

The remuneration paid to Mr. Somnath Chatterjee for the last two financial years from the Company and the holding company, B&A Ltd is detailed below:

| Remuneration including value of perquisites and contribution to Provident Fund | 2018-19 | 2017-18 |
|--|------------|------------|
| | Rs. in lac | Rs. in lac |
| B&A Packaging India Ltd. | 12.48 | 5.00 |
| B&A Ltd. | 32.55 | 30.05 |
| Total | 45.03 | 35.05 |

Total remuneration received by Somnath Chatterjee during the financial year 2018-19 from the Company and holding company is in excess of Rs. 9.99 lac, given, the higher maximum limit of remuneration based on the profitability of the Company for the financial year 2018-19 computed u/s 198 of the Act' payable to him is Rs. 35.04 lac based on the computation of effective capital of the Company as on 31st March 2019, the permissible remuneration as

per Schedule V of the Act' for Mr. Somnath Chatterjee is Rs. 84 lac per annum in the event of absence or inadequacy of profits. Therefore the Company is permitted to pay upto Rs. 84 lac per annum to Mr. Chatterjee as remuneration for the financial years 2018-19 and continue payment of remuneration to him during the financial year 2019-20 upto such higher limit in view of inadequate profits, subject to the approval of the shareholders.

3. Recognition/awards:

Not applicable

4. Job Profile and suitability:

Mr. Somnath Chatterjee, Whole Time Director of the Company, is highly experienced and controls the affairs of the Company as a whole under the direction and supervision of the Board of Directors of the Company. He has successfully and in a sustained way contributed significantly towards growth in the performance of the Company. He has extensive experience in the packaging industry. He is actively involved in the production planning, marketing, formulation of business strategy and business development of the Company.

5. Remuneration proposed:

Details of remuneration proposed for approval of the members in this 33rd Annual General Meeting of the Company are provided in the respective resolution.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

The current remuneration being paid to the Whole Time Director, based on his profile of the position, is lower than the remuneration being paid to companies of comparable size in the industry in which the Company operates.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Apart from the remuneration and perquisites paid to him as Whole Time Director as stated above and his respective shareholding held directly or indirectly in the Company, Mr. Somnath Chatterjee does not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel.

III. OTHER INFORMATION

1. Reasons for loss or inadequate profits and steps taken or proposed to be taken for improvement:

In the financial year 2018-19 the Company has registered a post-tax profit of Rs. 4.80 cr. The remuneration drawn by the Whole Time Director during the financial year 2018-19 from the Company is within the limits as enumerated in the provisions of section 197 and 198 of the Act'. However, the combined remuneration drawn by Mr. Chatterjee from the Company and the holding company exceeded the higher maximum limit of remuneration based on the profitability of the Company for the financial year

2018-19, computed u/s 198 of the Act'. The proposed remuneration to Mr. Chatterjee is within the maximum permission remuneration as per Schedule V of the Act' based on the computation of effective capital of the Company.

Therefore, the Company continues to earn profits and hence no specific steps are required to be taken for improvement of profitability other than implementation of normal operational and business strategies which would result in improved sales and profitability in the future.

2. Expected increase in productivity and profits in measurable terms:

The Company has earned a post-tax profit of Rs. 4.80 cr. during the financial year 2018-19 and will strive for better profitability in the future.

IV. DISCLOSURES

1. Mr. Somnath Chatterjee received Rs. 12.48 lac from the Company during the financial year 2018-19 as

remuneration which included Rs. 6 lac as performance bonus and Rs. 6.48 lac as contribution towards premium for life insurance policy.

2. The entire remuneration received by Mr. Somnath Chatterjee during the financial year 2018-19 is variable in nature. The performance criteria for Whole Time Director are available in the Company's website under web-link www.bampl.com/policy/nomination-remuneration-policy.pdf.
3. The Company entered a service agreement with Mr. Somnath Chatterjee on 28th October 2015 to employ him in the Company in the capacity of Whole Time Director with effect from 27th March 2015 for a period of five years upto 26th March 2020. The notice period under current service contract is 3 months. There is no severance fee.
4. Mr. Chatterjee has not been offered any stock options.

By order of the Board of Directors

Place : Kolkata
Date : 25th May, 2019

D. Chowdhury
Company Secretary

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

CIN: L21021OR1986PLC001624

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

Corp. Office: 113, Park Street, 9th Floor, Kolkata – 700 016

Phone: (033) 2265 7389, 4004 7472, Fax: (033) 2265 1388

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

ANNUAL GENERAL MEETING ON FRIDAY, 6TH SEPTEMBER 2019

| | |
|---|--|
| Name and Registered address of the shareholder(s) | |
| Registered Folio No./DP. ID. & Client ID. | |

I/We hereby record my/our presence at the Annual General Meeting of the Company at 22, Balgopalpur Industrial Area, Balasore - 756020, Odisha on Friday, 6th September, 2019.

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. 20 (viii) 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

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

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[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 FRIDAY, 6TH SEPTEMBER 2019

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

- Name :
Address :
E-mail ID :
Signature : or failing him/her
- Name :
Address :
E-mail ID :
Signature : or failing him/her
- 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 Friday, 6th day of September, 2019 at the Registered Office of the Company and at any adjournment thereof, in respect of resolutions as indicated below:

| Sl. No. | Resolution Proposed | Optional* | |
|---------|---|-----------|---------|
| | | For | Against |
| 1. | Adoption of Audited Financial Statements, Reports of the Directors and Auditors for the financial year 2018-19. | | |
| 2. | Declaration of Dividend on Equity Shares. | | |
| 3. | Re-appointment of Mrs. Anuradha Farley (DIN: 06699021) who retires by rotation. | | |
| 4. | Fixation of remuneration of M/s Ghosal, Basu & Ray, Chartered Accountants (Registration No. 315080E) for the financial year ending 31 st March 2020. | | |
| 5. | Re-appointment of Mr. Anjan Ghosh (DIN: 00655014) as an Independent Director for a 2nd term of five consecutive years in the Company and holding office till the end of the term on his attaining the age of 75 years as a Special Resolution. | | |
| 6. | Appointment of Mr. Basant Kumar Goswami (DIN: 00003782) as an Independent Director for a term upto 31 st March 2024 in the Company and holding office till the end of the term on his attaining the age of 75 years as a Special Resolution. | | |
| 7. | Payment of Remuneration to Mr. Somnath Chatterjee (DIN: 00172364) as per Schedule V of the Companies Act' 2013 for the period 1 st April 2018 to 26 th March 2020 as an Ordinary Resolution. | | |

Signed this day of, 2019

Registered Folio No./DP ID & Client ID Signature of Shareholder(s)

Signature of Proxyholder(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 or office of the RTA MCS Share Transfer Agent Ltd. at 383, Lake Gardens, 1st Floor, Kolkata-700045 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 resolution indicated in the Box. If you leave the "For" or "Against" column blank against the resolution, your proxy will be entitled to vote in the manner as he/she thinks appropriate.