

B & A PACKAGING INDIA LIMITED

CIN: L21021OR1986PLC001624

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

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

e-mail: investorsgrievance@bampl.com, Website: www.bampl.com

Phone: (033) 2217 8048, 2226 9582, Fax: (033) 2265 1388

NOTICE OF 40TH ANNUAL GENERAL MEETING

NOTICE is hereby given to the Shareholders of B & A Packaging India Limited ('the Company') that the Fortieth Annual General Meeting of the Company will be held at the registered office of the Company at 22, Balgopalpur Industrial Area, Balasore-756020, Odisha on Thursday, 23rd July 2026 at 11.00 A.M. (IST) to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited standalone financial statements of the Company for the financial year ended 31st March 2026 together with the reports of the Directors and Statutory Auditors thereon.
2. To declare Dividend on Equity Shares of the Company for the financial year ended 31st March 2026.
3. To appoint a Director in place of Mr. Anjan Ghosh (DIN-00655014) who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Mr. Arvind Parasramka (DIN-01081588) who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS

5. **Reappointment of Mr. Somnath Chatterjee (DIN-00172364) as a Managing Director of the Company**

To consider and, if thought fit, pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if

any, of the Companies Act', 2013 (hereinafter the Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the consent of the members of the Company be and is hereby accorded for the reappointment of Mr. Somnath Chatterjee (DIN - 00172364) as the Managing Director of the Company for a period of 5 years with effect from 12th November 2026 till 11th November 2031 upon terms and conditions including the remuneration as enumerated in the draft agreement between the Company and Managing Director and recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and set out in the explanatory statement annexed to the notice convening this AGM.

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. Somnath 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. Somnath 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 the agreement between the Company and Mr. Somnath Chatterjee shall be suitably modified to give effect to such variation or increase as the case may be, without further reference to the Shareholders in the General Meeting.

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained herein, in the event of loss or inadequacy of profit in any financial year during the tenure of office of Mr. Somnath 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. Somnath 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."

6. Ratification of Remuneration of Cost Auditors of the Company

To consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act 2013, read with the 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], the remuneration amounting to Rs. 1,25,000 (Rupees One Lakh and Twenty Five Thousand only) excluding applicable tax and re-imbursment of actual amount of expenses to be incurred by the Cost Auditor as approved by the Audit Committee and Board of Directors of the Company to conduct the audit of cost records of the Company pertaining to its Flexible Packaging Business for the financial year ending 31st March 2026 as set out in the Explanatory Statement attached with the Notice, be paid to **M/s. Mou Banerjee & Co., Cost Accountants (Registration No. 000266)** as Cost Auditors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized, empowered and directed to do all such acts, deeds, matters and things as may be considered requisite, desirable, appropriate or necessary to give effect to the aforesaid resolution."

By Order of the Board of Directors
B & A Packaging India Limited

Anupam Ghosh
Company Secretary
Membership No. : A38121

Place : Kolkata
Date : 25th May 2026

NOTES :**1. Proxy**

A member entitled to attend and vote at the Annual General Meeting ("AGM") on Thursday, 23rd July 2026 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 in its original copy 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: 033-40724051, 52, 53; Fax: 033-40724050; **Email: mcssta@rediffmail.com/mcssta2012@gmail.com** or at the company's registered office not less than forty eight hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder.

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.

2. Corporate Shareholder

Corporate Members intending to send their authorised representatives 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. Such request alongwith the scanned copy of the board resolution could be emailed at **investorsgrievance@bampl.com**.

3. 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.

4. Explanatory Statement

The Explanatory Statement setting out the material facts pursuant to section 102(1) of the Companies Act' 2013 (the Act'), in respect of the Special Business under Item nos. 5 and 6 as set above is attached with the Notice of the AGM. The details as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") and Secretarial Standards on General Meeting (SS-2) in respect of the Directors seeking reappointment at the AGM is provided in the Annexure to the Notice.

5. Inspection by Members

The copies of all documents referred to in the notice are available for inspection by the members at the registered office/corporate office of the Company during normal business hours on all working days upto and including the day of the AGM of the Company. 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.

6. 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, 17th July 2026 to Thursday, 23rd July 2026 (both days inclusive).

7. Record Date for Voting

The Company has set Thursday, 16th July 2026 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 physical mode.

8. Dividend

The Dividend, as recommended by the Board, if declared at the AGM, will be paid, subject to the provisions of section 126 of the Act, to those members or their mandates,

- (i) Whose name appear as Beneficial Owners as at the close of business hours on Thursday, 16th July 2026 in the list to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) [collectively DPs] in respect of shares held in electronic form and
- (ii) Whose names appear as Member in the Register of Members of the Company on Thursday, 16th July 2026.

In accordance with relevant SEBI Circulars, dividend payments are mandated to be made through the Electronic Clearing System (ECS). Members holding shares in physical mode are encouraged to opt for and utilize ECS to ensure timely receipt of dividends. Members holding shares in demat mode are requested to promptly notify any changes in their address or bank account details to their respective Depository Participants (DPs). Members holding shares in physical form are requested to submit the form ISR-1, ISR-2 and ISR-3/SH-13 which are available at the website of the Company to the RTA of the Company, MCS Share Transfer Agent Limited, to enable them to update the necessary records for payment of dividends in electronic mode.

Shareholders who have not so far encashed their dividend warrants for the financial year ended 31st March 2019, 2022, 2023, 2024 and 2025 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 124 of the Act' and applicable rules.

9. Dematerialization and Nomination

Members holding shares in physical mode are requested to convert their holding in dematerialized form to eliminate the risk associated with physical shares and ensure better management of their holding. Shareholders are requested to nominate in respect of their shareholding to ease the process of transmission. Shareholders are requested to note that SEBI vide its various circulars issued on 3rd November 2021, 14th December 2021 and 16th March 2023

has notified simplified norms for processing investors' service request by RTA and mandatory furnishing of PAN, KYC details and Nomination by holders of physical securities. Necessary forms for furnishing the abovementioned details are notified by SEBI which are available at the website of the company.

Members holding physical shares may note that unless such details are made available with RTA's records, any form of investor service would not be available against concerned shares.

Members holding physical shares are requested to note that SEBI vide its circular dated 25th January 2022, has mandated listed companies to issue shares in dematerialized form only while processing service requests from the concerned shareholders with regards to issue of duplicate, renewal, exchange, endorsement, sub-divided and/or consolidated certificate or transmission of shares. Detail procedures alongwith necessary documents are available at the website of the Company at investor's section.

10. Address for correspondence

All correspondences should be addressed to company's 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 In case of inconvenience, shareholders are requested to write to the Company Secretary at 113, Park Street, 9th floor, Kolkata-700016 or email at **investorsgrievance@bamp1.com**.

11. Service of Notice and Annual Report

The Annual Report 2025-26 and Notice of the AGM, Attendance Slip and Proxy Form are being sent in electronic form to all the members whose email IDs are registered with the Company/ Depositories. For members who have not registered their email addresses and those who request for a hard copy, physical copies of the aforesaid documents are being sent in the permitted mode. Annual Report for the financial year ended 31st March 2026, Notice of the AGM, Attendance Slip and Proxy Form are also available at the company's website at **<https://www.bamp1.com>**. The same shall also

be available at the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The Notice of the AGM will also be available on the website of CDSL <https://www.evotingindia.com>.

12. Information on Finance/Accounts

Members seeking any information with regard to accounts are requested to write to the Company Secretary at least 5 days in advance of the AGM to enable the Company to keep the information ready. Such queries mentioning name, demat a/c number/folio number, etc. should be sent to corporate office of the Company or could be emailed at investorsgrievance@bampl.com.

13. Electronic voting

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 CDSL on the resolutions set forth in this notice.

14. Scrutinizer

Mr. Tarun Chatterjee, Advocate (Enrolment No. WB 2068) failing him CS Indrani Chaudhuri, Practicing Company Secretary, Membership No. ACS: 8739 and COP: 6667, has been appointed as Scrutinizer to scrutinize the e-voting process and voting by ballot at the AGM venue. The Scrutinizer shall as early as possible from the conclusion of the e-voting period, unblock the votes in the presence of atleast 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.

15. Shareholders instructions for remote e-voting

The instructions for shareholders voting electronically are as under:

CDSL e-Voting System – For Remote e-voting

(i) The voting period begins on Monday, 20th July, 2026 at 10.00 A.M. (IST) and ends on Wednesday, 22nd July, 2026 at 5.00 P.M. (IST). 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 Thursday, 16th July 2026 may cast their vote electronically. The e-voting module

shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode in CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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 the 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, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 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-id as recorded

	<p>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 Depository	<ol style="list-style-type: none"> 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-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 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 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

	<p>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.</p> <p>4) For OTP based login you can click on https://eservices.nsd.com/ SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-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>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</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.</p>

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 toll free no. 1800 21 09911
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: 022-4886 7000 and 022-2499 7000

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 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 Physical shareholders and other than individual shareholders holding shares in Demat
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 company, please enter the member id/ folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only**
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is mandatory that, 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 mandatory 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; **investorsgrievance@bampl.com.**, if they have voted from individual tab and not uploaded the same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. 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 Aadhar Card) by email to RTA email-id to **mcssta@rediffmail.com**.

2. For Demat shareholders - Please update your email-id and mobile no. with your respective Depository Participant (DP).
3. 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.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to **helpdesk.evoting@cdslindia.com** or contact at toll free no. 1800 21 09911.

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 at toll free no. 1800 21 09911.

16. Results of e-voting

Results of the e-voting shall be declared within 48 hours after conclusion of the AGM. The Consolidated Scrutinizer's report on e-voting alongwith voting at the venue of AGM shall be placed at the website of the company at **www.bampl.com** and at the website of CDSL at **www.evotingindia.com**. The same shall also be communicated to BSE Limited where the shares of the Company are listed.

17. Route Map

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



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 accompanying Notice of the Annual General Meeting ('AGM') to be held on Thursday, 23rd July 2026:

Item No. 5

Mr. Somnath Chatterjee was appointed as the Managing Director of B & A Packaging India Limited ("the Company") with effect from 12th November, 2020 by the Board of Directors ("the Board") for a period of three years. His appointment and remuneration was approved by the Shareholders of the Company in the Annual General Meeting of the Company held on 9th September 2021. Thereafter, he was re-appointed as Managing Director for a further period of three years, and his re-appointment and remuneration were approved by the shareholders at the AGM held on 7th September, 2023. His present term of office as Managing Director is due to expire on 11th November, 2026. Based on the recommendation of the Nomination and Remuneration Committee of Directors ("the Committee") at its meeting held on 25th May, 2026, the Board has re-appointed Mr. Chatterjee as Managing Director of the Company for a further period of 5 years with effect from 12th November, 2026 to 11th November, 2031, subject to the approval of the Members at the ensuing Annual General Meeting ("AGM"). The terms and conditions of his re-appointment, including the remuneration payable to him in his capacity as Managing Director, as recommended by the Committee and approved by the Board, are subject to the approval of the shareholders at the AGM, and an agreement is proposed to be executed between the Company and Mr. Chatterjee setting out, inter alia, the terms and conditions of his re-appointment, including remuneration, subject to such approval.

1. Tenure

Mr. Chatterjee's appointment as Managing Director will be effective from 12th November 2026 and remain in force for a period of 5 years i.e. from 12th November 2026 to 11th November 2031.

2. Remuneration

Mr. Chatterjee will be entitled to the following remuneration and allowances in the capacity of

Managing Director with effect from 12th November 2026;

- a) Basic Salary – Basic Salary at the rate of Rs. 1,80,000 (Rupees One Lakh and Eighty Thousand) per month. The Annual increments will be effective from 1st April each year, and will be merit based.
- b) Other Allowance –
 - (i) Contribution to Gratuity – As per the rules of the Company and subject to maximum permissible limit as per the Payment of Gratuity Act 1972/ Code on Social Security 2020.
 - (ii) Personal Allowance – As per the rules of the Company.
 - (iii) Exgratia – As per the rules of the Company.
 - (iv) Leave Travel Allowance – Not exceeding one and half month's (45 days) basic salary for each completed year of service.
 - (v) Foreign Travel Allowance – Once every two (2) years during the tenure of this Agreement, to undertake one international trip with his family, the cost of which, including travel, accommodation and reasonable incidental expenses, shall be borne and paid by the Company upto a maximum limit of Rs.15 lakhs. Any tax liability arising in the hands of Mr. Chatterjee in respect of the said international trip, to the extent treated as taxable perquisite or income under applicable tax laws, shall also be borne and discharged by the Company in such manner as may be required under law.
 - (vi) Contribution to Public Provident Fund – Contribution of such sum per annum as ceiling specified under the Income Tax Act' 1961.
- 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. Retirement by Rotation

Mr. Chatterjee's office of Directorship will not be liable to retire by rotation as per the provisions of the Articles of Association of the Company.

5. Duties and Responsibilities

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. Other Terms and Conditions

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' and 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 special resolution set out in item no. 5 of the Notice of the AGM for approval by the Members.

Item No. 6

The Board on recommendations made by the Audit Committee of Directors, approved the appointment and remuneration of **Mou Banerjee & Co., Cost Accountants (Registration No.000266)** as Cost Auditors of the Company to conduct the audit of the cost records of the Company pertaining to its flexible packaging business for the financial year ending 31st March 2027. The Board has approved **Rs. 1,25,000/- (Rupees One Lakh and Twenty Five Thousand only)** excluding applicable tax and re-imbusement of actual amount of expenses to be incurred by them for conducting the Audit as Audit fees payable to the Cost Auditors for the financial year 2026-27.

In terms of Section 148 of the Act' read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as approved by the Board is required to be ratified by the Members of the Company. Accordingly, by proposing this Ordinary Resolution the Board seeks approval of the Members to pay the remuneration as approved by it to the Cost Auditors for the financial year ending 31st March 2027.

None of the Directors and Key Managerial Personnel of the Company, or their relatives is interested or concerned in the Resolution.

The Board recommends the Ordinary Resolution set out in item no. 6 of the Notice of the AGM for approval of the Members.

By Order of the Board of Directors
B & A Packaging India Limited

Anupam Ghosh
Company Secretary
Membership No. : A38121

Place : Kolkata
Date : 25th May 2026

ANNEXURE TO THE NOTICE

The details in respect of the Directors seeking reappointment at the AGM are provided herewith. The concerned Director has furnished requisite declarations for his reappointment.

Profile of the Appointee Directors –

1. Mr. Anjan Ghosh born in the year 1949 and a fellow member of the Institute of Chartered Accountants of India, 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. He joined the Directorate in the year 2010. He also serves the Board of B & A Limited.

Mr. Ghosh has been effectively advising the management on issues of strategy, performance, risk management and deployment of resources in the Company. 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. He is not related to any Director on the Board. He does not hold any equity shares in the Company.

2. Mr. Arvind Parasramka born in 1966 is a commerce graduate from Jaipur University. Mr. Arvind Parasramka is the chairman of Amrex Ventures Group since 1997 and holding directorship in number of companies. He has collaborated with foreign banks and Indian royal families to resolve complex legacy matters.

Mr. Arvind Parasramka while serving as Chairman of Amrex Ventures Group has steered the organization to remarkable growth in turnover, profitability and operational performance. Under his leadership, the group has investments in almost 500 Companies across diverse industries including dairy, forging, biotechnology, healthcare, etc. He is a prolific writer with expertise in Finance, Talent Acquisition, Shareholder Value Maximization etc. He is not related to any Director on the Board. He holds 100 equity shares in the Company.

3. Mr. Somnath Chatterjee born in the year 1962, is a commerce graduate. He was trained in UK in the area of manufacturing of packaging products. He has more than forty years of extensive experience in the area of finance, production, human resource and commercial matters in tea plantation and packaging business. He joined the Board as Director of the Company in the year 2013. Mr. Chatterjee was appointed as Whole-Time Director in the Company with effect from 29th March 2015. He was appointed as Managing Director of the Company with effect from 12th November 2020 for a period of 3 years till 11th November 2023 and re-appointed as the Manager Director of the Company till 11th November 2026. Mr. Chatterjee is seeking reappointment as a Managing Director of the Company. He is also holding the position of Managing Director of B & A Limited. He is not related to any Director on the Board. He holds 19,385 equity shares in the Company.

Details of Directors seeking Re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and as per Secretarial Standards on General Meetings (SS-2):

Name of the Director	Mr. Anjan Ghosh	Mr. Arvind Parasramka	Mr. Somnath Chatterjee
Designation	Non-Executive Director	Non-Executive Director	Managing Director
Nature of expertise in specific functional area	As provided in the brief profile	As provided in the brief profile	As provided in the brief profile
Inter-se relationship between Directors and other Key Managerial Personnel	Not related to any Director or KMP of the Company.	Not related to any Director or KMP of the Company.	Not related to any Director or KMP of the Company.
Names of listed entities in which the person also holds the directorship	B & A Limited	Nil	B & A Limited
Membership of Committees of the board (along with listed entities from which the person has resigned in the past three years)	i) Audit Committee ii) Stakeholders Relationship Committee iii) Nomination and Remuneration Committee	Nil	Nil
Chairmanship of Committees of the board	Nil	Nil	Nil
Number of Equity Shares held	Nil	100	19385
Terms and Conditions of Reappointment	As per the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Appointment Letter of the Company.	As per the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Appointment Letter of the Company.	As per the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Appointment Letter of the Company.
Remuneration received during F.Y. 2025-26 (in Rs.)	Nil	Nil	55,44,100
Number of meetings of Board attended during F.Y. 2025-26	5 (Five)	4 (Four)	5 (Five)

40TH ANNUAL GENERAL MEETING ON THURSDAY, 23RD JULY 2026

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 on Thursday, 23rd July 2026.

Member's Folio No. _____ Member's/ Proxy's name in Block Letters _____ Member's/Proxy's Signature _____
Note: Please 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 Sequence number as per point no. 11(v) 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

40TH ANNUAL GENERAL MEETING ON THURSDAY, 23RD JULY 2026

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 Thursday, 23rd day of July 2026 at 11.00 A.M. at the Registered Office of the Company at 22, Balgopalpur Industrial Area, Balasore-756020, Odisha and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution Proposed
1.	To consider and adopt the audited standalone financial statements of the Company for the financial year ended 31st March 2026 together with the reports of the Directors and Statutory Auditors thereon as an Ordinary Resolution.
2.	To declare Dividend on Equity Shares of the Company for the financial year ended 31 st March 2026 as an Ordinary Resolution.
3.	To appoint a Director in place of Mr. Anjan Ghosh (DIN-00655014) who retires by rotation and being eligible, offers himself for reappointment as an Ordinary Resolution.
4.	To appoint a Director in place of Mr. Arvind Parasramka (DIN-01081588) who retires by rotation and being eligible, offers himself for reappointment as an Ordinary Resolution.
5.	Reappointment of Mr. Somnath Chatterjee (DIN-00172364) as a Managing Director of the Company as a Special Resolution.
6.	Ratification of Remuneration of Cost Auditors of the Company as an Ordinary Resolution.

Signed this day of, 2026
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, M/s. MCS Share Transfer Agent Ltd. at 383, Lake Gardens, 1st Floor, Kolkata-700045 not less than 48 hours before the commencement of the Meeting.