

## **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: investorsgrievence@bampl.com, Website: www.bampl.com

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

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that the 1st Extraordinary General Meeting for the financial year 2024-25 of the Shareholders of B & A Packaging India Limited ('the Company') will be held at the registered office of the Company at 22, Balgopalpur Industrial Area, Balasore-756020, Odisha on Friday, 3rd May 2024 at 10.30 AM (IST) to transact the following business:

#### **Special Business**

1. To approve the appointment of Mrs. Mou Mukherjee (DIN: 03333993) as an Independent Director and in this regard, pass 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 ('Listing Regulations') [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] and the provisions of the Article of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Director of the Company ("the Board") Mrs. Mou Mukherjee (DIN: 03333993) being eligible and who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors with effect from 9th February 2024 and who has submitted a declaration that she meets the criteria of independence under section 149(6) of the Act', the Rules made thereunder and the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act' from a member proposing her candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years with effect from 9th

February 2024 for a term upto 8th February 2029 on the Board of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised, empowered and directed to do all such acts, deeds, matters and things as may be considered requisite, desirable, appropriate or necessary to give effect to the aforesaid resolution and to authorize any Director or Key Managerial Personnel to sign, seal, deliver all documents, applications, papers and deeds and perform all matters, acts or things and to take all such steps as may be necessary or desirable to give effect to this resolution."

2. To approve the appointment of Mr. Dipankar Mukherjee (DIN: 07450198) as an Independent Director and in this regard, pass 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 ('Listing Regulations') [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] and the provisions of the Article of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Director of the Company ("the Board") Mr. Dipankar Mukherjee (DIN: 07450198) being eligible and who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors with effect from 9th February 2024 and who has submitted a declaration that he meets the criteria of independence under section 149(6) of the Act' the Rules made thereunder and the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act' from a member proposing his candidature for

the office of an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years with effect from 9th February 2024 for a term upto 8th February 2029 on the Board of the Company.

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

**RESOLVED FURTHER THAT** the Board be and is hereby authorised, empowered and directed to do all such acts, deeds, matters and things as may be considered requisite, desirable, appropriate or necessary to give effect to the aforesaid resolution and to authorize any Director or Key Managerial Personnel to sign, seal, deliver all documents, applications, papers and deeds and perform all matters, acts or things and to take all such steps as may be necessary or desirable to give effect to this resolution."

3. To increase the borrowing limits and in this regard, pass the following resolution as a Special Resolution:
- "RESOLVED THAT** in supersession of all earlier Ordinary/Special Resolutions passed by the Members of the Company in any General Meeting in this regard and pursuant to the provisions of section 180 (1)(c) and other applicable provisions, if any, of the Companies Act' 2013 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] consent of the Members be and is hereby accorded to the Board of Directors of the Company ('the Board') for borrowing from time to time from any Financial Institution, State Level Institution, Nationalized Bank, Scheduled Bank or any other financial institution including registered non-banking financial company with Reserve Bank of India or any other company, body corporate or any other entity, any sum or sums of monies, whether by way of loans, advances or otherwise, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific

purpose, provided that the total amount so borrowed shall not, at any time, exceed the limit of Rs. 125,00,00,000 (Rupees One Hundred and Twenty-Five Crore only).

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

4. To authorise the Board of Directors of the Company to execute mortgage in favour of lenders and in this regard, pass the following resolution as a Special Resolution:

**"RESOLVED THAT** in supersession of all earlier Ordinary/Special Resolutions passed by the Members of the Company in any General Meeting in this regard and pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any, of the Companies Act' 2013 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], the consent of the Members be and is hereby accorded to the Board of Directors of the Company ('the Board') for Mortgaging/Charging in favour of any All India Financial Institution, State Level Institution (hereinafter collectively referred to as 'financial institutions'), Nationalized Bank, Scheduled Bank (hereinafter collectively referred to as 'banks') or any other financial institution including any non-banking financial company registered with Reserve Bank of India (hereinafter referred to as 'nbfc's'), all the immovable and movable properties of the Company both present and future and the whole of the undertaking of the Company or such of them as may be agreed to between the Board and the 'financial institutions' or 'banks' or 'nbfc's' (hereinafter collectively referred to as 'lenders') to secure any loan from such lenders together with interest, commitment charges, processing fees and other expenses incurred in connection with such loan and payable by the Company to such lenders in terms of any loan agreement to be entered into between the Company and such lenders, provided however that the overall ceiling of such loan including interest payable to all such lenders shall not exceed an aggregate amount of Rs. 125,00,00,000 (Rupees One Hundred and Twenty-Five Crore only) or such higher sum as may be prescribed by the general body of shareholders from time to time.

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

5. To approve compensation payable to Mr. Somnath Chatterjee (DIN 00172364), Managing Director of the Company on his premature retirement or death during currency of tenure of his office and in this regard, pass the following resolution as a Special Resolution:

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

Subject to the clearance from the Board of Directors of the Company (‘the Board’), if any time during the currency of tenure of Managing Directorship, Mr. Somnath Chatterjee retires prematurely from his office or due to his unfortunate death his office falls vacant, he or his legal heir will be entitled to compensation

upto a sum equal to the remuneration payable to him from the date of his retirement/death till the expiry of his current term of Managing Directorship.

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

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

**RESOLVED FURTHER THAT** the Board be and is hereby authorised, empowered and directed to do all such acts, deeds, matters and things as may be considered requisite, desirable, appropriate or necessary to give effect to the aforesaid resolution and to authorize any Director or Key Managerial Personnel to sign, seal, deliver all documents, applications, papers and deeds and perform all matters, acts or things and to take all such steps as may be necessary or desirable to give effect to this resolution.”

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

**D. Chowdhury**  
Company Secretary  
Membership No : A15674

Place : Kolkata  
Date : 21st March 2024

**NOTES:**

**1. Proxy**

A member entitled to attend and vote at the Extraordinary General Meeting on 3rd May 2024 ("EGM") 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 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.

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 EGM. Such request alongwith the scanned copy of the board resolution could be emailed at shares@bampl.in.

**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. 1, 2, 3, 4 and 5 as set above is attached with the Notice of the EGM. Details as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meeting (SS-2) in respect of the Directors seeking reappointment at the EGM is provided in the Annexure to the Notice.

**5. Inspection by Members**

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 EGM 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 EGM.

**6. Record Date for Voting**

The Company has set Friday, 26th April 2024 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 EGM, in both remote e-voting and physical mode.

**7. 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@bampl.com.

**8. Service of Notice**

The Notice of the EGM, 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. Notice of the EGM, Attendance Slip and Proxy Form are also available at the company's website at <https://www.bampl.com>. The same shall also be available at the website of Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and also at the website of CDSL at <https://www.evotingindia.com>.

**9. E-voting**

In compliance with the provisions of section 108 of the Act' 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.

**10. Scrutinizer**

Mr. Tarun Chatterjee, Advocate (Enrolment No. WB 2068) failing him, Ms. Binita Pandey, Practicing Company Secretary (PCS No. 19730) has been appointed as 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 EGM.

**11. 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 Tuesday, 30th April 2024 at 10.00 AM (IST) and closes on Thursday, 2nd May 2024 at 5.00 PM (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 Friday, 26th April 2024 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The 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) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020, (hereinafter Cir 242) under Regulation 44 of Listing Regulations 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 Cir 242 on e-voting facility provided by listed companies, individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their Demat accounts in order to access e-voting facility.

Pursuant to above said Cir 242, Login method for e-voting for **individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>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 cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi Tab.</li> <li>2) After successful login the Easi/ Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting &amp; 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered mobile &amp; email as recorded in the demat account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.</li> </ol>

<p>Individual shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number holdwith 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.</li> </ol>
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<p>Individual shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></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>
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned websites.

**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.
Individual shareholders holding securities in demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-4886 7000 and 022-2499 7000.

- (v) Login method for remote e-voting for **physical shareholders and shareholders other than individual shareholders holding in demat form.**
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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:

	<b>For physical shareholders and other than individual shareholders holding shares in Demat mode</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>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.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	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. <ul style="list-style-type: none"> <li>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.</li> </ul>

- (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 and 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](http://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](mailto: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 and 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; shares@bampl.in (designated email address of the company), if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.
- (xviii) Process of registering e-mail id/ mobile nos. of shareholders whose such particulars are not registered with the Depository/ Company:
- a. All holders of physical shares are requested to register updated email ID and mobile number to avail online services. The shareholders can register/update the contact details through ISR-1 which is available at the website of the company. Request through ISR-1 could be made to RTA or directly to the company.
  - b. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).

c. For Individual Demat shareholders- Please update your email id and mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting.

- (xix) If any member has 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 22 55 33.
- (xx) 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 22 55 33.

## 12. Results of e-Voting

Results of the e-voting shall be declared within 12 hours after conclusion of the EGM. The Consolidated Scrutinizer's report on e-voting alongwith voting at the venue of EGM 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 Ltd where the shares of the company are listed.

## 13. 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 Extraordinary General Meeting to be held on Friday, 3rd May 2024 ('the EGM'):

**Item no. 1 and 2**

The Board of Directors, ('the Board') on the recommendation of Nomination and Remuneration Committee appointed Mrs. Mou Mukherjee (DIN: 03333993) and Mr. Dipankar Mukherjee (DIN 07450198) as an Additional Director (in the capacity of Independent Director) of the Company, with effect from 9th February 2024 under Section 149, 150 and 152 of the Companies Act 2013 ('the Act') and Article 69 of the Articles of Association of the Company.

Mrs. Mou Mukherjee and Mr. Dipankar Mukherjee are eligible to be appointed as an Independent Director for a term upto five consecutive years. The Company has received notice under Section 160 of the Act' from Mrs. Mou Mukherjee and Mr. Dipankar Mukherjee signifying their candidature as an Independent Director of the Company. The Company has also received declaration of independence pursuant to relevant provisions of the Act' and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') from Mrs. Mou Mukherjee and Mr. Dipankar Mukherjee. Mr. Dipankar Mukherjee will be attaining the age of seventy-five years on 29th September 2028 during continuation of his office of Non-Executive Director. Further they are neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act', not debarred from holding the office of a Director by virtue of any SEBI order or any other authority and have successfully registered themselves in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs.

In the opinion of the Board, Mrs. Mou Mukherjee and Mr. Dipankar Mukherjee fulfil the conditions as set out in Section 149 (6) and Schedule IV of the Act' and Listing Regulations and are thereby eligible for appointment as an Independent Director. Brief profile of the appointee Directors is provided in the annexure to the Notice calling the EGM.

The key skills, expertise and competence of Mrs. Mou Mukherjee are as below:

- Experience in developing long term strategies to grow consumer/FMCG business consistently, profitably, competitively and in a sustainable manner.
- Vertical experience in the field of finance, accounts, taxation, system development, strategic business development and foreign trade.

The key skills, expertise and competence of Mr. Dipankar Mukherjee are as below:

- Long serving veteran in the banking and finance field in changing economic conditions.

- Rich administrative experience in strategy formulation, performance evaluation, banking, finance, risk management and deployment of resources.

The requisite details and information pursuant to Regulations 36(3) of Listing Regulations, the Act' and Secretarial Standards, as on the date of the Notice of the EGM are annexed with the Notice. A copy of the letter of appointment of Independent Director is available for inspection as per procedure of inspection details provided in point no. 5 of notes of the Notice of the EGM. The remuneration payable to Mrs. Mou Mukherjee and Mr. Dipankar Mukherjee shall be linked to the factors like membership of the committees of the Board and attendance of the meetings of the Board and its committees.

Mrs. Mou Mukherjee being the appointee, is interested or concerned in the Special Resolution no 1 and Mr. Dipankar Mukherjee being the appointee, is interested or concerned in the Special Resolution no 2.

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, other than Mrs. Mou Mukherjee and Mr. Dipankar Mukherjee is interested or concerned in the Special Resolution no 1 and 2 of the Notice calling the EGM.

The Board firmly believes that Mrs. Mou Mukherjee and Mr. Dipankar Mukherjee's knowledge and winning mindset will surely help the Company to steer further ahead in its future-fit journey. The Board based on the recommendations of the Nomination and Remuneration Committee considers appointment of Mrs. Mou Mukherjee and Mr. Dipankar Mukherjee as Independent Director in the interest of the Company and recommends the Special Resolutions as set out at item no. 1 and 2 of the accompanying Notice for approval of the Members.

**Item no. 3 and 4**

As per provisions of section 180 (1)(c) the Act' the Board cannot except with the permission of the Members accorded in a General Meeting, borrow monies in excess of the aggregate of the paid-up share capital of the Company and its free reserves.

Further in terms of section 180(1)(a) of the Act', the Board cannot except with the permission of the Members in a General Meeting, sell, lease or otherwise dispose of the undertaking or undertakings of the Company.

It is connoted that executing mortgage over a company's business assets or units other than equitable mortgages will operate as disposing off the undertaking or undertakings of that company.

The Members of the Company in the Annual General Meeting held on 1st September 2022, approved, inter alia; borrowings in terms of section 180 (1)(c) the Act' up to an aggregate limit of Rs. 75 crores. In the same meeting the Members also authorised the Board to execute mortgage/put charge over immovable/movable properties of the Company

in favour of the lenders to secure the borrowings upto Rs. 75 crores as stated hereinbefore.

The increasing business operations and future growth plans of the Company would necessitate restructuring of the borrowing limits by augmenting additional funds. This would entail authorizing the Board of Directors to borrow monies which may exceed at any time aggregate of the paid up share capital of the Company and its free reserves including present limit of Rs. 75 crores but limited to a sum not exceeding Rs. 125 crores.

Hence, Resolution no.3 of the Notice is proposed for consideration of the Members, seeking permission from them to authorise the Board to borrow in excess of aggregate of the paid up capital of the Company and its free reserves not exceeding a sum of Rs. 125 crores at any point of time. Further, gearing of additional funds from Financial Institutions and/or Banks in form of secured loans might contain terms, conditions and covenants, inter alia; mortgaging moveable and immovable assets of the Company in favour of the lenders. The Resolution no 4 of the accompanying notice is proposed to authorise the Board to approve and execute mortgages in favour of such Financial Institutions or Banks to secure any money borrowed by the Company from such lenders.

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested or concerned in the Special Resolution no 3 and 4.

The Board recommends the Special Resolutions as set out at item no. 3 and 4 of the accompanying Notice for approval of the Members.

#### Item no. 5

Mr. Somnath Chatterjee ('Mr. Chatterjee') was reappointed as Managing Director of the Company for a period of three years with effect from 12th November 2023 to 11th November 2026 by the Board in its meeting held on 24th May 2023 on recommendations made by the Nomination and Remuneration Committee in this regard. The terms and conditions of his appointment including remuneration payable in the capacity of Managing Director was approved by the Members of the Company in the Annual General Meeting held on 7th September 2023. Subsequently an agreement was executed by the Company with Mr. Chatterjee on 3rd January 2024 ascribing to the terms and conditions of his above-mentioned appointment and remuneration payable to him.

The Board in its meeting held on 9th February 2024 on recommendations made by the Nomination and Remuneration Committee amended terms and conditions of appointment of Mr. Chatterjee to include compensation on his premature retirement from office or due to his death.

The above proposal requires approval of the Members by means of special resolution in terms of proviso contained in para 1 of section II of the Schedule V of the Act' read

with Regulation 17(6) clause (e) of Listing Regulations if the gross remuneration including compensation payable to Mr. Chatterjee during the financial year exceeds the limits as specified in the said Schedule and/or Regulation.

Additional information 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 Special Resolution no 5.

The Board recommends the Special Resolution as set out at item no. 5 of the accompanying Notice for approval of 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 the production and marketing of paper based and flexible packaging of various FMCG and industrial products.

##### 2. Date of commencement of commercial production:

Paper Sacks Unit- 1st April 1989

Flexible Packaging Unit- 27th November 2011

##### 3. Financial Performance based on given indicators:

Standalone Financial Results Rs. In lac

Particulars	2022-23	2021-22
Turnover	13270.64	12894.20
Profit after tax	843.22	912.32
Earning per shares (Rs.)	17.00	18.39
Net Worth	6328.50	5563.83

##### 4. Foreign investments or collaborations, if any:

The Company does not have any foreign collaboration. The foreign investments in equity shares as on 31st December 2023 are listed below:

Particulars	Number of shares as on 31st December 2023	% with respect to total share capital
Non-Resident Indians	3131	0.06

#### II. INFORMATION ABOUT THE APPOINTEE

##### 1 Background details:

Mr. Somnath Chatterjee, born in 1962, is a commerce graduate. He has more than thirty-five 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 Managing Director in the Company and also in B&A Ltd (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:

Rs. In lac

Remuneration including value of perquisites and contribution to Provident Fund	2022-23	2021-22
B&A Packaging India Ltd	31.78	25.02
B&A Ltd	32.65	30.43
Total	64.43	55.45

3. Recognition/awards:

Not applicable

4. Job Profile and suitability:

Mr. Somnath Chatterjee, Managing 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 and formulation of business strategy and business development of the Company.

5. Remuneration proposed:

Members are requested to refer to the notice calling the Annual General Meeting held on 7th September 2023 which is available at the following web-link: [https://www.bampl.com/notice/B%20&%20A-Packaging-India-Limited-\(Scrip-Code-523186\)-Notice-calling-the-Annual-General-Meeting-on-Thursday,-7th-September-2023.pdf](https://www.bampl.com/notice/B%20&%20A-Packaging-India-Limited-(Scrip-Code-523186)-Notice-calling-the-Annual-General-Meeting-on-Thursday,-7th-September-2023.pdf) for current remuneration of Mr. Chatterjee.

Additionally, it is proposed to include compensation upto a sum equal to the remuneration payable to him from the date of his retirement/death till the expiry of his current term of Managing Directorship.

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 Managing Director, based on his profile for the position, is lower than the remuneration being paid to his peers serving

in 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 Managing 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:

The current remuneration payable to Mr. Chatterjee is within the limits as provided under Section 197 read with Schedule V of the Act' and Listing Regulations. However, if case of premature retirement or death, proposed compensation including remuneration payable to him might exceed the threshold limits as set in the said Section, Schedule or Regulation despite Company registering profit in that financial year.

The Company will continue to strive for better profitability by producing quality product to cater the demand of increasing market and effective cost control.

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

The Company has earned a post-tax profit of Rs.843.22 lac during the financial year 2022-23 and will strive for better profitability in the future.

IV. DISCLOSURES

1. Mr. Somnath Chatterjee received Rs. 31.78 lac from the Company during the financial year 2022-23 as remuneration which included Rs. 27.50 lac as Salary and Allowances, Rs. 2.78 lac as perquisites and Rs. 1.50 lac as contribution towards provident fund.

2. The remuneration received by Mr. Somnath Chatterjee during the financial year 2022-23 is fixed in nature. The performance criteria for Managing Director are available in the company's website under web-link: <https://www.bampl.com/policy/nomination-remuneration-policy.pdf>.

3. The Company entered a service agreement with Mr. Somnath Chatterjee on 3rd January 2024 to employ him in the Company in the capacity of Managing Director for a period of three years with effect from 12th November 2023 to 11th November 2026. The notice period under current service contract is 6 months. It is

proposed vide current amendment to include severance fees to an amount limited to a sum equal to the remuneration payable to him from the date of his

retirement/death till the expiry of his current term of Managing Directorship.

4. Mr. Chatterjee has not been offered any stock option.

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

Place : Kolkata  
Date : 21st March 2024

**D. Chowdhury**  
Company Secretary  
Membership No : A15674

### ANNEXURE TO THE NOTICE

Details in respect of Directors seeking appointment at the EGM is provided herewith.

#### (i) Profile of Appointee Directors:

**a. Mrs. Mou Mukherjee** born on 9th June 1968 holds a bachelor degree and MBA from IIFT, New Delhi and is also a Chartered Accountant. Mrs. Mukherjee has wide experience in the field of finance, accounts, taxation, system development, strategic business development and foreign trade. She has travelled widely in India and abroad. Mrs. Mukherjee is currently employed in Tai Industries Ltd, a reputed FMCG company based at Kolkata, as Chief Financial Officer. She serves the board of several reputed companies like B&A Ltd (holding company)

and Hindustan Motors Ltd as an Independent Director. She does not hold any shares in the Company. She is not related to any Director on the Board.

**b. Mr. Dipankar Mukherjee** born on 29th September 1953 holds master's degree in Economics from Calcutta University specializing in Mathematical Economics and Econometrics. Mr. Mukherjee is also a Certified Associate of Indian Institute of Bankers (CAIIB). Prior to his retirement, he was employed in United Bank of India for 30 years with specialization in Tea Financing. Mr. Mukherjee is an active contributor in economic journals. Currently he is working as a consultant on banking and finance advising reputed companies in related fields. Mr. Mukherjee holds 100 equity shares in the Company. He is not related to any Director on the Board.

#### (ii) Particulars of Directorship of the above-mentioned Directors in other listed Indian Companies as on date of the notice of EGM are tabled below:

Name of the Director	Number of meetings of Board attended during FY 2023-24	Remuneration received during FY 2023-24 (in Rs.)	Name of the other Listed Companies where the appointee is also a Director	Category of Directorship	Committee Membership	Chairmanship in Committees
Mrs. Mou Mukherjee	1	30,000	(i) B & A Ltd.	Independent Director	(i) Audit Committee (ii) Nomination and Remuneration Committee	(i) Audit Committee
			(ii) Hindustan Motors Ltd.	Independent Director	(i) Audit Committee	(i) Audit Committee
Mr. Dipankar Mukherjee	1	30,000	Nil	Nil	Nil	Nil

