

## **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 EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that the 1st Extraordinary General Meeting for the financial year 2023-24 of the Shareholders of B & A Packaging India Limited ('the Company') will be held at the corporate office of the Company at 113, Park Street, 9th Floor, Kolkata - 700016 on Friday, 10th November 2023 at 12.30 PM (IST) to transact the following business:

#### **Special Business**

1. To approve the appointment of Mr. Parthapratim Sengupta (DIN: 08273324) 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 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Parthapratim Sengupta (DIN: 08273324) being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Act' from a member proposing his candidature for the office of Director, be and is hereby appointed as an

Independent Director of the Company, not liable to retire by rotation and to hold office with effect from 1st January 2024 for a term upto 31st December 2028 on the Board of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company 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 Management 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. Dhruva Jyoti Dowerah (DIN: 07432518) as an Additional Director and in this regard, pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to provisions of Sections 149,150 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 ("SEBI-LODR") [including any statutory modification(s) or amendment(s) thereto

or re-enactment(s) thereof for the time being in force], Mr. Dhruva Jyoti Dowerah (DIN: 07432518) who was appointed as an Additional Director of the Company with effect from 11th August 2023 by the Board of Directors of the Company (“the Board”) and who holds such office upto the date of next Annual General Meeting and whose appointment requires approval of the Shareholders of the Company in terms of Regulation 17(1C) of SEBI-LODR within three months from the date of his appointment and who is otherwise eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Act’ from a

member proposing his candidature for the office of Director, be and is hereby appointed in such capacity.

**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 Management 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 : 4th October 2023

**NOTES:**

**1. Proxy**

A member entitled to attend and vote at the Extraordinary General Meeting on Friday, 10th November 2023 (“EGM/Meeting”) 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 and 2 as set above is attached with the Notice of the EGM. Details as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI-LODR”) 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, 3rd November 2023 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 in 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, 7th November 2023 at 10.00 AM (IST) and ends on Thursday, 9th November 2023 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, 3rd November 2023 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 SEBI-LODR listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

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

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

- (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 cdsl 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</li> </ol>

	<p>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.</p> <ol style="list-style-type: none"> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website 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 www.cdslindia.com 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>“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.</p> <ol style="list-style-type: none"> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.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.nsdl.com">https://www.evoting.nsdl.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 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</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.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the</li> </ol>		

	name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.
Individual shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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.

**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 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 helpdesk.evoting@cdslindia.com 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 evoting@nsdl.co.in 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.
- 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:

	<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 & 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](mailto: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. 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 company at [shares@bAMPL.in](mailto:shares@bAMPL.in) or to RTA at [mcssta@rediffmail.com](mailto:mcssta@rediffmail.com).
- 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 & 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](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

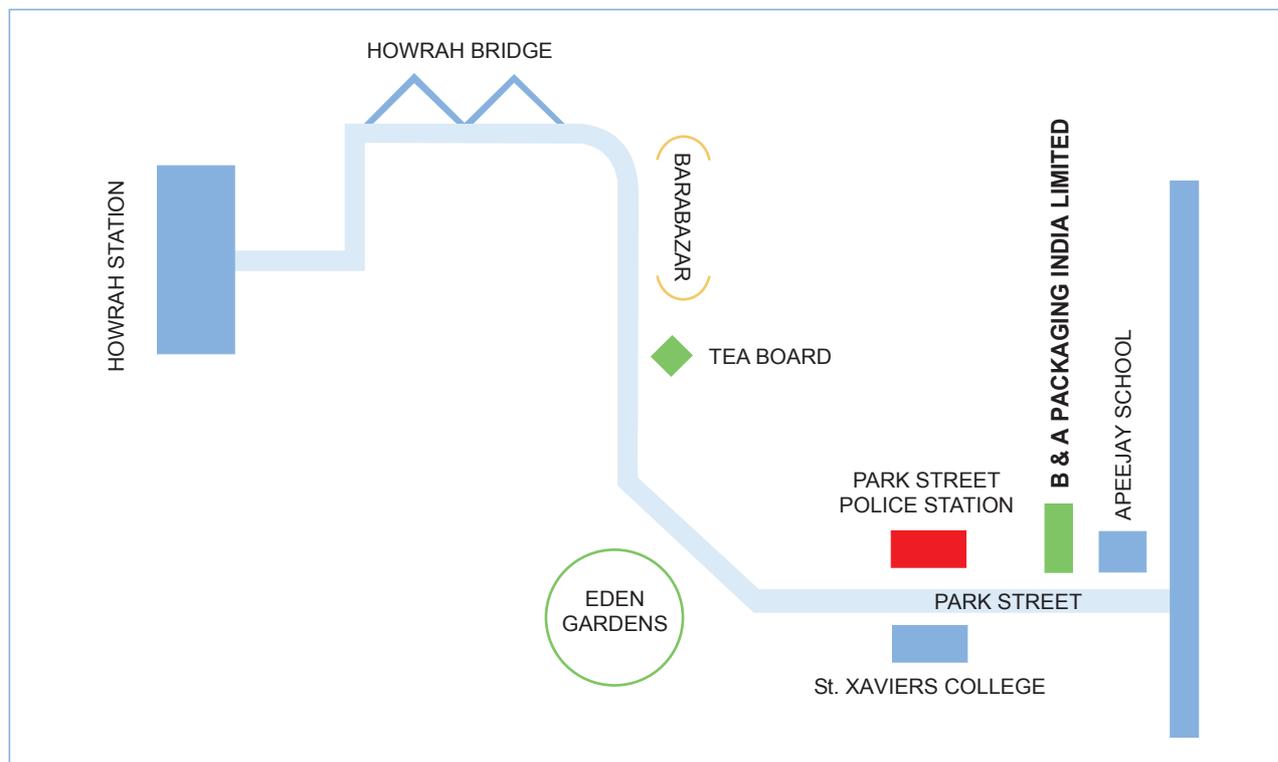
(xx) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai- 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto: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](http://www.bAMPL.com) and at the website of CDSL at [www.evotingindia.com](http://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, 10th November 2023 ('the EGM') :

### **Item No. 1**

It's presumptive that role of Independent Directors in a diversified Board broadens the skills of the management by enhancing corporate governance. Several high level committees appointed by Government agencies have strongly advised companies to structure the Board and its Committees with a preponderance of Independent Directors as the Independent Directors add value to the Board by instilling knowledge on issues of strategy, performance, risk management, standards of conduct and deployment of resources.

In deference to the above and based on the recommendations made by the Nomination and Remuneration Committee of Directors ('the Committee'), the Board of Directors of the Company ('the Board') in its meeting held on 11th August 2023 has proposed that Mr. Parthapratim Sengupta (DIN : 08273324), ('Mr. Sengupta') be appointed as an Independent Director on the Board for an initial period of 5 (five) years with effect from 1st January 2024 till 31st December 2028. In accordance with the provisions of Section 149 and Schedule IV of the Companies Act' 2023 (the Act') read with Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI-LODR') appointment of an Independent Director requires approval of the Shareholders by means of a Special Resolution. Further in terms of Regulation 17 (1C) of SEBI-LODR the said appointment of Mr. Sengupta shall be effective upon approval by the Shareholders at the EGM.

Mr. Sengupta is a retired banker having more than thirty-six years of experience in banking and finance. He held the position of Deputy Managing Director in State Bank of India and also held the position of Whole Time Director and officiating Chairman of the Board of Indian Overseas Bank. The proposed appointee Director is a highly successful professional with rich administrative experience and it is imperative that the Company will

receive expert guidance from Mr. Sengupta on the issues of strategy, performance, risk management and deployment of resources.

In terms of what has been stated in para 3 above, the Committee and the Board are of the view that association of Mr. Sengupta as Independent Director on the Board would be beneficial for future development and business prospect of the Company. Besides, given the knowledge, experience and expertise of the aforesaid Director it would be appropriate that he may be appointed as Independent Director on the Board of the Company upon approval by the Shareholders at the EGM for a term as stated in the respective resolution.

The Company has received declaration from Mr. Sengupta that he meets the criteria of Independence prescribed under Section 149 and Schedule IV of the Act' read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI-LODR. The Company has received notice in writing from a member of the Company under Section 160 of the Act', proposing candidature of Mr. Sengupta for the office of Director of the Company.

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

Additional information pursuant to the SEBI-LODR and the Secretarial Standard on General Meetings in respect of Mr. Sengupta is appended in the notice of the EGM.

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

The Board recommends the Special Resolution set out in the Item No. 1 of the Notice of the EGM for approval by the Shareholders.

### **Item no. 2**

The Board in its meeting held on 11th August 2023 on recommendations made by the Committee appointed Mr. Dhruva Jyoti Dowerah (DIN : 07432518) ('Mr. Dowerah') as an Additional Director on the Board with effect from 11th August 2023. In terms section 161 of the Act' Mr. Dowerah holds office of Additional Director

on the Board upto the date of next Annual General Meeting.

Pursuant to the provisions of Regulations 17 (1C) of SEBI-LODR the Company, being a listed entity, is required to seek approval of the Shareholders for appointment of a person on the Board at the next general meeting or within a time period of three months from the date of appointment whichever is earlier.

Mr. Dowerah has been associated with the holding company, i.e. B & A Limited for over thirty years and has worked in several responsible capacities like General Manager, Visiting Agent and President-Tea Division. Currently he is serving the Board of the holding company as Whole Time Director.

In deference to the above, the Board seeks the approval of the Shareholders for ratification of appointment of Mr. Dowerah as a Director on the Board of the Company

and is of the view that association of Mr. Dowerah would be beneficial for future development and business prospect of the Company.

The Company has received notice in writing from a member of the Company under Section 160 of the Act', proposing candidatures of Mr. Dowerah for the office of Director of the Company.

Additional information pursuant to the SEBI-LODR and the Secretarial Standard on General Meetings in respect of Mr. Dowerah is appended in the notice of the EGM.

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

The Board recommends the Ordinary Resolution set out in the Item No. 2 of the Notice of the EGM for approval by the Shareholders.

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

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

Place : Kolkata  
Date : 4th October 2023

**ANNEXURE TO THE NOTICE**

Details in respect of Directors seeking appointment at the EGM is provided herewith. The appointee Directors have furnished requisite declarations for their appointment:

(i) Profile of Appointee Directors:

**(a) Mr. Parthapratim Sengupta** born on 7th December 1962 holds a bachelor's degree in B Sc, B.Ed (1st class Hons. in Physics) and is also a Certified Associate of Indian Institute of Bankers (CAIIB). He was a career banker in State Bank of India (SBI) having more than 36 years of experience in Banking and Finance where he held the position of Deputy Managing Director. Currently he is a Director in Unity Small Finance Bank Limited. He has Board experience in Yes Bank Limited, Asset Reconstruction Company (India) Limited, Universal Sompo General Insurance Company Limited and National E-Governance Services

Limited as a Nominee Director. He was also appointed as Whole Time Director and officiating Chairman of the Board in Indian Overseas Bank during the entire tenure as Managing Director and Chief Executive Director. He does not hold any shares in the Company. He is not related to any Director on the Board.

**(b) Mr. Dhruva Jyoti Dowerah** born on 1st December 1968 holds a bachelor's degree in Agriculture and has been associated with the holding company i.e., B & A Limited for over 30 years. He has worked in several capacities in B & A Limited like General Manager, Visiting Agent and later on promoted as President- Tea Division. Mr. Dowerah is in-charge of the gardens and factory operations of B & A Limited and is instrumental and driving force for the market leadership of the Tea Estates of the holding Company. He does not hold any 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 4th October 2023 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
Mr. Parthapratim Sengupta	Not Applicable	Not Applicable	Nil	Not Applicable	Not Applicable	Not Applicable
Mr. Dhruva Jyoti Dowerah	1	30,000	B&A Limited	Whole Time Director	Nil	Nil

**B & A PACKAGING INDIA LIMITED****CIN: L21021OR1986PLC001624**

Regd. Office: 22, Balgopalpur Industrial Area, Balasore-756020, Odisha  
 Corp. Office: 113, Park Street, 9th Floor, Kolkata – 700 016  
 Phone: (033) 2217 8048, 2226 9582, Fax: (033) 2265 1388  
 Email: investorsgrievance@bampl.com, Website: www.bampl.com

**ATTENDANCE SLIP****EXTRAORDINARY GENERAL MEETING ON FRIDAY, 10TH NOVEMBER 2023**

<b>Name and Registered address of the shareholder(s)</b>	
<b>Registered Folio No./DP. ID. &amp; Client ID.</b>	

I/We hereby record my/our presence at the Extraordinary General Meeting of the Company at 113, Park Street, 9<sup>th</sup> Floor, Kolkata- 700 016 on Friday, 10<sup>th</sup> November 2023.

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**

<b>EVSN (E-voting Sequence Number)</b>	<b>User ID</b>	<b>PAN (Original) or Sequence number as per point no. 11(v) of e-voting instructions in EGM notice</b>

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

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

**B & A PACKAGING INDIA LIMITED****CIN: L21021OR1986PLC001624**

Regd. Office: 22, Balgopalpur Industrial Area, Balasore-756020, Odisha  
 Corp. Office: 113, Park Street, 9th Floor, Kolkata – 700 016  
 Phone: (033) 2217 8048, 2226 9582, Fax: (033) 2265 1388  
 Email: investorsgrievance@bampl.com, Website: www.bampl.com

**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**EXTRAORDINARY GENERAL MEETING ON FRIDAY, 10TH NOVEMBER 2023**

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 ..... failing him/her
- Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail ID : \_\_\_\_\_ Signature ..... failing him/her

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Friday, 10th day of November 2023 at the Registered Office of the Company and at any adjournment thereof, in respect of resolutions as indicated below:

<b>Sl. No.</b>	<b>Resolution Proposed</b>	<b>Optional*</b>	
		<b>For</b>	<b>Against</b>
1.	Appointment of Mr. Parthapratim Sengupta (DIN: 08273324) as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from 1st January 2024 till 31st December 2028 as a Special Resolution.		
2.	Appointment of Mr. Dhruva Jyoti Dowerah (DIN: 07432518) as an Additional Director of the Company upto the date of next Annual General Meeting of the Company.		

Signed this .....day of ....., 2023

Registered Folio No./DP ID &amp; 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 Limited at 383, Lake Gardens, 1st Floor, Kolkata-700045 not less than 48 hours before the commencement of the Meeting.****\*2. It is optional to put a "X" in the appropriate column against the resolution indicated in the Box. If you leave the "For" or "Against" column blank against the resolution, your proxy will be entitled to vote in the manner as he/she thinks appropriate.**