

Ashok Kumar Daga

B. Com., (Hons.), LL.B, FCS
Practising Company Secretary

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Date.....

**REPORT OF SCRUTINIZER
(E VOTING)**

**(Pursuant to sec 108 of the Companies Act, 2013 and rule 20 (3) (xi) of the
Companies (Management and Administration) Rules, 2014)**

To,
The Chairman,
B&A Packaging India Limited.
22, Balgopalpur Industrial Area,
Balasore - 756020
Odisha

Sir,

I, ASHOK KUMAR DAGA (Practising Company Secretary) was appointed as Scrutinizer for the 28th, **Annual General Meeting** of the Equity Share holders of "B&A Packaging India Ltd.," to be held on Wednesday, the 17th of September, 2014 at 10.00 a.m. at 22, Balgopalpur Industrial Area, Balasore - 756020, Odisha for the purpose of scrutinizing the e voting process in a fair and transparent manner and ascertaining the requisite majority on E-Voting Carried out as per the provisions of Companies Act, 2013 and sub rule (xi) of rule 20 of Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

We submit our report as under:

1. The e voting period remained opened from 11th September 2014, at 9.30 a.m. and ended on 13th September 2014, at 5.30 p.m.
2. The shareholders holding shares as on the "Cut Off "Date i.e. 20th of August, 2014, were entitled to vote on the proposed 8(Eight) resolutions as mentioned in the notice of the 28th Annual General Meeting of " **B&A Packaging India Limited**" from annexure 1 to 8 of the notice of the 28th AGM of the company.
3. The votes were unblocked on 15th September, 2014 at 5.30 P.M., in the presence of two witnesses namely who are not in the employment in the company.

1) Mr. Manik Pradhan -

2) Mr. Malay Ray -

They have signed below in confirmation of the votes being unblocked in their presence.


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4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" or "Against", were downloaded from the E-Voting Website of the Central Depository Services (INDIA) Limited (<https://www.evotingindia.com/>)
5. The result of the e voting is as under:

A. Resolution 1

Adoption of Audited Financial Statements, Reports of the Directors and Auditors for the year ended 31st March, 2014.

I. Voted "IN FAVOUR" of the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
05	3586029	72.29%

II. Voted "AGAINST" the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
NIL	NIL	NIL

III. "INVALID" votes

Total number of Members whose votes were declared Invalid	Total Number of Votes Cast by them
NIL	NIL

B. Resolution 2


Declaration of Dividend on Equity Shares of the Company for the year ended 31st March, 2014.

I. Voted "IN FAVOUR" of the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
05	3586029	72.29%

II. Voted "AGAINST" the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
NIL	NIL	NIL


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III. "INVALID" votes

Total number of Members whose votes were declared Invalid	Total Number of Votes Cast by them
NIL	NIL

C. Resolution 3

Re-Appointment of Mrs. Gargi Barooah holding DIN :01922307 who retires by rotation, as Director of the Company.

I. Voted "IN FAVOUR" of the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
05	3586029	72.29%

II. Voted "AGAINST" the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
NIL	NIL	NIL

"INVALID" votes

Total number of Members whose votes were declared Invalid	Total Number of Votes Cast by them
NIL	NIL

D. Resolution 4

Appointment of Auditors and fixing their Remuneration.

"RESOLVED THAT pursuant to applicable provisions of Companies Act, 2013 and Rules made thereunder and pursuant to the recommendations of Audit Committee of the Board of Directors, M/s. APS Associates, Chartered Accountants (Registration No. 306015E), be and is hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of traveling and out of pocket expenses incurred by them for the purpose of audit."


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I. Voted **"IN FAVOUR"** of the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
05	3586029	72.29%

II. Voted **"AGAINST"** the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
NIL	NIL	NIL

III. **"INVALID"** votes

Total number of Members whose votes were declared Invalid	Total Number of Votes Cast by them
NIL	NIL

E. Resolution 5

Appointment of Mrs. Anuradha Farley holding DIN 06699021 as Director of the Company who was appointed as an Additional Director of the Company.


"RESOLVED THAT pursuant to the provisions of section 152 and any other applicable provisions of the Companies Act, 2013 and rules framed thereunder, Mrs. Anuradha Farley, having DIN 06699021, who was appointed as an Additional Director of the Company under Section 161 of the Companies Act, 2013 with effect from 13th November 2013 to hold office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director liable to retire by rotation."

I. Voted **"IN FAVOUR"** of the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
05	3586029	72.29%

II. Voted **"AGAINST"** the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
NIL	NIL	NIL


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 Practicing Company Secretary
 Nos. 2609 & CP-2948

III. "INVALID" votes

Total number of Members whose votes were declared Invalid	Total Number of Votes Cast by them
NIL	NIL

F. Resolution 6

Appointment of Mr. Amit Chowdhuri as an Independent Director

"RESOLVED THAT pursuant to section 149, 150 and 152 of the Companies Act, 2013 read with Schedule IV of the said Act' and rules framed thereunder and Clause 49 of the Listing Agreement, Mr. Amit Chowdhuri having DIN 00080854, an Independent Director of the Company who was appointed as an Additional Director of the Company with effect from 5th November, 2013 and holds office upto the date of the ensuing Annual General Meeting in terms of section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an 'Independent Director' of the Company for a term upto 31st March, 2019 and whose office shall not, henceforth, be liable to determination by retirement of Directors by rotation."

I-Voted "IN FAVOUR" of the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
05	3586029	72.29%

II-Voted "AGAINST" the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
NIL	NIL	NIL

III "INVALID" votes

Total number of Members whose votes were declared Invalid	Total Number of Votes Cast by them
NIL	NIL


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 FCS-2699 & CP-2948

G. Resolution 7

Increase in Borrowing Limits

"RESOLVED THAT in supersession of all earlier resolutions passed by the company under section 293(1)(d) of the Companies Act, 1956 consent of the Company be and is hereby accorded to the Board of Directors of the Company under section 180(1)(c) and all other applicable provisions of the Companies Act, 2013, (including any statutory modification or re-enactment thereof, for the time being in force), to borrow from time to time all such sum (s) of monies as the Directors may deem appropriate and upon such terms and conditions as they may think fit for the purposes of business of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), if any, may exceed the aggregate of the paid-up 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 of money/monies so borrowed by the Board of Directors and outstanding at any point of time shall not exceed the sum of Rs. 50 crore (Rupees Fifty 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 writing as may be required.

I-Voted **"IN FAVOUR"** of the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
05	3586029	72.29%

11-Voted **"AGAINST"** the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
NIL	NIL	NIL

111 **"INVALID"** votes

Total number of Members whose votes were declared Invalid	Total Number of Votes Cast by them
NIL	NIL


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H. Resolution 8

Mortgage/Charge in Favour of Lender

"RESOLVED THAT in supersession of the Resolution passed under Section 293(1)(a) of the Companies Act, 1956 consent of the Company be and is hereby accorded under section 180(1)(a) and all other applicable provisions of the Companies Act, 2013, (including any statutory modification or re-enactment thereof, for the time being in force), to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose) to mortgage and / or charge, in addition to the mortgage and/or charge created /to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immoveable properties of the Company, both present and future, in favour of the Lender(s), Agent(s) or Trustee(s), for securing the borrowings availed/to be availed by the Company and/or any of the Company's holding / subsidiary /affiliate /associate company, by way of loan(s), either in foreign currency or in Indian rupees, subject to the limit specified in section 180(1)(c) of the Companies Act, 2013, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s) /Trustees, premium, if any, on redemption, all other costs, charges and expenses, including any increase as result of devaluation/revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s)/Heads of Agreement(s), Debenture Trust Deed(s) or any other document, entered into/to be entered into between the Company and the Lender(s)/Agent(s) and Trustee(s), in respect of the said loans/borrowings/debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed between the Board of Directors or Committee thereof and the Lender(s)/ Agent(s) and Trustee(s).

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and / or its duly constituted Committee be and are hereby authorised to finalise, settle and execute such documents/deeds/writings/papers/agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/ charges as aforesaid."


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Practicing Company Secretary

1 Voted **"IN FAVOUR"** of the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
05	3586029	72.29%

11 Voted **"AGAINST"** the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
NIL	NIL	NIL

"INVALID" votes

Total number of Members whose votes were declared Invalid	Total Number of Votes Cast by them
NIL	NIL

12. The Register, all other papers and relevant record relating to electronic voting shall remain in our safe custody until the chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the company..

Thanking You,
Yours Faithfully,



Place: KOLKATA

ASHOK KUMAR DAGA
Practicing Company Secretary
FCS-2699 & CP-2948

Dated:15/09/2014