

## CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Sections 108 of the Companies Act, 2013 read with Rules 20, and 21(1) of the Companies (Management and Administration) Rules, 2014]

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

Sir,

1. I, Tarun Chatterjee, Advocate, has been appointed as a Scrutiniser by the Chairman of the 32<sup>nd</sup> Annual General Meeting of B&A Packaging India Limited (the "Company") for the purpose of Scrutinizing the vote casted by the Equity Shareholders of the Company on ballot carried out as per the provisions of section 108 of the Companies Act, 2013 read with Rules 20, and 21 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Rules, 2015 and Secretarial Standards on General Meetings and read with Regulation 44(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), on the resolutions contained in the notice dated 19<sup>th</sup> May, 2018 calling 32<sup>nd</sup> Annual General Meeting (AGM) of the members of the Company, held on Thursday, 20<sup>th</sup> September, 2018 at 22, Balgopalpur Industrial Area, Balasore - 756020, Odhisa
2. After the declaration of voting by ballot by the Chairman, the ballot box kept for voting was locked in the presence of the members present with due identification mark placed by me.



3. The locked ballot box was subsequently opened in the presence of the following two witnesses not in the employment of the Company and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company.

a) CS. Binita Pandey : 

b) Madhumita Khan : 

4. The ballot papers, which were incomplete, and /or which were otherwise found defective have been treated as invalid and kept separately.
5. The ballots were diligently scrutinized. The ballots were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the company.
6. The Company had also provided e-voting facility for its members as per the Provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 which remained open from 17<sup>th</sup> September, 2018 (10:00 A.M) to 19<sup>th</sup> September, 2018 (5.00 P.M). The Board of Directors of B&A Packaging India Limited, appointed me as a Scrutinizer for the purpose of scrutinizing the e-voting process and voting on ballot in respect of resolutions contained in the Notice calling 32<sup>nd</sup> Annual General Meeting dated 20-09-2018.
7. The votes cast were unblocked on 20-09-2018 at 10:56 A.M. in the presence of 2 witnesses, CS. Binita Pandey and Madhumita Khan who are not in the employment of the Company. They have given confirmation that the votes being unblocked in their presence.
8. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereto relating to e-voting, voting by ballot at Annual General Meeting on the resolutions contained in the Notice dated 19<sup>th</sup> May, 2018 of the 32<sup>nd</sup> Annual General Meeting (AGM) of the members of the Company.



My responsibility as a Scrutinizer of remote e-voting and ballots is limited to prepare and submit Scrutinizer's report of the votes casted "in favour" or "against" the resolutions passed by the members of the Company, as required by the Act.

9. I do hereby submit the Consolidated Report of vote casted on ballot at the meeting and on e-voting on the resolutions contained in the Notice of the 32<sup>nd</sup> Annual General Meeting (AGM) dated 20<sup>th</sup> September, 2018.

Date of the AGM/EGM	20-09-2018
Total number of shareholders on record date	2738
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group Public	3 21
No. of Shareholders attended the meeting through video Conferencing: Promoters and Promoter Group Public	NIL NIL



Ordinary Business

**Item No. 1: Adoption of Financial Statements for the year ended 31<sup>st</sup> March, 2018**

“RESOLVED THAT the Financial Statements of the Company comprising of Profit and Loss Account for the year ended 31<sup>st</sup> March, 2018, the Balance Sheet as on that date and notes to the accounts together with the Reports of the Directors and the Auditors thereon be and are hereby adopted.”

Resolution Required:					Ordinary Resolution			
Whether promoter/promoter group are interested in the resolution					No			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3690114	3583714	97.12	3583714	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		3690114	3583714	97.12	3583714	0	100
Public-Institution	E-Voting	300000	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		300000	0	0	0	0	0
Public-Non Institution	E-Voting	970386	900	0.09	900	0	100	0
	Poll		115	0.01	115	0	100	0
	Postal Ballot		-	-	-	-	-	-
	Total		970386	1015	0.10	1015	0	100
<b>TOTAL</b>		<b>4960500</b>	<b>3584729</b>	<b>72.26</b>	<b>3584729</b>	<b>0</b>	<b>100</b>	<b>0</b>

The above resolution was carried by requisite majority of votes.



## Ordinary Business

### Item No. 2: Declaration of Dividend

“RESOLVED THAT pursuant to the recommendation made by the Board of Directors of the Company, a final dividend at the rate of Re. 0.50 per equity share of Rs. 10 each, absorbing Rs.24,80,250 (Twenty Four Lac Eighty Thousand Two Hundred Fifty) only be paid out of the profits of the Company for the financial year ended 31<sup>st</sup> March, 2018 to the equity shareholders of the Company whose names stand registered in the Company’s Register of Members after giving effect to valid transfers in physical form lodged with the Company or the Share Transfer Agents of the Company till end of business hour on Thursday,13<sup>th</sup> September, 2018 or their mandates.”

Resolution Required:					Ordinary Resolution			
Whether promoter/promoter group are interested in the resolution					No			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3690114	3583714	97.12	3583714	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		3690114	3583714	97.12	3583714	0	100
Public-Institution	E-Voting	300000	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		300000	0	0	0	0	0
Public-Non Institution	E-Voting	970386	900	0.09	900	0	100	0
	Poll		115	0.01	115	0	100	0
	Postal Ballot		-	-	-	-	-	-
	Total		970386	1015	0.10	1015	0	100
TOTAL		4960500	3584729	72.26	3584729	0	100	0

The above resolution was carried by requisite majority of votes.



Ordinary Business

**Item No. 3: To appoint Director in place of Mr. Somnath Chatterjee (DIN: 00172364), who retires by rotation and being eligible, offers himself for re-appointment**

“RESOLVED THAT Mr. Somnath Chatterjee (DIN 00172364) who retires by rotation at this Annual General Meeting be and is hereby re-appointed a Director in the Company.”

Resolution Required:					Ordinary Resolution			
Whether promoter/promoter group are interested in the resolution					No			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3690114	3583714	97.12	3583714	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		3690114	3583714	97.12	3583714	0	100
Public-Institution	E-Voting	300000	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		300000	0	0	0	0	0
Public-Non Institution	E-Voting	970386	900	0.09	900	0	100	0
	Poll		115	0.01	115	0	100	0
	Postal Ballot		-	-	-	-	-	-
	Total		970386	1015	0.10	1015	0	100
<b>TOTAL</b>		<b>4960500</b>	<b>3584729</b>	<b>72.26</b>	<b>3584729</b>	<b>0</b>	<b>100</b>	<b>0</b>

The above resolution was carried by requisite majority of votes.

Ordinary Business

**Item No. 4: To fix remuneration of M/s Ghosal, Basu & Ray, Chartered Accountants, Statutory Auditors**

“RESOLVED THAT M/s Ghosal, Basu & Ray, Chartered Accountants (Registration No. 315080E) Statutory Auditors of the Company, be paid remuneration as decided by the Board of Directors of the Company in consultation with the Auditors for conducting the Statutory Audit of the Company for the financial year ending 31<sup>st</sup> March 2019

Resolution Required:					Ordinary Resolution			
Whether promoter/promoter group are interested in the resolution					No			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3690114	3583714	97.12	3583714	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		3690114	3583714	97.12	3583714	0	100
Public-Institution	E-Voting	300000	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		300000	0	0	0	0	0
Public-Non Institution	E-Voting	970386	900	0.09	900	0	100	0
	Poll		115	0.01	115	0	100	0
	Postal Ballot		-	-	-	-	-	-
	Total		970386	1015	0.10	1015	0	100
<b>TOTAL</b>		<b>4960500</b>	<b>3584729</b>	<b>72.26</b>	<b>3584729</b>	<b>0</b>	<b>100</b>	<b>0</b>

The above resolution was carried by requisite majority of votes.



## Special Business

Item No. 5: Appointment of Mrs. Gargi Barooah (DIN: 01922307) as a Director liable to retire by rotation.

“RESOLVED THAT pursuant to section 152 of the Companies Act’ 2013, Mrs. Gargi Barooah (DIN: 01922307) be and is hereby appointed a Director liable to retire by rotation.”

Resolution Required:					Ordinary Resolution			
Whether promoter/promoter group are interested in the resolution					No			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3690114	3583714	97.12	3583714	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		3690114	3583714	97.12	3583714	0	100
Public-Institution	E-Voting	300000	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		300000	0	0	0	0	0
Public-Non Institution	E-Voting	970386	900	0.09	900	0	100	0
	Poll		115	0.01	115	0	100	0
	Postal Ballot		-	-	-	-	-	-
	Total		970386	1015	0.10	1015	0	100
TOTAL		4960500	3584729	72.26	3584729	0	100	0

The above resolution was carried by requisite majority of votes.



Total Number of Ballots Rejected

Number of Ballots rejected	Reason of Rejection
NIL	NIL

10. The Ballots and all other relevant records were sealed and handed over to the Company Secretary authorised by the Board for safe keeping.

Thanking you,  
Yours faithfully

  
Tarun Chatterjee- Advocate

Place: Kolkata  
Date: 21-09-2018