

Corporate Information as on 31st March, 2012

BOARD OF DIRECTORS	: Mr. Hemendra Prasad Barooah <i>Wholetime Director & Executive Chairman</i> Mr. Ranadurjoy Roy Choudhury, <i>Managing Director</i> Mr. Panchkari Banerjee Mr. Tarun Chandra Dutt Mr. Vijay Raghuram Shetty Mrs. Gargi Barooah Mr. Anjan Ghosh Mr. Sudipto Sarkar
REGISTERED OFFICE	: 1185/1186, Tankapani Road Bhubaneswar - 751 018
CORPORATE OFFICE	: 113, Park Street, 9th Floor Kolkata - 700 016
FACTORY	: 22, Balgopalpur Industrial Area Balasore - 756 020, Odisha
AUDITORS	: APS Associates Chartered Accountants 3C Madan Street, Kolkata - 700 072
BANKER	: State Bank of India Industrial Finance Branch 11, Dr. U. N. Brahmachari Street Kolkata - 700 017
SHARE TRANSFER AGENT	: MCS Limited 77/2A, Hazra Road Kolkata - 700 029

NOTICE

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of the members of B & A Packaging India Limited will be held on Thursday, 28th June, 2012 at 12:00 noon at the Registered Office of the Company at 1185/1186, Tankapani Road, Bhubaneswar – 751 018 to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited Balance Sheet as at March 31, 2012, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of the Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Panchkari Banerjee, who retires by rotation and being eligible offers himself for re -appointment.
4. To appoint a Director in place of Mr. Vijay Raghuram Shetty, who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT M/s. APS Associates, Chartered Accountants (Registration No. 306015E), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors.”

SPECIAL BUSINESS

6. To re-appoint Mr. Hemendra Prasad Barooah as a Whole Time Director and Chairman and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolutions as **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 198,269,309 and 317 , read with Schedule XIII and all other applicable provisions, if any, of the Companies, Act 1956 or any statutory modification(s) or re-enactment thereof, approval of members be and is hereby accorded

to the re- appointment of Mr. Hemendra Prasad Barooah as the Whole-Time Director and Chairman of the Company for a period of 5 (five) years with effect from 1st November, 2011 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Date : 23rd May, 2012

Place : Kolkata

Regd. Office:

1185/1186, Tankapani Road

Bhubaneswar – 751 018, Odisha

By Order of the Board of Directors

Rajiv Gupta
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF /HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. HOWEVER, PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE AT LEAST FORTY-EIGHT HOURS BEFORE THE MEETING.
2. Corporate Members are requested to send to the Company's Share Department, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
3. Members are requested to inform changes, if any, in their mailing address immediately to the Company or to the Registrar and Share Transfer Agent M/s. MCS Limited, 77/2A, Hazra Road, Kolkata – 700 029.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday 19th June, 2012 to Thursday 28th June, 2012 (both days inclusive).
5. The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of the Special Business to be transacted at the Annual General Meeting is annexed hereto.
6. As required by Clause 49 of the Listing Agreement entered into with the Stock Exchanges the relevant details of Directors retiring by rotation and seeking re-appointment under item No. 3 and Item No. 4 of the Notice respectively, are annexed herewith.
7. Members desirous of obtaining any information concerning the accounts of the Company are requested to send their queries to the Company at least seven days before the meeting so that the information required by the members may be made available at the meeting.
8. Members / Proxy-holders are requested to produce at the entrance, the attached Attendance Slip duly completed for admission to the meeting hall.
9. Members can avail the nomination facility by submitting Form No.2B of the Companies (Central Government's) General Rules and Forms, 1956 with the Company or its Registrar & Share Transfer Agents. Blank forms will be made available on request.
10. Members are requested to carry the copy of this Annual Report at the meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 6

Mr. Hemendra Prasad Barooah , (Mr. H.P Barooah) was appointed as Whole-Time Director & Executive Chairman of the Company effective 1st November,2011 at the meeting of Board of Directors held on 25th October, 2011 for a period of five years.

Mr. Hemendra Prasad Barooah , was born on 1st April, 1926 after obtaining his M.B.A from the Harvard Business School, U.S.A (Class of '49) the first person from the North East to get this Degree, Mr. Barooah joined the family Tea Plantation Business in 1950. He is also having major interest in Tea Broking, Packaging and Tourism Industry. Further, he is Executive Chairman of B & A Limited, the holding Company.

Being the Chairman of Indian Tea Association (ITA) from 1991 – 1994 Mr. Barooah had a substantial contribution in setting up Assam Cultural Centre in Guwahati.

In 1996, Mr. Barooah was elected President of the Bengal Chamber of Commerce & Industry. Thereafter, Mr. Barooah had taken the initiative to open an Independent Chamber of Commerce in Guwahati named North East Chamber of Commerce & Industry with the founder members like Tata Group, Williamson Magor & Co. Ltd, Oil India Limited, Oil & Natural Gas Corporation Limited, Indian Oil Corporation , Numaligarh Refinery Limited etc.

Mr. Barooah's managerial capacity had been recognized by all and from all sectors – from the Tea Industry to Banking and Management. Mr. Barooah had a string of high positions – Member of Tea Board for 3 terms and Vice Chairman for one term, Director of Indian Airlines, Director of State Bank of India, Assam Industrial Development Corporation and Chairman of Tea Research Association.

Mr. Hemendra Prasad Barooah is presently holding Directorship in B & A Limited, Kaziranga Golf Club Private Limited & Heritage North East Private Limited.

That apart, he is also associated with the National Committee of Indian Tea Association as permanent invitee.

Principal Terms and Condition of the proposed Agreement :

- i) Period – 1st November, 2011 to 31st October, 2016
- ii) Remuneration Rs. 80,000/- per month.

None of the Directors except Mr. H.P. Barooah, Mrs. Gargi Barooah and Mr. V. R. Shetty are concerned or interested in this resolution.

Your Board recommends the resolution for your approval.

Information pursuant to Clause 49 of the Listing Agreement with Stock Exchanges, relating to Code of Corporate Governance, regarding Directors seeking appointment and re-appointment. (Item 3 and 4)

Item No 3

Mr. Panchkari Banerjee

Mr. Panchkari Banerjee is about 84 years old and have Rich Experience in Tea and Packaging Industry.

He is having an I.A Qualification.

He presently holds Directorship in Rockland Realty Private Limited & Assam Tea Brokers Private Limited.

He is not related to any of the Directors. He holds 110 Equity Shares of the Company.

Item No 4

Mr. Vijay Raghuram Shetty,

Mr. Vijay Raghuram Shetty, aged 48 years is a Bachelor of Engineering in Production. Mr. Shetty is on Board since 25th February, 2008. He holds directorship in Buxton Holdings Private Limited, Cavel Investment and Trading Company Private Limited, Smyl Aviation Private Limited, Nuhart Hair Clinics (INDIA) Private Limited.

None of the Directors, except Mr. Shetty and Mr. Hemendra Prasad Barooah, Chairman of the Company are concerned or interested in this resolution.

By Order of the Board of Directors

Date : 23rd May, 2012

Place : Kolkata

Regd. Office:

1185/1186, Tankapani Road

Bhubaneswar – 751 018, Odisha

Rajiv Gupta
Company Secretary

DIRECTORS' REPORT

Your Directors have pleasure in presenting the Twenty Sixth Annual Report of the Company together with the audited accounts for the year ended 31st March, 2012.

OPERATING RESULTS

(₹ In Lakh)

Particulars	Period ended 31st March, 2012 consisting of 12 months (From 01.04.2011 to 31.3.2012)	Period ended 31st March, 2011 consisting of 15th months (From 1.1.2010 to 31.03.2011)
Net Sales and Other Income	2955.48	2745.34
Less : Total Expenditure	2571.36	2397.32
Profit before Interest, Depreciation and Tax	384.12	348.02
Less: Interest	116.93	105.42
Profit before Depreciation and Taxation	267.19	242.60
Less: Depreciation	16.33	19.47
Profit before Tax	250.86	223.13
Less: Current Taxation	78.00	74.10
Tax for earlier Years	(5.39)	NIL
Deferred Taxation	1.45	3.60
Profit after Tax (PAT) available for appropriation	176.80	145.43
Proposed Dividend	(14.88)	NIL
Corporate Dividend Tax	(2.41)	NIL
Add: Balance of Profit / (Loss) brought forward	75.72	(69.71)
Balance of Profit carried to Balance Sheet	235.23	75.72

YEAR IN RETROSPECT

The net sales and other income for the period under review were ₹ 2,955.48 lakhs as against ₹ 2,745.34 lakhs during the previous financial year ended 31st March, 2011 comprising of 15 months from 01.01.2010 to 31.03.2011. Profit after tax for the period under review registered an increase of approximately 22 %.

DIVIDEND

Your Board of Directors are pleased to recommend a dividend of 3% (30 paise) on equity share capital of the Company for the financial year 2011-12. The distribution of dividend will result in payout of ₹ 14.88 lakh excluding tax on dividend.

DIRECTORS

Mr. Panchkari Banerjee and Mr. Vijay Raghuram Shetty, Directors, retire by rotation at the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment.

Mr. Hemendra Prasad Barooah has been re-appointed as the Chairman-cum-Wholetime Director of the Company, subject to your approval in the ensuing Annual General Meeting, for a period of five years commencing 1st November, 2011 to 31st October, 2016.

The proposals regarding the appointment/re-appointment of the aforesaid Directors are placed for your approval.

CHANGE IN COMPANY SECRETARY

During the year under review Ms. Nabagataa Choudhury resigned w.e.f 15th February, 2012 and the place was filled by appointment of Mr. Rajiv Gupta as Company Secretary w.e.f 8th May 2012.

AUDITORS

M/s. APS Associates, Chartered Accountants, the Statutory Auditors of the Company will retire at the ensuing Annual General Meeting and are eligible for re-appointment. The Audit Committee at its meeting dated 23rd May, 2012 has recommended their re-appointment and they also confirm that their re-appointment, if made, would be in conformity with the limits specified under section 224(1B) of the Companies Act, 1956.

FIXED DEPOSITS

No deposit has been accepted from the public during the year under review.

CHANGE IN FINANCIAL YEAR

The Directors of your Company has decided to change the financial year of your Company to commence from the month of April every year and end on March of the succeeding year.

Accordingly, in order to give effect to the change, the previous period for comparing is of 15 months commencing from 1st January 2010 and ending on 31st March 2011.

CORPORATE GOVERNANCE

As required by Clause 49 of the Listing Agreement with the Stock Exchange, a separate report on Corporate Governance forms part of the Annual Report. A certificate from the Statutory Auditors of the Company regarding compliance of conditions of corporate governance is annexed to this report.

NEW PROJECT

2200 MT Flexible Packaging project has been taken in hand and is well on its way towards completion. The plant has been commissioned from 1st April 2012.

The plant is expected to reach 70% of its rated capacity by 2013 leading to an additional turnover of ₹ 25 Cr.

QUALITY SYSTEMS CERTIFICATION

Your Company is recipient of ISO 9001:2008 Quality System Certification. Additionally the Company has also achieved certification to ISO 22000:2005, standard for Food Safety Management. Your Company's focus on sustainable development will continue to be reinforced by improving standards of safety and environmental protection. Various proactive measures have been adopted and implemented which inter alia include conservation of resources, adoption of cleaner technology, training of employees and others.

DIRECTORS' RESPONSIBILITY STATEMENT

As required by Section 217 (2AA) of the Companies Act, 1956, your Directors state that:

- In the preparation of Annual Accounts for the year ended 31st March, 2012, the applicable accounting standards issued by The Institute of Chartered Accountants of India had been followed and in case of material departures, proper explanations has been given in the accounts and notes thereon.
- The accounting policies adopted in the preparation of the annual accounts have been applied consistently and reasonable and prudent judgements and estimates have been made so as to give a true and fair view of the state of affairs of the Company as on 31st March, 2012 and of the Profit or Loss on that date.
- Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and detecting fraud and other irregularities.
- The Annual Accounts for the year ended 31st March, 2012 have been prepared on a going concern basis.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**A) Conservation of Energy**

Electricity is the only form of energy being used in the existing production process which is also very minimal. As the whole manufacturing process is not power intensive, the details required under Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are not given. However, continuous efforts are being put to conserve energy at its maximum possible level. The Flexible Packaging unit will also be using HSD besides electricity. Superior quality boiler has been chosen to make most efficient consumption of fuel.

B) Foreign Exchange Earnings and outgo:

(₹ In Lakh)

PARTICULARS	31.03.2012	31.03.2011
Earnings in Foreign Currency	94.23	7.82
Expenditure in Foreign Currency	1049.65	1033.69

SAFETY, HEALTH AND ENVIRONMENT PROTECTION

Paper sacks and its manufacturing process are both eco friendly and do not generate pollution. Your Company accords highest priority towards environment, occupational health and safety. Recipient of ISO 22,000:2005 food grade certification, your Company is committed towards highest degree of safety, health and environment protection.

To maintain our safety leadership so as to help our customers for export to European countries the Company is also in the process of implementing OHSAS 18001- Occupational Health & Safety Standard and ISO 14001- Environment Management System Certification.

PARTICULARS OF EMPLOYEES

None of the employees employed throughout the year or part of the year was in receipt of remuneration the aggregate of which exceeds the limits as prescribed under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 as amended, for disclosure in the report of the Board of Directors.