

<b>BOARD OF DIRECTORS</b>	: Mr. Hemendra Prasad Barooah <i>Executive Chairman &amp; Wholetime Director</i> Mr. Panchkari Banerjee Mr. Anjan Ghosh Mr. Sudipto Sarkar Mrs. Gargi Barooah Mr. Somnath Chatterjee
<b>COMPANY SECRETARY</b>	: Mr. Gunjan Kumar Chaurasia
<b>REGISTERED OFFICE</b>	: 1185/1186, Tankapani Road Bhubaneswar - 751 018, Odisha
<b>CORPORATE OFFICE</b>	: 113, Park Street, 9th Floor Kolkata - 700 016
<b>FACTORY</b>	: 22, Balgopalpur Industrial Area Balasore - 756 020, Odisha
<b>AUDITORS</b>	: APS Associates Chartered Accountants 3C, Madan Street, Kolkata - 700 072
<b>BANKER</b>	: State Bank of India Industrial Finance Branch
<b>SHARE TRANSFER AGENT</b>	: MCS Share Transfer Agent Limited 12/1/5, Manoharpukur Road Ground Floor Kolkata - 700 026

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## **NOTICE**

Notice is hereby given that the Twenty Seventh Annual General Meeting of the members of B & A Packaging India Limited will be held on Friday, 5th July, 2013 at 12.00 noon at the Registered Office of the Company at 1185/1186, Tankapani Road, Bhubaneswar – 751 018, Odisha to transact the following business :

### **ORDINARY BUSINESS**

1. To consider and adopt the audited Balance Sheet as at 31st March, 2013 and the Profit and Loss Account for the year ended as on that date together with the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Anjan Ghosh, who retires by rotation and being eligible, offers himself for re-appointment
3. To appoint a Director in place of Mr. Sudipto Sarkar, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s APS Associate, Chartered Accountants, the retiring Auditors as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

### **SPECIAL BUSINESS**

5. To consider and if thought fit, to pass, with or without modification, the following resolution as Ordinary Resolution :

**“RESOLVED THAT** pursuant to Section 257 of the Company Act, 1956, Mr. Somnath Chatterjee be and is hereby appointed a Director liable to retire by rotation.”

6. To consider and if thought fit, to pass, with or without modification, the following resolution as Ordinary Resolution :

**“RESOLVED THAT** in supersession of all earlier resolutions passed by the company in this regard, pursuant to the provisions of Section 293(1)(d) of the Companies Act, 1956, the consent of the Company be and is hereby accorded to the Board of Directors of the Company 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 of Directors be and is hereby authorized to do and perform all such acts, deeds and things as may be necessary, desirable or expedient for the purpose of giving effect to this resolution."

Date : 28th May, 2013  
Place : Kolkata

By Order of the Board of Directors  
**Gunjan Kumar Chaurasia**  
Company Secretary

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 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 Share Transfer Agent Limited, 12/1/5, Manoharpukur Road, Ground Floor, Kolkata- 700 026.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, 26th June, 2013 to Friday, 5th July, 2013 (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 and directors appointed are furnished in the Report of Corporate Governance.
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. 5**

Mr. Somnath Chatterjee was appointed as an Additional Director of the Company by the Board of Directors on 30th April, 2013, pursuant to the provisions of Section 260 of the Companies Act, 1956 (the Act) and Article 89 of the Article of Association of the Company. He holds office upto the date of the forthcoming Annual General Meeting of the Company.

The Company has received a notice in writing under Section 257 of the Act from a member proposing his candidature for the office of Director.

None of the Directors of the Company is concerned or interested in this resolution, except Mr. Somnath Chatterjee.

The Directors feel that appointment of Mr. Somnath Chatterjee on the Board of Directors will be beneficial to the Company and accordingly recommend the resolution for your approval.

**Item No. 6**

Section 293(1)(d) of the Companies Act, 1956 provides for obtaining the consent of the Company in general meeting to borrow moneys where the moneys to be borrowed, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid up capital of the Company and its free reserves.

The shareholders have authorised borrowing limit u/s 293 (1) (d) of the Companies Act, 1956 (Act) upto Rs. 20 Crore (Rupees Twenty Crore) previously. In order to further expand its business and to meet increased financial need it is expected that the limit of Rs. 20 crore sanctioned earlier by the shareholders need to be enhanced.

The consent of the shareholders is therefore, sought in accordance with the provisions of Section 293(1)(d) of the Act, to enable the Board of Directors to borrow monies, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 50 crore.

The above proposals are in the interest of the Company and the Board recommends the resolutions in Item No's 6 of the Notice for approval by the Members.

None of Directors of the Company is concerned or interested in this resolution.

Your Board recommends the resolution for your approval.

Date : 28th May, 2013  
Place : Kolkata

By Order of the Board of Directors  
**Gunjan Kumar Chaurasia**  
Company Secretary

**Annual Report 2012-13****B & A PACKAGING INDIA LIMITED****DIRECTORS' REPORT**

Your Directors have pleasure in presenting the Twenty Seventh Annual Report of the Company together with the audited accounts for the year ended 31st March, 2013.

**OPERATING RESULTS**

(₹ In Lakh)

Particulars	For the Year ended 31st March,2013	For the Year ended 31st March,2012
Net Sales and Other Income	3125.65	2955.48
Less : Total Expenditure	2792.80	2571.36
Profit before Interest, Depreciation and Tax	332.85	384.12
Less: Interest	218.62	116.93
Profit before Depreciation and Taxation	114.23	267.19
Less: Depreciation	68.87	16.33
Profit before Tax	45.36	250.86

**PERFORMANCE REVIEW****Paper Sacks Division**

During the year under review, the Paper Sacks Division recorded marginally lower sales compared to last year. The major reasons are intake of lower volume of Tea Sacks due to change in policy of some of the major buyers. A shift had been observed from paper sacks to Polypropylene sack for medium and cheaper tea. The other reason are recession in the automobile industry, resulted in sale of lower volume of carbon black sacks. Good growth happened in other sacks segment specially chemical.

**Flexible Packaging Division**

Regarding the new Flexible Packaging Unit, the performance during the year was not encouraging. The unit fell short of its targeted volume. The Company could not achieve the target since the business did not stabilize during the year as was anticipated earlier.

Due to ban by the Supreme Court on the Guthka Industry regarding usage of plastics, the flexible division has had to cut down on their production volume by 30% to 35%. Big and medium flexible laminate units have to cut down heavily on costs for survival.

Since the growth possibility in this unit could be phenomenal, we may have to nurture this for some more time by infusing additional investment and/or working capital.

### **FUTURE PROSPECTS**

#### **Paper Sacks Division**

Effort are being made to increase the volume of sales. The Company has approached new buyer in South India & Dooars and is also pursuing the existing major buyers to increase the volume of Tea sacks. Initial months of the current year are showing positive results for tea sack sale. Chemical segment to be consolidated further, which your directors are considering to explore. Initiation has also been taken for marketing of 2 ply Paper sacks for export to the Kenya Tea Development Authority.

#### **Flexible Packaging Division**

Your Director are constantly monitoring the flexible unit and making all possible efforts to improve the performance of the Company. We are negotiating with major Corporate houses for the breakthrough of business volume and we are expecting positive movement shortly.

We are hopeful that 2014 will be a better year for both this unit.

### **DIVIDEND**

The Dividend recommended by the Directors for the year ended 31.03.2012 was not adopted by the shareholders in the last Annual General Meeting and thereof no dividend was paid.

In view of smallness of profit and keeping in view the fund requirement for the new flexible project your directors do not recommend any dividend for the year ended 31st March, 2013.

### **DIRECTORS**

Mr. Vijay Raghuram Shetty has ceased to be director of the Company as he was not reappointed by members in the last Annual General Meeting.

Mr. Tarun Chandra Dutt ceased to be director of the company due to sad demise on 2nd March, 2013. The Board express their deep condolences at the sad demise of Mr. Tarun Chandra Dutt and place on record its deep appreciation for the service rendered by him during his tenure as member of the Board.

Mr. Ranadurjoy Roy Choudhury, Managing Director of the Company has resigned from the Board w.e.f. 29th April, 2013.

The Board has appointed Mr. Somnath Chatterjee as an Additional Director of the Company w.e.f. 30th April, 2013. Pursuant to section 260 of the Companies Act, 1956, Mr. Somnath Chatterjee will

hold office upto the date of ensuing Annual General Meeting. The Company has received notice in writing from a member of the company proposing his appointment as director of the company.

Mr. Anjan Ghosh and Mr. Sudipto Sarkar, Directors, retire by rotation at the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment.

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 Mr. Rajiv Gupta resigned w.e.f 17th July, 2012 and the place was filled by appointment of Mr. Gunjan Kr. Chaurasia as Company Secretary w.e.f. 1st November, 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 28th May, 2013 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.

#### **CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

As required by Clause 49 of the Listing Agreement with the Stock Exchange, a separate report on Corporate Governance and Management Discussion and Analysis 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.

#### **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, 2013, 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 judgments 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, 2013 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, 2013 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) Technology Absorption :**

Presently, the company is not engaged in any activity relating to technology absorption.

**C) Foreign Exchange Earnings and outgo:**

(₹ In Lakh)

<b>PARTICULARS</b>	<b>31.03.2013</b>	<b>31.03.2012</b>
Earnings in Foreign Currency	157.78	94.23
Expenditure in Foreign Currency	914.69	1049.65

#### **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.

Your Company has received ISO 14001- Environment Management System and OHSAS 18001- Occupational Health & Safety Standard certificates.