



Triplewall Containers Limited

Date: 22nd June, 2022.

To,
The Corporate Relationship Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra, Mumbai- 400051 MH.

NSE SCRIP CODE: BBTCL.

SUB: POSTAL BALLOT NOTICE.

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose here the Postal Ballot Notice along with Explanatory Statement for seeking approval of members of the Company.

The Postal Ballot Notice has been sent through electronic mode to all the shareholders whose e-mail address were registered with the Company/Registrar and Share Transfer Agent/Depository/Depository Participants and whose names appeared in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, June 17th, 2022.

The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its members. E-voting period will commence from Thursday, 23rd June, 2022 (11:00 a.m. IST) and will end on Friday, 22nd July, 2022 (5:00 p.m. IST).

You are requested to take the above on record and oblige the same.

Thanking you,

Yours Faithfully,

FOR, B&B TRIPLEWALL CONTAINERS LIMITED.

VIJAY
SHAH

Digitally signed
by VIJAY SHAH
Date: 2022.06.22
11:09:37 +05'30'

**VIJAY SHAH
COMPANY SECRETARY
CUM COMPLIANCE OFFICER.**

Registered Office & Unit-I:
B&B Triplewall Containers Limited
Sy. No. 263/2/3, Marsur Madiwal Village,
Kasaba Hobli, Anekal Taluk, Bangalore - 562106
E-mail ID: mail@boxandboard.in
CIN: L21015KA2011PLC060106

Corporate Office & Unit III:
B&B Triplewall Containers Limited
Survey. No. 75/1A2, 75/1B1 73/2A,
Thiyagarasanapalli Village,
Shoolagiri Taluk, Krishnagiri District 635117
E-mail: info@boxandboard.in



Triplewall Containers Limited

POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

**To,
The Members,
B&B Triplewall Containers Limited,**

NOTICE is hereby given pursuant to Section 108 and 110 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), as amended from time to time, along with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force) that following business set out below are proposed to be passed by the Members of B&B Triplewall Containers Limited (‘Company’), by the process of Postal Ballot through electronic means (E-voting) only. Communication of assent or dissent of the Members would take place only through the remote e-voting system.

SPECIAL BUSINESS:

ITEM NO. 1 - TO APPROVE TRANSACTIONS UNDER SECTION 185 OF THE COMPANIES ACT, 2013

To Consider, and if thought fit, to pass with or without modification(s), The Following Resolutions as **Special resolution:**

“RESOLVED THAT pursuant to the provisions of Section 185 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken / to be taken from financial institutions / banks / insurance companies / other investing agencies or any other person(s) / bodies corporate / debentures / bonds etc., raised by any entity which is a subsidiary or associate or joint venture of the Company in which Director is interested or not, up to limits available u/s 186 of the Companies Act, 2013, from time to time, in their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

Registered Office & Unit-I:
B&B Triplewall Containers Limited
Sy. No. 263/2/3, Marsur Madiwal Village,
Kasaba Hobli, Anekal Taluk, Bangalore - 562106
E-mail ID: mail@boxandboard.in | Cont.: 8870213555
CIN: L21015KA2011PLC060106

Corporate Office & Unit III:
B&B Triplewall Containers Limited
Survey. No. 75/1A2, 75/1B1 73/2A,
Thiyagarasanapalli Village,
Shoolagiri Taluk, Krishnagiri District 635117
E-mail: info@boxandboard.in | Cont.: 8870210555

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or any committee or person(s) authorised by the Board, be and is / are hereby authorised to finalise, settle and execute such documents / deeds / writings / papers / agreements as may be required, to file necessary returns/ forms with the Registrar of Companies and to do all acts, deeds, matters and things as may in its / his / their absolute discretion deem necessary, proper or desirable and to settle any question(s), difficulty(ies) or doubt(s) that may arise in regard to creating security(ies) as aforesaid or other considered to be in the best interest of the Company.”

ITEM NO. 2 - TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH THE SUBSIDIARY OF THE COMPANY.

To Consider, and if thought fit, to pass with or without modification(s), The Following Resolutions as **Ordinary Resolution:**

“RESOLVED that pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (“SEBI Listing Regulations”) the Company’s Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with entities falling within the definition of ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, in the course of (a) purchase/sale/supply of any goods or materials or availing or rendering of any kind services (b) reimbursement of expenses including towards availing/providing for sharing/usage of each other’s resources viz. employees, office space, infrastructure including Plant and Machineries or other assets, taxes and related owned/third-party services; (c) selling or otherwise disposing of, or buying, property of any kind (d) purchase/sale/exchange/transfer/ lease of business asset(s) and/or equipments to meet its business objectives/requirements; (e) transfer of any resources, services or obligations to meet its business objectives/ requirements (“Related Party Transactions”) for an amount not exceeding in the aggregate Rs. 100 crores (Rupees One Hundred crores only), per financial year, for a period of (5) Five financial years, commencing from financial year 2022-23 and upto and including financial year 2026-27, provided that the said transactions are entered into/ carried out on arm’s length basis and in the ordinary course of business and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof);

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

ITEM NO. 3 - TO APPROVE REVISION IN REMUNERATION OF MR. AMIT AGARWAL AS CHIEF EXECUTIVE OFFICER OF THE COMPANY.

To Consider, and if thought fit, to pass with or without modification(s), The Following Resolutions as **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provision of Section 2(18), 188 and 203 and other applicable provision (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 read with Rules made there under and pursuant to recommendation of Nomination & Remuneration Committee and Audit Committee to the Board of Directors (Board) and approval thereof by the Board, approval of the members of the Company be and is hereby accorded to revise remuneration of Mr. Amit Agrawal to Rs. 4,00,000/- (Rupees Four Lakhs only) per month for the Financial Year 2022-23 and in subsequent years, to perform the duties assigned to him by the Board from time to time as Chief Executive Officer of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company 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.”

ITEM NO. 4 - TO APPROVE REVISION IN REMUNERATION OF MR. SIDHARTH AGARWAL AS CHIEF OPERATING OFFICER OF THE COMPANY

To Consider, and if thought fit, to pass with or without modification(s), The Following Resolutions as **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provision of Section 188 and other applicable provision (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 read with Rules made there under and pursuant to recommendation of Nomination & Remuneration Committee and Audit Committee to the Board of Directors (Board) and approval thereof by the Board, approval of the members of the Company be and is hereby accorded to revise remuneration of Mr. Sidharth Agrawal to Rs. 4,00,000/- (Rupees Four Lakhs only) per month for the Financial Year 2022-23 and in subsequent years, to perform the duties assigned to him by Management of Company from time to time as Chief Operating Officer of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company 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.”

ITEM NO. 5 - TO APPROVE REVISION IN REMUNERATION OF MR. NISHANT BOTHRA AS CHIEF TECHNICAL OFFICER OF THE COMPANY

To Consider, and if thought fit, to pass with or without modification(s), The Following Resolutions as **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provision of Section 188 and other applicable provision (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 read with Rules made there under and pursuant to recommendation of Nomination & Remuneration Committee and Audit Committee to the Board of Directors (Board) and approval thereof by the Board, approval of the

members of the Company be and is hereby accorded to revise remuneration of Mr. Nishant Bothra to Rs. 4,00,000/- (Rupees Four Lakhs only) per month for the Financial Year 2022-23 and in subsequent years, to perform the duties assigned to him by the Management of Company from time to time as Chief Technical Officer of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company 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.”

For B&B Triplewall Containers Limited

Sd/-

Manish Kumar Gupta
Managing Director

Place: Bangalore

Date: 30.05.2022

Notes:

1. The statement pursuant to Sections 102 and 110 of the Companies Act, 2013 stating all material facts and the reasons for the proposals is annexed herewith.

2. A copy of this Postal Ballot Notice also be available on the Company's website www.boxandboard.in, website of the Stock Exchange i.e., National Stock Exchange of India Limited at www.nseindia.com and is also available on the website of CDSL (agency for providing the Remote e-Voting facility) through www.evotingindia.com.

3. Person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the Cut-off Date, i.e., Friday, June 17th, 2022, only shall be entitled to avail the facility of e-voting. A person who is not member on Cut-off date should treat this notice for information purpose only.

4. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date i.e., Friday, June 17th, 2022.

5. The e-voting period begins on Thursday 23rd June, 2022 and ends on Friday 22nd July, 2022. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, June 17th, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Some of the important details regarding the e-voting facility are provided below:

Cut-off date for determining the Members entitled to vote through e-voting	Friday, June 17 th , 2022
Commencement of e-voting period	Thursday 23 rd June, 2022 Starting on 11:00AM
End of e-voting period	Friday 22 nd July, 2022 Ending on 05:00PM

6. All the material documents, if any, referred to in the Explanatory Statements, shall be available for inspection through electronic mode from Thursday 23rd June, 2022 and ends on Friday 22nd July, 2022, basis the request being sent on cs@boxandboard.in mentioning their name, Folio no. / Client ID and

DPID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email

7. In accordance with the provisions of the MCA Circulars, Communication of the assent / dissent by Shareholders on resolutions proposed in the Notice would take place only through remote e-voting. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot.

8. In compliance with sections 108 and 110 of the Companies Act, 2013 and the Rules made there under and Regulation 44 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution through the e-voting service facility arranged by Central Depository Services (India) Limited ("CDSL"). 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. The instructions for e-voting forms part of this Notice. Members whose email ids are not registered with the Company/RTA/Depositories, for obtaining postal Ballot Notice and login credentials for remote e-voting for the resolutions are requested to refer the instructions provided in notice.

9. Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participants. Members holding shares in physical mode and who have not registered/updated their email addresses with the Company/RTA are requested to register/update their email addresses by writing to Company's Registrar and Share Transfer Agent, i.e., Purva Shareregistry (India) Pvt. Ltd., Unit no. 9 Shiv Shakti Ind. Estt. J.R. Boricha marg Lower Parel (E) Mumbai 400 011 having email Id support@purvashare.com along with the copy of the signed request letter mentioning the name, folio no., e-mail address and mobile no. along with self-attested copy of the PAN Card.

10. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agent, Purva Shareregistry (India) Pvt. Ltd.

11. The Board of Directors has appointed M/s. Sharma & Pagaria, Practicing Chartered Accountant Firm (Firm Registration Number 008217S), as the Scrutinizer for conducting the postal ballot only through the e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed for the said purpose. The Scrutinizer will submit its report to the Chairman after the completion of scrutiny and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman within two working days from the date of ending of e-voting and will also be displayed on the website of the Company i.e., www.boxandboard.in, besides being communicated to the Stock Exchange i.e., NSE Limited and Depositories i.e., CDSL.

12. The resolution, if passed by the requisite majority, shall be deemed to have been passed on Friday, 22nd July, 2022 i.e., the last date of e-voting.

13. Resolutions passed by the Members through postal ballot are deemed to have been passed at a General Meeting of the Members, if required.

14. A member cannot exercise his vote by proxy on postal Ballot.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

Pursuant to SEBI Circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "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

	<p>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> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 website.

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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	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.: 1800 1020 990 and 1800 22 44 30

Login method for e-Voting for shareholders other than individual shareholders holding in Demat form & physical shareholders

(i) The shareholders should log on to the e-voting website www.evotingindia.com.

(ii) Click on “Shareholders” module.

(iii) 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.

OR

Alternatively, if you are registered for CDSL’s EASI/EASIEST e-services, you can login at <https://www.cdslindia.com> from [Login - Myeasi](#) using your login credentials. Once you successfully log-in to CDSL’s EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

(iv) Next enter the Image Verification as displayed and Click on Login.

(v) 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.

(vi) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
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"> 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.
Dividend Bank Details OR 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"> 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 as mentioned in instruction (v).

(vii) After entering these details appropriately, click on “SUBMIT” tab.

(viii) 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.

(ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN No for the relevant < B&B TRIPLEWALL CONTAINERS LIMITED > on which you choose to vote.

(xi) 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.

(xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiii) 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.

(xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xvi) 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 & enter the details as prompted by the system.

(xvii) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.
- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor 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 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; cs@boxandboard.in for the scrutinizer verify, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES/COMPANY:

1. 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 Aadhaar Card) by email to Company/RTA email id.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 or call on 022-23058542/43.

EXPLANATORY STATEMENT (Pursuant to Sections 102 and 110 of the Companies Act, 2013)

ITEM NO. 1:

As per the provisions of Section 185 of the Companies Act, 2013, no company shall, directly or indirectly, advance any loan including any loan represented by a book debt or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company in which Director is interested or not. However, in order to promote ease of doing business, the entire Section 185 of the Companies Act, 2013 has been substituted vide Companies (Amendment) Act, 2017 and the same was notified by the Ministry of Corporate Affairs on 7th May, 2018.

Hence, as an abundant caution, the Board decided to seek approval of the shareholders pursuant to the amended provisions of Section 185 of the Act to advance any loan, including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken / to be taken from financial institutions / banks / insurance companies / other investing agencies or any other person(s) / bodies corporate / debentures / bonds etc., raised by any entity which is a subsidiary or associate or joint venture of the Company in which Director is interested or not, up to the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as per Section 186 of the Company Act, 2013.

The Board of Directors recommends resolution as set out in item No. 1 for approval of the members of the Company by way of passing a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

ITEM NO. 2:

Pursuant to the applicable provision of the Companies Act, 2013 (“Act”) read with the applicable rules issued under the Act, applicable provision of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with amendment thereof (“SEBI Listing

Regulations”) and the Company’s Policy on Materiality of Related Party Transactions and also on dealing with Related Party Transactions of the Company (“the Policy”), all material related party transactions of the Company require prior approval of the members of the Company through ordinary resolution.

In accordance with Regulation 23 of the SEBI Listing Regulations, “Material Related Party Transaction” means any transaction with a related party if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual turnover as per the last audited financial statements of the Company.

The transactions of the Company with B and B Colour Cartons Private Limited are expected to exceed 10% of the turnover of the Company and accordingly approval of members of the Company is sought for transactions with B and B Colour Cartons Private Limited Rs. 100 crores per year for the financial year 2022-23 upto and including financial year 2026-27.

The details of transactions with Subsidiaries of the Company require approval are given below:

Description	Particulars
Name of the related party	B and B Colour Cartons Private Limited
Nature of relationship	Subsidiary of the Company which are covered under Section 2(76) of Companies Act, 2013
Type of the proposed transaction	(a) purchase/sale/supply of any goods or materials or availing or rendering of any kind services (b) reimbursement of expenses including towards availing/providing for sharing/usage of each other’s resources viz. employees, office space, infrastructure including Plant and Machineries or other assets, taxes and related owned/third-party services; (c) selling or otherwise disposing of, or buying, property of any kind (d) purchase/sale/exchange/transfer/ lease of business asset(s) and/or equipments to meet its business objectives/requirements; (e) transfer of any resources, services or obligations to meet its business objectives/ requirements
Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in. Monetary value of transactions with a related party is subject to a maximum of Rs. 100 crores per annum through contracts/arrangements which are entered for a duration upto 5 years.
Name of the Director or Key Managerial Personnel, who is related	Mr. Manish Kumar Gupta, Managing Director, Spouse Mrs. Alka Gupta is Director in B and B Colour Cartons Private Limited,

	<p>Mr. Ravi Agarwal, Director and CFO, Brother Mr. Sidharth Agarwal, COO of Company, is Director in B and B Colour Cartons Private Limited,</p> <p>Mr. Manish Bothra, Director, Brother Mr. Nishant Bothra, CTO of Company, is Director in B and B Colour Cartons Private Limited,</p> <p>Mr. Alok Agarwal, Director, Brother Mr. Amit Agarwal, CEO of Company, is Director in B and B Colour Cartons Private Limited.</p>
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The Board of Directors recommends the Resolution set out in Item No. 2 for approval of the members as Ordinary Resolution

None of the Directors or Key Managerial Personnel of the Company or its respective relatives, other than as mentioned above, is concerned or interested, in the resolution.

ITEM NO. 3:

Based on the recommendation of the Nomination and Remuneration Committee and Audit Committee and approval of the Board of Directors, and as per provisions of Section 203 of Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Company has appointed Mr. Amit Agarwal S/o Late Mr. Kamakhya prasad Agarwal as CEO of the Company on 01st June, 2018. It is also apprise before the members that on recommendation of the Nomination & Remuneration Committee and Audit Committee and approval of Board, the remuneration of the CEO needs to be enhanced to Rs. 4,00,000/- per month for the Financial Year 2022-23 and in subsequent years as per Section 188 of the Companies Act, 2013 and rules made thereunder.

The details enumerated is enlisted as hereunder:

Description	Particulars
(a) Name of the related party and nature of relationship	Name: Mr. Amit Agarwal Nature of relationship: Brother of Mr. Alok Agarwal, Whole Time Director.
(b) Nature, duration of the contract and particulars of the contract or arrangement:	Nature: Revision in appointment terms as Chief Executive Officer of the Company Duration of Appointment terms: for the Financial Year 2022-23 and in subsequent years. Particulars of the appointment terms: Revision in Appointment terms as Chief Executive Officer in the Company in the pay scale of Rs. 4,00,000/- per month.
(c) Material terms of the contract or arrangement including the value, if any;	Revision in appointment terms as Chief Executive Officer of the Company.
(d) Any advance paid or received for the contract or arrangement, if any;	N.A.
(e) The manner of determining the pricing and other commercial terms, both included as part of	Mr. Amit Agarwal aged 43 years, Chief Executive Officer (KMP) of the Company appointed w.e.f. 1st June, 2018. He is B. Com graduate from Baldwins

contract and not considered as part of the contract;	Methodist College, Bangalore. He was on board of HMK Auto Packs Pvt. Ltd. He is Ex- President of KCBMA (Karnataka Corrugated Box Manufacturers Association) which is affiliate body of FCBM (Federation of Corrugated Box Manufacturers Association). With an expertise in technology, he is also good at maintaining relations with machinery manufacturers and Spare providers.
(f) whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and	Yes, all relevant factors are considered and her candidature and brief profile shall be placed before the Board.
(g) Any other information relevant or important for the Board to take a decision on the proposed transaction.	N.A.
(h) Where any director is interested in any contract or arrangement with a related party.	Director(s) interested: Mr. Alok Agarwal, Whole Time Director

The Board of Directors recommends the Resolution set out in Item No. 3 for approval of the members as Ordinary Resolution.

Mr. Alok Agarwal, Whole Time Director of Company is interested in the Resolution being Brother. Except that none of the Directors or Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested in the passing of the above resolution.

ITEM NO. 4:

Board of Directors of Company has appointed Mr. Sidharth Agarwal S/o Mr. Mohanlal Agarwal as COO of the Company on 01st June, 2018. It is also apprise before the members that on recommendation of the Nomination & Remuneration Committee and Audit Committee and approval of Board, the remuneration of the COO needs to be enhanced to Rs. 4,00,000/- per month for the Financial Year 2022-23 and in subsequent years as per Section 188 of the Companies Act, 2013 and rules made thereunder.

The details enumerated is enlisted as hereunder:

Description	Particulars
(a) Name of the related party and nature of relationship	Name: Mr. Sidharth Agarwal Nature of relationship: Brother of Mr. Ravi Agarwal, Whole Time Director and CFO.
(b) Nature, duration of the contract and particulars of the contract or arrangement:	Nature: Revision in appointment terms as Chief Operating Officer of the Company Duration of Appointment terms: for the Financial Year 2022-23 and in subsequent years. Particulars of the appointment terms: Revision in Appointment terms as Chief Operating Officer in the Company in the pay scale of Rs. 4,00,000/- per month.

(c) Material terms of the contract or arrangement including the value, if any;	Revision in appointment terms as Chief Operating Officer of the Company.
(d) Any advance paid or received for the contract or arrangement, if any;	N.A.
(e) The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	Mr. Sidharth Agarwal aged 38 years; Chief Operating Officer of the Company appointed w.e.f. 1st June, 2018. He is B. Com graduate from DHSK College, Dibrugarh, Assam. He was also on board of HMK Auto Packs Pvt. Ltd. He is expert in Value Engineering and Value Analysis for Customers to reduce costs and effectively increase the profits for both.
(f) whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and	Yes, all relevant factors are considered and her candidature and brief profile shall be placed before the Board.
(g) Any other information relevant or important for the Board to take a decision on the proposed transaction.	N.A.
(h) Where any director is interested in any contract or arrangement with a related party.	Director(s) interested: Mr. Ravi Agarwal, Whole Time Director and CFO

The Board of Directors recommends the Resolution set out in Item No. 4 for approval of the members as Ordinary Resolution.

Mr. Ravi Agarwal, Whole Time Director and CFO of Company is interested in the Resolution being Brother. Except that none of the Directors or Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested in the passing of the above resolution.

ITEM NO. 5:

Board of Directors of Company has appointed Mr. Nishant Bothra S/o Mr. Nirmal Kumar Bothra as CTO of the Company on 01st June, 2018 It is also apprise before the members that on recommendation of the Nomination & Remuneration Committee and Audit Committee and approval of Board, the remuneration of the CTO needs to be enhanced to Rs. 4,00,000/- per month for the Financial Year 2022-23 and in subsequent years as per Section 188 of the Companies Act, 2013 and rules made thereunder.

The details enumerated is enlisted as hereunder:

Description	Particulars
(a) Name of the related party and nature of relationship	Name: Mr. Nishant Bothra Nature of relationship: Brother of Mr. Manish Bothra, Whole Time Director.
(b) Nature, duration of the contract and particulars of the contract or arrangement:	Nature: Revision in appointment terms as Chief Technical Officer of the Company. Duration of Appointment terms: for the Financial Year 2022-23 and in subsequent years.

	Particulars of the appointment terms: Revision in Appointment terms as Chief Technical Officer in the Company in the pay scale of Rs. 4,00,000/- per month.
(c) Material terms of the contract or arrangement including the value, if any;	Revision in appointment terms as Chief Technical Officer of the Company.
(d) Any advance paid or received for the contract or arrangement, if any;	N.A.
(e) The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	Mr. Nishant Bothra aged 44 years, Chief Technical Officer of the Company appointed w.e.f. 1st June, 2018. He is Commerce Graduate from Symbiosis College of Commerce, Pune. He had taken 3 years training in making corrugated boxes at Novel Packaging, Pune and in Offset Printing at Super Cartons, Pune. He has worked as Production Manager at M/s Saphagiri Packaging Industries, Bangalore. He has done Certificate Course in Packaging and Testing Methods from the Indian Institute of Packaging, Mumbai. He has been instrumental in running B&B Triplewall Containers Ltd. for the last Seven years successfully.
(f) whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and	Yes, all relevant factors are considered and her candidature and brief profile shall be placed before the Board.
(g) Any other information relevant or important for the Board to take a decision on the proposed transaction.	N.A.
(h) Where any director is interested in any contract or arrangement with a related party.	Director(s) interested: Mr. Manish Bothra, Whole Time Director

The Board of Directors recommends the Resolution set out in Item No. 5 for approval of the members as Ordinary Resolution.

Mr. Manish Bothra, Whole Time Director of Company is interested in the Resolution being Brother. Except that none of the Directors or Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested in the passing of the above resolution.

For B&B Triplewall Containers Limited

Place: Bangalore
Date: 30.05.2022

Sd/-
Manish Kumar Gupta
Managing Director