



Triplewall Containers Limited

Date: 25th May, 2024

To,
The Corporate Relationship Department,
National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex
Bandra, Mumbai- 400051 MH.
NSE Scrip Code: **BBTCL**

The Compliance Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001 MH
BSE Scrip Code: **543668**

Dear Sir/Madam,

Sub: Secretarial Compliance Report under Regulation 24A of SEBI (LODR) Regulation, 2015.

With respect to the captioned subject please find enclosed copy of Secretarial Compliance Report as received from M/s. SCS & Co. LLP, Practicing Company Secretary Firm, pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosures requirements) Regulation, 2015 for the Financial Year ended on 31st March, 2024.

We request you to please take the same on your records.

Thanking You.

FOR, B&B TRIPLEWALL CONTAINERS LIMITED.

RAVI AGARWAL
Director cum CFO

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 | Ph. 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 | Ph. 8870210555



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SECRETARIAL COMPLIANCE REPORT UNDER REGULATION 24A OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 OF B&B TRIPLEWALL CONTAINERS LIMITED FOR THE YEAR ENDED MARCH 31, 2024

I, Mr. Abhishek Prakashchand Chhajed, Partner of SCS AND CO. LLP (LLPIN: AAV-1091) Company Secretary in Practice, have examined:

- (a) all the documents and records made available to us and explanation provided by **B&B Triplewall Containers Limited** ("the listed entity"),
(b) the filings/ submissions made by the listed entity to the stock exchanges,
(c) website of the listed entity,
(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,
for the year ended March 31, 2024 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder, to the extent applicable to this company; and
(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI"), to the extent applicable to this company.

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended; **to the extent applicable to this company.**
(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended; **to the extent applicable to this company.**
(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **to the extent applicable to this company**
(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable to the Company during the review period**
(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable to the Company during the review period**
(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable to the Company during the review period**
(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable to the Company during the review period**



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(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
to the extent applicable to this company

and circulars/ guidelines issued thereunder;

Based on various discussions with SEBI, with reference to our Circular no. NSE/CML/ 2023/21 dated March 16, 2023 and Circular Ref No: NSE/CML/ 2023/30, following are the additional affirmations to be provided while submitting ASCR:

Sr. No.	Particulars	Compliance status (Yes/No/N/A)	Observations/Remarks by PCS*
1.	<p><u>Secretarial Standards:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)</p>	YES	
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	YES	
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	YES	

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4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	YES	-
5.	<u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	YES	The Company has one Subsidiary Company
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	YES	-
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	YES	-
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	YES	-
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	-



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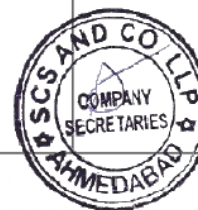


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10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI(Prohibition of Insider Trading) Regulations, 2015	YES	
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except mentioned in remarks	No	The Exchange has sought clarification from B&B Triplewall Containers Limited for the quarter ended 31-Dec-2023 with respect to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. On basis of above the Company is required to clarify the following: -1. Limited Review Report/ Independent Auditor's Report is not in the format prescribed by SEBI
12.	<u>Resignation of statutory Auditors from listed entity or its material subsidiaries:</u> In case of resignation of statutory auditor from the listed entity or any of its subsidiaries during the financial year, the listed entity and/or its material subsidiary(ies) has/have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on Compliance with the provisions of the LODR Regulations by listed entities.	NA	The Statutory Auditors of the Company continue to remain the same during the period under review.
13.	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	YES	Non-Appointment of Compliance Officer from January 21, 2023 to till date Under SEBI (Listing Obligations and



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		<p>disclosure Requirements) Regulations, 2015. Company has appointed Mr. Manish Kumar Gupta, Managing Director as a Compliance Officer for Interim period, but as per Regulation 6 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entity shall appoint a qualified company secretary as the compliance officer and Mr. Manish Kumar Gupta is not a qualified company secretary.</p>
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and based on the above examination, I/We hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks



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1.	Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 33 of SEBI (LODR), 2015	Limited Review Report/Independent Auditor's Report for the quarter ended 31-Dec-2023 is not in the formal prescribed by SEBI.	National Stock Exchange of India	NSE has sought clarification from company	Limited Review Report/Independent Auditor's Report for the quarter ended 31-Dec-2023 is not in the formal prescribed by SEBI.	NA	Company did non-compliance of Regulation 33 as Limited Review Report/Independent Auditor's Report for the quarter ended 31-Dec-2023 is not in the format	The Company has submitted the clarification on March 18, 2024	-
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b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 33 of SEBI (LODR), 2015	Limited Review Report/Independent Auditor's Report for the quarter ended 31-Dec-2022 is not in the formal	National Stock Exchange of India	NSE has sought clarification from company	Auditor has used same UDIN for Standalone and consolidated Financial Results.	NA	Company did non-compliance of Regulation 33 as Limited Review Report/Independent Auditor's	Company has submitted Unaudited Standalone and Consolidated Financial Results with different UDIN	



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			prescribed					Report for the quarter ended 31-Dec-2022 is not in the Format prescribed by SEBI.	the quarter and nine months ended on 31st December, 2022 in the prescribed format together with the notes duly signed by the Managing Director of the Company along with the limited review report dated 14 th February, 2023 issued by the Statutory Auditor of the Company on 14 th March, 2023.	
2	Additional Non-compliances	Regulation 6 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Non-Appointment of Company Secretary & Compliance Officer	NA	NA	Non-Appointment of Company Secretary & Compliance Officer	NA	Company has not appointed any Company Secretary from 21 January, 2023 to till	In process for appointment of Company Secretary	

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										date		
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Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

FOR SCS AND CO. LLP
Practicing Company Secretaries
Firm Registration Number: - L2020GJ008700

Abhishek



CS ABHISHEK CHHAJED
Partner
Mem. No.: F11334
Peer Review Number: - 1677/2022
UDIN: F011334F000439729

Date: May 24, 2024
Place: Ahmedabad

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