

Sharma & Pagaria

CHARTERED ACCOUNTANTS

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Scrutinizer's Report on Postal Ballot through remote e-voting

[Pursuant to the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements)

Regulations 2015, Pursuant to section 108 & 110 of the Companies Act, 2013 and rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended

To

The Chairman

B&B TRIPLEWALL CONTAINERS LIMITED

Sy. No. 263/2/3, Marsur Madivala,

Kasaba Hobli Anekal Taluk Bangalore-562106

Dear Sir,

1. I, Bhavik Pandit, Partner, Sharma and Pagaria, Chartered Accountant in Practice have been appointed by the Board of Directors of **B&B TRIPLEWALL CONTAINERS LIMITED** ("The Company") as a scrutinizer pursuant to the provisions of Section 110 & Section 108 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 in respect of the resolutions contained in the Postal Ballot notice (hereinafter referred to as "the resolutions") to scrutinize the voting process conducted through Postal Ballot/E-Voting in fair and transparent manner and ascertain the votes cast in favour or against the resolution as stated in the Notice of Postal Ballot sent to the members for taking their consent on the said resolutions.
2. The notice of Postal Ballot dated 09th April, 2024 along with statement setting out material facts under section 102 of the companies' act, 2013 was sent to the shareholders in respect of the below mentioned resolutions.



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Bengaluru : Bhagvathi Towers, 3rd Floor 52, 33rd Cross, Jayanagar, 4th Block, Bengaluru 560 011. Tel : 080-26535445, 26633411

Ahmedabad : # 110 - 112, Ashwamegh Avenue, Near Mithakali under Bridge, Navrangpura, Ahmedabad 380 009. Tel : +91 91067 98886

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3. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the Postal Ballot notice of the Company. Our responsibility is to make a Scrutinizer Report of the votes cast "in favor" or "against" the resolutions, based on reports generated from the e-voting system provided by Central Depository Services Limited, the authorized agency to provide remote e voting facilities, engaged by the company and also physical voting option provided to the shareholders who had not cast their vote earlier through remote e-voting facility.
4. Further to the above, I submit my report as under:
 - I. The e-voting period remained open from Monday, 15th April 2024 (09.00 A.M) to Thursday, 15th May, 2023 (05.00 P.M).
 - II. The members of the company as on the "cut-off" date i.e., Friday, 12th April 2024 were entitled to vote on the resolutions as set out in the notice of the Postal Ballot of the company.
 - III. The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses, who are not in the employment of the Company after completion of counting of votes cast.
 - IV. Thereafter the details containing inter alia, list of equity shareholders, who voted "for" and "against" on each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository Services Limited.
 - V. No ballot paper was found invalid as the voting process was completely online



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VI. In view of the above, I hereby submit my consolidated report on the results of the e-voting as Annexure- A enclosed herewith.

Thanking you

Yours faithfully,

For Sharma & Pagaria
Chartered Accountants
Firm Reg. No.: 008217S

Bhavik Pandit
Partner
Membership No. 043141
UDIN: 24043141BKJROD3442

Date: 17th May, 2024.

Place: Bangalore



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RESOLUTION NO.1 OF THE NOTICE:

Resolution required: (Ordinary/ Special)	SPECIAL RESOLUTION- Re-Appointment of Antoinette Ryan Dsouza (Din: 08449024) As Nonexecutive Independent Director							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of Shares held (1)	No. of Voted polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Valid votes in favour (4)	No. of votes – Against (5)	% of Valid votes in favour on votes polled (6)=[(4)/(2)] *100'	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and promoter Group	E-Voting	1,46,51,000	91,03,040	6.23%	91,03,040	-	100%	0%
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
Public- Institutions	E-Voting	1,764	-	-	-	-	-	-
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
Public- Non- Institutions	E-Voting	58,58,476	24,02,919	41.01%	24,02,899	20	99.99	0.01
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	TOTAL	2,05,11,240	1,15,05,959		1,15,05,939	20		

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RESOLUTION NO.2 OF THE NOTICE:

Resolution required: (Ordinary/ Special)	SPECIAL RESOLUTION- Re-appointment of Mr. Sushil Radhakrishnan Bhatia (DIN: 03108078) as Non-Executive Independent Director: -							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of Shares held (1)	No. of Voted polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Valid votes in favour (4)	No. of votes – Against (5)	% of Valid votes in favour on votes polled (6)=[(4)/(2)] *100'	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and promoter Group	E-Voting	1,46,51,000	91,03,040	62.13%	91,03,040	0	100%	0%
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
Public- Institutions	E-Voting	1,764	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
Public- Non- Institutions	E-Voting	58,58,476	24,02,919	41.02	24,02,884	35	99.99%	0.01%
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	TOTAL	2,05,11,240	1,15,05,959		1,15,05,924	35		

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RESOLUTION NO.3 OF THE NOTICE:

Resolution required: (Ordinary/ Special)	SPECIAL RESOLUTION- Revision in the remuneration of Mr. Manish Kumar Gupta (DIN: 03568502), Managing Director of the company:-							
Whether promoter/ promoter group are interested in the agenda/resolution?	YES							
Category	Mode of Voting	No. of Shares held (1)	No. of Voted polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Valid votes in favour (4)	No. of votes – Against (5)	% of Valid votes in favour on votes polled (6)=[(4)/(2)] *100'	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and promoter Group	E-Voting	1,46,51,000	91,03,040	62.13%	77,17,440	0	84.78%	0%
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
Public- Institutions	E-Voting	1,764	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
Public- Non- Institutions	E-Voting	58,58,476	24,02,919	41.01%	24,02,564	355	99.98	0.02
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	TOTAL	2,05,11,240	1,15,05,959		1,01,12,004	355		

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RESOLUTION NO.4 OF THE NOTICE:

Resolution required: (Ordinary/ Special)	SPECIAL RESOLUTION- Revision in the remuneration of Mr. Ravi Agarwal (DIN: 00636684), director cum CFO of the company							
Whether promoter/ promoter group are interested in the agenda/resolution?	YES							
Category	Mode of Voting	No. of Shares held (1)	No. of Voted polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Valid votes in favour (4)	No. of votes – Against (5)	% of Valid votes in favour on votes polled (6)=[(4)/(2)] *100'	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and promoter Group	E-Voting	1,46,51,000	91,03,040	62.13%	81,75,440	0	89.80%	0%
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
Public- Institutions	E-Voting	1,764	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
Public- Non- Institutions	E-Voting	58,58,476	24,02,919	41.02	24,02,564	355	99.98%	0.02
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	TOTAL	2,05,11,240	1,15,05,959		1,05,78,004	355		

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RESOLUTION NO.5 OF THE NOTICE:

Resolution required: (Ordinary/ Special)	SPECIAL RESOLUTION- Revision in the remuneration of Mr. Alok Agarwal (DIN: 00636966), director of the company							
Whether promoter/ promoter group are interested in the agenda/resolution?	YES							
Category	Mode of Voting	No. of Shares held (1)	No. of Voted polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Valid votes in favour (4)	No. of votes – Against (5)	% of Valid votes in favour on votes polled (6)=[(4)/(2)] *100'	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and promoter Group	E-Voting	1,46,51,000	91,03,040	62.13%	85,26,760	0	93.67%	0%
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
Public- Institutions	E-Voting	1,764	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
Public- Non- Institutions	E-Voting	58,58,476	24,02,919	41.02	24,02,564	355	99.98%	0.02
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	TOTAL	2,05,11,240	1,15,05,959		1,09,29,324	355		

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RESOLUTION NO.6 OF THE NOTICE:

Resolution required: (Ordinary/ Special)	SPECIAL RESOLUTION- Revision in the remuneration of Mr. Manish Bothra (DIN: 07153582), director of the company							
Whether promoter/ promoter group are interested in the agenda/resolution?	YES							
Category	Mode of Voting	No. of Shares held (1)	No. of Voted polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Valid votes in favour (4)	No. of votes – Against (5)	% of Valid votes in favour on votes polled (6)=[(4)/(2)] *100'	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and promoter Group	E-Voting	1,46,51,000	91,03,040	62.13%	91,03,040	0	100%	0%
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
Public- Institutions	E-Voting	1,764	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
Public- Non- Institutions	E-Voting	58,58,476	24,02,919	41.02%	24,02,549	370	99.98%	0.02%
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	TOTAL	2,05,11,240	1,15,05,959		1,15,05,589	370		

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RESOLUTION NO. 7 OF THE NOTICE:

Resolution required: (Ordinary/ Special)	SPECIAL RESOLUTION- Revision in remuneration of Mr. Amit Agarwal as Chief Executive Officer of the company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	YES							
Category	Mode of Voting	No. of Shares held (1)	No. of Voted polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Valid votes in favour (4)	No. of votes – Against (5)	% of Valid votes in favour on votes polled (6)=[(4)/(2)] *100'	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and promoter Group	E-Voting	1,46,51,000	91,03,040	62.13%	82,93,360	0	91.10%	0%
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
Public- Institutions	E-Voting	1,764	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
Public- Non- Institutions	E-Voting	58,58,476	24,02,919	41.02%	24,02,564	355	99.98%	0.02
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	TOTAL	2,05,11,240	1,15,05,959		1,06,95,924	355		

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RESOLUTION NO. 8 OF THE NOTICE:

Resolution required: (Ordinary/ Special)	SPECIAL RESOLUTION- Revision in remuneration of Mr. Sidharth Agarwal as Chief Operating Officer of the company							
Whether promoter/ promoter group are interested in the agenda/resolution?	YES							
Category	Mode of Voting	No. of Shares held (1)	No. of Voted polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Valid votes in favour (4)	No. of votes – Against (5)	% of Valid votes in favour on votes polled (6)=[(4)/(2)] *100'	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and promoter Group	E-Voting	1,46,51,000	91,03,040	62.13%	77,87,280	00	85.54%	0%
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
Public- Institutions	E-Voting	1,764	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
Public- Non- Institutions	E-Voting	58,58,476	24,02,919	41.02%	24,02,564	355	99.98%	0.02%
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	TOTAL	2,05,11,240	1,15,05,959		1,01,89,844	355		

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RESOLUTION NO. 9 OF THE NOTICE:

Resolution required: (Ordinary/ Special)	SPECIAL RESOLUTION- Revision in remuneration of Mr. Nishant Bothra as Chief Technical Officer of the company							
Whether promoter/ promoter group are interested in the agenda/resolution?	YES							
Category	Mode of Voting	No. of Shares held (1)	No. of Voted polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Valid votes in favour (4)	No. of votes – Against (5)	% of Valid votes in favour on votes polled (6)=[(4)/(2)] *100'	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and promoter Group	E-Voting	1,46,51,000	91,03,040	62.13%	91,03,040	00	100%	0%
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
Public- Institutions	E-Voting	1,764	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
Public- Non- Institutions	E-Voting	58,58,476	24,02,919	41.02%	24,02,564	355	99.98%	0.02
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	TOTAL	2,05,11,240	1,15,05,959		1,15,05,604	355		

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For Sharma & Pagaria
Chartered Accountants
Firm Reg. No.: 008217S

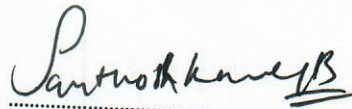
Bhavik Pandit
Partner
Membership No.: 043141
UDIN: 24043141BKJROD3442

Date: 17/05/2024
Place: Bangalore

We the Undersigned witness that the electronic votes were unblocked from the e-voting website of Central Depository Services (India) Limited (<http://www.evotingindia.com>) in our presence at 16th May 2024 at 05.30 P.M. We also declare that we are not employees of B&B Triplewall Containers Limited.



Mr. Prakhar Singh
Add: 52, 33rd Cross Rd, above
Meghana Foods, S.T. Bed, 4th Block,
Jayanagar, Bengaluru, Karnataka
560011



Mr. Santhosh Kumar G.B.
Add: 52, 33rd Cross Rd, above
Meghana Foods, S.T. Bed, 4th Block,
Jayanagar, Bengaluru, Karnataka
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