



Triplewall Containers Limited

Date: 08th September, 2023

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: Intimation of the 12th Annual General Meeting along with the Notice and E-Voting Period.

We wish to inform you/all that 12th Annual General Meeting of the Company is scheduled to be held on Saturday, September 30th, 2023 at 03:30 PM at the registered office of the Company at Sy. No. 263/2/3, Marsur Madivala, Kasaba Hobli Anekal Taluk Bangalore KA 562106 IN.

We are enclosing herewith the Notice of 12th Annual General Meeting.

Further, as per Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulation, 2015, the Company is pleased to provide to its members facility to cast their vote(s) on the resolution set forth in the notice by electronic means (e-voting) also. The e-voting period commences on Wednesday, September 27th, 2023 (11.00AM. IST) and ends on Friday, September 29th, 2022 (5.00PM. IST) (both days inclusive).

The copy of the Notice of AGM is also available on the Website of the Company at www.boxandboard.in and on the website of the Stock Exchange i.e., NSE India Limited & BSE Limited and on the CDSL.

We request you to kindly take note of the above on records.

Thanking you,

Yours Faithfully,

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



CIN: L21015KA2011PLC060106

Reg Off: Sy. No. 263/2/3, Marsur Madiwal Village, Kasaba Hobli, Anekal Taluk, Bangalore - 562106.

Website: www.boxandboard.in | E-mail ID.: info@boxandboard.in | Cont.: 7353751661.

NOTICE

Notice is hereby given that the 12th Annual General Meeting of the members of B&B Triplewall Containers Limited will be held on Saturday, September 30th, 2023 at 3.30 p.m. at registered office of the company at Sy.No. 263/2/3, Marsur Madiwal Village Kasaba Hobli, Anekal Taluk Bengaluru - 562106 to transact the following business as:

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Financial Statements of the Company for the financial year ended 31st March, 2023 together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ravi Agarwal (DIN: 00636684), who retires by rotation and being eligible, offers himself for re-appointment.
3. To declare the dividend on Preference share Capital @ 1.50 % on 5467 Preference shares of the Company for the Financial Year ended 31st March, 2023.
4. To declare the final dividend of Rs. 1.00 per equity share for the Financial Year ended 31st March, 2023.

SPECIAL BUSINESS:

5. Re-appointment of Mr. Vikram Bheemraj Jain (DIN: 01928117) as an Independent Director of the Company.

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Mr. Vikram Bheemraj Jain (DIN: 01928117), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from July 7, 2018 upto July 06, 2023 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination &

Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from July 7, 2023 upto July 6, 2028 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

6. Re-appointment of Mr. Arun Sarma (DIN: 06482685) as an Independent Director of the Company.

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Mr. Arun Sarma (DIN: 06482685), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from July 7, 2018 upto July 06, 2023 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from July 7, 2023 upto July 6, 2028 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

Place: Bangalore
Date: August 14th, 2023

**By Orders of the Board of Directors
For B&B Triplewall Containers Limited**

**Sd/-
Manish Kumar Gupta
Managing Director**

Notes:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('the Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts relating to the aforesaid resolutions and the reasons thereof is annexed hereto and relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") is also annexed.

2. A shareholder entitled to attend and vote at the meeting is entitled to appoint a Proxy (ies) to attend and vote instead of himself/ herself and the proxy need not be a shareholder of the company. The instrument of Proxy in order to be effective and valid, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is attached herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable. Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 members provided shareholding of those members in aggregate should not be more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. Corporate Members intending to send their authorized representative to attend the meeting pursuant to section 113 of the Companies Act 2013 are requested to send to the Company, a certified true copy of Board resolution together with their specimen signature authorizing their representative to attend and vote on their behalf at the meeting.

4. This notice along with Annual Report for 2022-23 is being sent electronically to all members of the Company whose name appears in the Register of Members/ list of beneficiaries received from the depositories on the end of September 1st, 2023.

5. The Register of Members and the Share Transfer Books of the Company will be closed from Sunday, September 24th, 2023 to Saturday, September 30th, 2023, both days inclusive for the purpose of AGM & determining the eligibility for the Final Dividend, if declared by the Members at AGM.

6. The Company has fixed Saturday, September 23th, 2023 as the 'Record Date' for determining entitlement of members for voting and final dividend for the financial year ended March 31st, 2022, if approved at the AGM.

7. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend, subject to deduction of tax at source, will be made on or after September 30th, 2023 as under:

- i. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL")

and the Central Depository Services (India) Limited (“CDSL”), collectively “Depositories”, as of end of day on Saturday, September 23th, 2023;

ii. To all Members in respect of shares held in physical, if any, form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Saturday, September 23th, 2023.

8. As per Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or / the Registrar and Share Transfer Agent for assistance in this regard.

9. Shareholders are requested to immediately notify any change in their address, active Bank account detail and active E-Mail ID to their respective Depository Participants (DPs) and to the Registrar and Share Transfer Agent of the Company viz. 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 to receive the soft copy of notice of the meetings, annual report and all other communication of the Company.

10. Shareholders seeking any information are requested to write to the Company by email at cs@boxandboard.in at least 14 days before the date of the AGM to enable the management to reply appropriately at the AGM.

11. In compliance with MCA various circular the notice of AGM along with Annual Report for year 2021-22 is being sent by electronic mode to all the members whose email IDs are registered with the Company/Depository Participant(s). Shareholders may also note that the Notice of 12th Annual General Meeting, Attendance Slip, Proxy Form, Route Map, and the Annual Report for the year 2021-22 will also be available on the website of Company www.boxandboard.in for download.

12. All members are requested to support Green Initiative of the Ministry of Corporate Affairs, Government of India and register their email addresses to receive all these documents electronically from the Company in accordance with Rule 18 of the Companies (Management & Administration) Rules 2014 and Rule 11 of the Companies (Accounts) Rules 2014. All the aforesaid documents have been uploaded on and are available for download from the Company’s website, being www.boxandboard.in.

13. All the documents referred to in the accompanying notice and the explanatory statement, if any, are open for inspection at the Registered Office of the Company during business hours from Monday to Friday up to the date of this Annual General Meeting of the Company.

14. 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.

15. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

16. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or its RTA quoting their Folio number or their Client ID number with DPID number, as the case may be.

17. Voting through electronic means:

- In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for remote e-voting are given herein below.
- Sharma & Pagaria, Practising Practising Chartered Accountant Firm Bangalore (Firm Registration Number 008217S), have been appointed by the Board of Directors of the Company as Scrutinizer for scrutinizing the remote e-voting process as well as voting at the Meeting, in a fair and transparent manner.
- The facility for voting, either through ballot paper, shall also be made available at the AGM and the Members attending the AGM, who have not cast their vote by remote e-voting, may exercise their right to vote at the AGM.
- The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- A Member can vote either by remote e-voting or at the AGM. In case a Member votes by both the modes then the votes cast through remote e-voting shall prevail and the votes cast at the AGM shall be considered invalid.

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

(i). The e-voting period begins on 27th September, 2023 and ends on 29th September, 2023. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii). Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii). Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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.

(iv). In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings 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 or joining virtual meeting & voting during the meeting. 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.

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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.nsd.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 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 or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” “Portal” or click at https://eservices.nsd.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.nsd.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</p>

	remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	1) 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 or joining virtual meeting & voting during the meeting.

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

(v). Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders

1. The shareholders should log on to the e-voting website www.evotingindia.com.
 2. Click on “Shareholders” module.
 3. 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.

4. Next enter the Image Verification as displayed and Click on Login.

5. 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.

6. 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).

(vi). After entering these details appropriately, click on "SUBMIT" tab.

(vii). Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

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

(ix). Click on the EVSN for the relevant B&B Triplewall Containers Limited on which you choose to vote.

(x). 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.

(xi). Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii). 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.

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

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

(xv). 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.

(xvi). Note for Non – Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- 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.
- Alternatively, Non-Individual shareholders may scan copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xvii). In case you have any queries or issues regarding e-voting, 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.

Other Instructions:

- The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. A 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 only shall be entitled to avail the facility of voting, either through remote e-voting or voting at the AGM through electronic voting system or poll paper.
- Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the AGM, a consolidated

Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

- The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.boxandboard.in and on the website of CDSL www.evotingindia.com immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited, where the shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

Annexure to the Notice

EXPLANATORY STATEMENT

[Pursuant to Sections 102 and 110 of the Companies Act, 2013]

Item-5: Re-appointment of Mr. Vikram Bheemraj Jain (DIN: 01928117) as an Independent Director of the Company.

Mr. Vikram Bheemraj Jain (DIN: 01928117) is currently an Independent Director of the Company, Chairperson of the Audit Committee.

Mr. Vikram Bheemraj Jain was appointed as an Independent Director of the Company by the Members at Extra-ordinary General Meeting of the Company held on July 07, 2018 for a period of 5 (five) consecutive years commencing from July 07, 2018 upto July 06, 2023 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its meeting held on July 06, 2023, proposed the re-appointment of Mr. Vikram Bheemraj Jain as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from July 07, 2023 upto July 06, 2028 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing his candidature for the office of Director. The Company has received a declaration from Mr. Vikram Bheemraj Jain confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Vikram Bheemraj Jain has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Vikram Bheemraj Jain has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. Further, Mr. Vikram Bheemraj Jain has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members.

In the opinion of the Board, Mr. Vikram Bheemraj Jain fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and that he is independent of the Management. The terms and conditions of the appointment of Independent Directors is uploaded on the website of the Company at <https://boxandboard.in/wp-content/uploads/2022/10/Team-Condition-of-Appointment-of-Independent-Director.pdf> and would also be made available for inspection to the Members of the Company upto Saturday, September 30, 2023, by sending a request from their registered email address to the Company at cs@boxandboard.in along with their Name, DP ID & Client ID/Folio No. In compliance

with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Mr. Vikram Bheemraj Jain as an Independent Director is now placed for the approval of the Members by a Special Resolution.

The Board commends the Special Resolution set out in Item No. 5 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mr. Vikram Bheemraj Jain and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice.

Item-6: Re-appointment of Mr. Arun Sarma (DIN: 06482685) as an Independent Director of the Company.

Mr. Arun Sarma (DIN: 06482685) is currently an Independent Director of the Company, Chairperson of the Stakeholder Relationship Committee and Member of the Nomination & Remuneration Committee.

Mr. Arun Sarma (DIN: 06482685) was appointed as an Independent Director of the Company by the Members at Extra-ordinary General Meeting of the Company held on July 07, 2018 for a period of 5 (five) consecutive years commencing from July 07, 2018 upto July 06, 2023 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its meeting held on July 06, 2023, proposed the re-appointment of Mr. Arun Sarma (DIN: 06482685) as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from July 07, 2023 upto July 06, 2028 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing his candidature for the office of Director. The Company has received a declaration from Mr. Arun Sarma (DIN: 06482685) confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Arun Sarma (DIN: 06482685) has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Arun Sarma (DIN: 06482685) has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. Further, Mr. Arun Sarma (DIN: 06482685) has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members.

In the opinion of the Board, Mr. Arun Sarma (DIN: 06482685) fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and that he is independent of the Management. The terms and conditions of the appointment of Independent Directors is uploaded on the website of the Company at <https://boxandboard.in/wp-content/uploads/2022/10/Team-Condition-of-Appointment-of-Independent-Director.pdf> and would also be made available for inspection to the Members of the Company upto Saturday, September 30, 2023, by sending a request from their registered email address to the Company at cs@boxandboard.in along with their Name, DP ID & Client ID/Folio No. In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Mr. Arun Sarma (DIN: 06482685) as an Independent Director is now placed for the approval of the Members by a Special Resolution.

The Board commends the Special Resolution set out in Item No. 6 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mr. Arun Sarma (DIN: 06482685) and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice.

Details of Directors seeking to re-appointment at the 12th Annual General Meeting (Pursuant to Regulations 36(3) of the SEBI (LODR) Regulations, 2015).

Name	Mr. Ravi Agarwal	Mr. Vikram Bheemraj Jain	Mr. Arun Sarma
Age	50 years	46 years	47 years
Date of first appointment on the Board	01-03-2016	07-07-2018	07-07-2018
Qualifications	Bachelors in Technology from Manipal Institute of Technology	Bachelors in Commerce	Bachelors in commerce and MBA
Expertise in specific functional areas	With over 2 decades of experience in packaging industry he actively handles the formulation of financial plans and strategies, assisting in the finalization of corporate plans, the overall supervision of financial management and taxation. He has been instrumental	Over 35 years of experience as entrepreneur and highly influential in the silk industry in India. Mr. Vikram is the chairman of the very successful company Texworth international. he has diversified experience into various different sectors, some of	Over 2 decades of experience as entrepreneur and is a cofounder of "Peepal Software", which is a mobility solutions company. He is the director at "Stillwaters Tech Pvt. Ltd". a telecom company that owns technology and infrastructure that helped clients such

	behind the success of B&B.	them including Real estate, Manufacturing, Finance, Sports Management and logistics. He is also serving on the Board of 4 other companies.	as Airtel and many others grow their business in Africa. He was a columnist for a Bangalore based paper, writing a weekly humor column, for over a year. Presently, he is working on organizing a one of its kind TSD (Time speed distance) rally called the heritage drive, that is going to take place in September
Number of shares held in the Company	649640 equity shares of Rs. 10/- each	No	No
Terms and conditions of re-appointment	Executive Director liable to retire by rotation	Non-Executive Director not liable to retire by rotation	Non-Executive Director not liable to retire by rotation
Inter-se Relationships between Directors / Key Managerial Personnel	Brother of Mr. Sidharth Agarwal (COO) and not related to any other Director / Key Managerial Personnel	Not related to any other Director / Key Managerial Personnel	Not related to any other Director / Key Managerial Personnel
Memberships / Chairmanships of committees of company	Audit Committee.	Audit Committee	Stakeholder Relationship Committee and Nomination & Remuneration Committee
Directorships held in other listed companies	NA	NA	NA

Place: Bangalore
Date: August 14th, 2023

**By Orders of the Board of Directors
For B&B Triplewall Containers Limited**

**Sd/-
Manish Kumar Gupta
Managing Director**

FORM NO. MGT-11**Proxy Form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014, as amended]

B&B TRIPLEWALL CONTAINERS LIMITED**CIN: L21015KA2011PLC060106**

Registered office: Sy. No. 263/2/3, Marsur Madivala, Kasaba Hobli Anekal Taluk Bangalore KA 562106 IN.

Name of the Member(s):
Registered address:
E-mail Id:
Folio No./ Client Id:
DP ID:

I/ We, being the member(s) of Shares of the above-named company, hereby appoint:

1. Name:

Address:

E-mail Id:

Signature:

Or failing him

2. Name:

Address:

E-mail Id:

Signature:

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the 12th Annual General Meeting of the Company, to be held on Saturday September 30th 2023 at Sy. No. 263/2/3, Marsur Madivala, Kasaba Hobli Anekal Taluk Bangalore KA 562106 IN and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolut ion No.	Description
1.	To receive, consider and adopt Audited Financial Statements of the Company for the financial year ended 31 st March, 2023 together with the Reports of Board of Directors and Auditors thereon.
2.	To appoint a Director in place of Mr. Ravi Agarwal (DIN: 00636684), who retires by rotation and being eligible, offers himself for re-appointment.
3.	To declare the dividend on Preference share Capital @ 1.50 % on 5467 Preference shares of the Company for the Financial Year ended 31 st March, 2023
4.	To declare the final dividend of Rs. 1.00 per equity share for the Financial Year ended 31 st March, 2023

5.	Re-appointment of Mr. Vikram Bheemraj Jain (DIN: 01928117) as an Independent Director of the Company
6.	Re-appointment of Mr. Arun Sarma (DIN: 06482685) as an Independent Director of the Company.

Date:

Signature of shareholder

B&B TRIPLEWALL CONTAINERS LIMITED

CIN: L21015KA2011PLC060106

Registered office: Sy. No. 263/2/3, Marsur Madivala, Kasaba Hobli Anekal Taluk Bangalore
KA 562106 IN

12th Annual General Meeting

ATTENDANCE SLIP

(To be presented at the entrance)

Folio / DP & Client ID

No. of shares:

Mr./ Ms./ Mrs. _____

Address: _____

I hereby record my presence at the 12th Annual General Meeting of the company held at Sy. No. 263/2/3, Marsur Madivala, Kasaba Hobli Anekal Taluk Bangalore, KA- 562106 on Saturday 30th day, September, 2023

(Proxy's Name in Block letters) _____

(Member's/ Proxy's Signature)

1. Strike out whichever is not applicable.
2. Please fill in this Attendance Slip and hand it over at the entrance of the meeting venue. Joint shareholders may obtain additional Attendance Slip on request.