



Triplewall Containers Limited

**April 10<sup>th</sup>, 2024**

The Manager, Listing Department  
The National Stock Exchange of India Ltd.  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E), Mumbai - 400 051  
NSE Symbol: BBTCL

BSE Limited  
Corporate Relationship Department,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001  
BSE Scrip Code: 543668

**Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

**Dear Sir,**

This is in continuation to our letter dated April,09th 2024 intimating the approval of the Board of Directors of the Company, for conducting Postal Ballot Process for seeking shareholders' approval only by way of electronic means ("remote e-voting") in respect of the special resolutions as set out in the Postal Ballot Notice.

In this regard, please find enclosed a copy of the Postal Ballot Notice along with Annexure thereto being sent to the shareholders through email only for the purpose of obtaining their approval on the following Resolutions:

1. Re-Appointment of Antoinette Ryan Dsouza (DIN: 08449024) As Non-Executive Independent Director.
2. Re-appointment of Mr. Sushil Radhakrishnan Bhatia (DIN:03108078) as Non-executive Independent Director.
3. Revision in the remuneration of Mr. Manish Kumar Gupta (DIN: 03568502), Managing Director of the Company.
4. Revision in the remuneration of Mr. Ravi Agarwal (DIN: 00636684), Director cum CFO of the Company.
5. Revision in the remuneration of Mr. Alok Agarwal (DIN: 00636966), Director of the Company.
6. Revision in the remuneration of Mr. Manish Bothra (DIN: 07153582), Director of the Company.
7. Revision in remuneration of Mr. Amit Agarwal as Chief Executive Officer of the Company.
8. Revision in remuneration of Mr. Sidharth Agarwal as Chief Operating Officer of the Company.
9. Revision in remuneration of Mr. Nishant Bothra as Chief Technical Officer of the Company.

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



## Triplewall Containers Limited

Pursuant to the MCA Circulars, the Postal Ballot Notice is being sent only by email to those shareholders whose names appear in the Register of Members as on the Cut-off Date i.e., Friday, April, 12th 2024 and who have registered their email addresses with the Company or depository / depository participants.

Further, in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relevant MCA Circulars, the Company has provided only remote e-voting facility to its members to enable them to cast their votes electronically instead of physical mode and for this purpose the Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the remote e-voting facility. The procedure / instructions for remote e-voting are given in the Postal Ballot Notice.

The remote e-voting period will commence on Monday, 15.04.2024, at 09:00 a.m. IST, and conclude on Wednesday, 15.05.2024, at 05:00 p.m. IST.

The above information will be made available on the website of the Company at <https://boxandboard.in/>

This is for your information and records.

Thanking You,

Yours truly,

**For B&B Triplewall Containers Limited**

**Ravi Agarwal**  
**Director cum CFO**  
**DIN: 00636684**

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**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, General Circular No. 3/2022 dated May 5, 2022 and General Circular No. 10/2022 dated December 28, 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 reenactment 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. 01 RE-APPOINTMENT OF ANTOINETTE RYAN DSOUZA (DIN: 08449024) AS NON-EXECUTIVE INDEPENDENT DIRECTOR: -**

To consider and if thought fit, to pass with or without modification(s) the following resolution as **special resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-

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enactment(s) thereof, for the time being in force), the Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee, and that of the Board of Directors, the consent of members be and is hereby recorded to re-appoint Ms. Antoinette Ryan Dsouza (DIN: 08449024), who holds office as an independent director up to May 28, 2024, as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) years with effect from May 29, 2024.

**RESOLVED FURTHER THAT** any of the director Company be and is hereby severally authorised to file all such necessary e-forms with the Registrar of Companies and to intimate any other authority, if required and to do all such acts, matters, deeds and things and to sign all such documents, papers and writings as may be necessary or expedient to give effect to this resolution.

### **ITEM NO. 02 RE-APPOINTMENT OF MR. SUSHIL RADHAKRISHNAN BHATIA (DIN: 03108078) AS NON-EXECUTIVE INDEPENDENT DIRECTOR: -**

To consider and if thought fit, to pass with or without modification(s) the following resolution as **special resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee, and that of the Board of Directors, the consent of the members be and is hereby recorded to re appoint Mr. Sushil Radhakrishnan Bhatia (DIN: 03108078), who has held the office as an independent director for a term of five years and is eligible for a subsequent second term of 5 years, as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) years with effect from February 12, 2024.

**RESOLVED FURTHER THAT** any of the director of the Company be and is hereby severally authorised to file all such necessary e-forms with the Registrar of Companies and to intimate any other authority, if required and to do all such acts, matters, deeds and things and to sign all such documents, papers and writings as may be necessary or expedient to give effect to this resolution.

### **ITEM NO. 03 REVISION IN THE REMUNERATION OF MR. MANISH KUMAR GUPTA (DIN: 03568502), MANAGING DIRECTOR OF THE COMPANY: -**

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To consider and if thought fit, to pass with or without modification(s) the following resolution as **special resolution**:

**“RESOLVED THAT** pursuant to Regulation 17(6)(e)(ii) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, and Sections 197 and 198 of the Companies Act, 2013, and the Rules framed thereunder, read together with Schedule V and other applicable provisions of the Act, and the recommendation of Nomination & Remuneration Committee and the Board of Directors at their respective meeting held on 09/04/2024, the consent of the members be and is hereby accorded for revision in remuneration of Mr. Manish Kumar Gupta (DIN : 03568502), Managing Director, with effect from 01<sup>st</sup> April, 2024 for the remaining period of his tenure amounting to **Rs. 13,00,000 per month** on the following terms and conditions:

- i. Basic- Rs. 7,80,000 /- Per month
- ii. House Rent allowance- Rs. 3,12,000/- Per month
- iii. Conveyance Allowance- Rs. 1,600/- Per month
- iv. Medical Allowance- Rs. 1,250/- Per month
- v. Special Allowance- Rs. 2,05,150/- Per month
- vi. Performance Bonus- Not applicable

**RESOLVED FURTHER THAT** the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

**RESOLVED FURTHER THAT** in the event of continuation of inadequacy of profits/loss, the above-mentioned remuneration will be the minimum remuneration in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder.

**RESOLVED FURTHER THAT** except for the aforesaid revision in salary, all other terms and conditions of his appointment as Managing Director of the Company, as approved by the members before shall remain unchanged.

**RESOLVED FURTHER THAT** the any director of the company be and is hereby authorised severally to do necessary acts, and things as may be necessary for giving effect to the above resolution”.

**ITEM NO. 04 REVISION IN THE REMUNERATION OF MR. RAVI AGARWAL (DIN: 00636684), DIRECTOR CUM CFO OF THE COMPANY: -**

To consider and if thought fit, to pass with or without modification(s) the following resolution as **special resolution**:

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**“RESOLVED THAT** pursuant to Regulation 17(6)(e)(ii) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, and Sections 197 and 198 of the Companies Act, 2013, and the Rules framed thereunder, read together with Schedule V and other applicable provisions of the Act, and the recommendation of Nomination & Remuneration Committee and the Board of Directors at their respective meeting held on 09/04/2024, the consent of the members be and is hereby accorded for revision in remuneration of Mr. Ravi Agarwal, the Director cum CFO, with effect from 01<sup>st</sup> April, 2024 for the remaining period of his tenure amounting to **Rs. 7,00,000 per month** on the following terms and conditions:

- i. Basic- Rs. 4,20,000 /- Per month
- ii. House Rent allowance- Rs. 1,68,000/- Per month
- iii. Conveyance Allowance- Rs. 1600/- Per month
- iv. Medical Allowance- Rs. 1,250/- Per month
- v. Special Allowance- Rs. 1,09,150/- Per month
- vi. Performance Bonus- Not applicable

**RESOLVED FURTHER THAT** the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

**RESOLVED FURTHER THAT** in the event of continuation of inadequacy of profits/loss, the above-mentioned remuneration will be the minimum remuneration in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder.

**RESOLVED FURTHER THAT** the any director of the company be and is hereby authorised severally to seek the necessary approval as may be required in the matter and to do all such acts, deeds and things as may be necessary for giving effect to the above resolution”

**ITEM NO. 05 REVISION IN THE REMUNERATION OF MR. ALOK AGARWAL (DIN: 00636966), DIRECTOR OF THE COMPANY: -**

To consider and if thought fit, to pass with or without modification(s) the following resolution as **special resolution**:

**“RESOLVED THAT** pursuant to Regulation 17(6)(e)(ii) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, and Sections 197 and 198 of the Companies Act, 2013, and the Rules framed thereunder, read together with Schedule V and other applicable provisions of the Act, and the recommendation of Nomination & Remuneration Committee and the Board of Directors at their respective meeting held on 09/04/2024, the consent of the members be and is hereby accorded for revision in

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remuneration of Mr. Alok Agarwal, the Director, with effect from 01<sup>st</sup> April, 2024 for the remaining period of his tenure amounting to **Rs. 7,00,000 per month** on the following terms and conditions:

- i. Basic- Rs. 4,20,000 /- Per month
- ii. House Rent allowance- Rs. 1,68,000/- Per month
- iii. Conveyance Allowance- Rs. 1600/- Per month
- iv. Medical Allowance- Rs. 1,250/- Per month
- v. Special Allowance- Rs. 1,09,150/- Per month
- vi. Performance Bonus- Not applicable

**RESOLVED FURTHER THAT** the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

**RESOLVED FURTHER THAT** in the event of continuation of inadequacy of profits/loss, the above-mentioned remuneration will be the minimum remuneration in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder.

**RESOLVED FURTHER THAT** the any director of the company be and is hereby authorised severally to seek the necessary approval as may be required in the matter and to do all such acts, deeds and things as may be necessary for giving effect to the above resolution”

**ITEM NO. 06 REVISION IN THE REMUNERATION OF MR. MANISH BOTHRA (DIN: 07153582), DIRECTOR OF THE COMPANY: -**

To consider and if thought fit, to pass with or without modification(s) the following resolution as **special resolution**:

“**RESOLVED THAT** pursuant to Regulation 17(6)(e)(ii) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, and Sections 197 and 198 of the Companies Act, 2013, and the Rules framed thereunder, read together with Schedule V and other applicable provisions of the Act, and the recommendation of Nomination & Remuneration Committee and the Board of Directors at their respective meeting held on 09/04/2024, the consent of the members be and is hereby accorded for revision in remuneration of Mr. Manish Bothra, the Director, with effect from 01<sup>st</sup> April, 2024 for the remaining period of his tenure amounting to **Rs. 7,00,000 per month** on the following terms and conditions:

- i. Basic- Rs. 4,20,000 /- Per month
- ii. House Rent allowance- Rs. 1,68,000/- Per month
- iii. Conveyance Allowance- Rs. 1600/- Per month

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- iv. Medical Allowance- Rs. 1,250/- Per month
- v. Special Allowance- Rs. 1,09,150/- Per month
- vi. Performance Bonus- Not applicable

**RESOLVED FURTHER THAT** the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

**RESOLVED FURTHER THAT** in the event of continuation of inadequacy of profits/loss, the above-mentioned remuneration will be the minimum remuneration in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder.

**RESOLVED FURTHER THAT** the any director of the company be and is hereby authorised severally to seek the necessary approval as may be required in the matter and to do all such acts, deeds and things as may be necessary for giving effect to the above resolution”

**ITEM NO. 07 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. 7,00,000/- (Rupees Seven Lakhs only) per month for the Financial Year 2024-25 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. 08 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:

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“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. 7,00,000/- (Rupees Seven Lakhs only) per month for the Financial Year 2024-25 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. 09 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. 7,00,000/- (Rupees Seven Lakhs only) per month for the Financial Year 2024-25 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**

**DIN-03568502**

**Place: Bangalore**

**Date: 09/04/2024**

Registered Office & Unit-I:

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**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](http://www.boxandboard.in) website of the Stock Exchange i.e., National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) & BSE Limited [www.bseindia.com](http://www.bseindia.com) and is also available on the website of CDSL (agency for providing the Remote e-Voting facility) through [www.evotingindia.com](http://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, April 12<sup>th</sup>, 2024, 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, April 12<sup>th</sup>, 2024.
5. The e-voting period begins on Monday 15<sup>th</sup> April, 2024 and ends on Wednesday 15<sup>th</sup> May, 2024. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 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	12 <sup>th</sup> April 2024
Commencement of e-voting period	15 <sup>th</sup> April 2024
End of e-voting period	15 <sup>th</sup> May 2024

6. All the material documents, if any, referred to in the Explanatory Statements, shall be available for inspection through electronic mode basis, the request being sent on [cs@boxandboard.in](mailto: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.

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## Triplewall Containers Limited

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 Sharegistry (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](mailto: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 Sharegistry (India) Pvt. Ltd.

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](mailto:mail@boxandboard.in) | Ph. 8870213555

CIN: L21015KA2011PLC060106

Corporate Office & Unit III:

**B&B Triplewall Containers Limited**

Survey. No. 75/1A2, 75/1B1 73/2A,

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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](http://www.boxandboard.in), besides being communicated to the Stock Exchange i.e., NSE Limited & BSE Limited and Depositories i.e., CDSL.
12. The resolution, if passed by the requisite majority, shall be deemed to have been passed on Wednesday, 15<sup>th</sup> May, 2024 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"><li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>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</li></ol>

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	<p>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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></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 &amp; 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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 eVoting" 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 redirected 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 <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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</p>

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	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.
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 eVoting 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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](http://www.evotingindia.com)
- ii. Click on "Shareholders" module.
- iii. Now enter your User ID

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- 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](http://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"><li>• 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.</li></ul>
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"><li>• 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).</li></ul>

- 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

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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

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- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin

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**Triplewall Containers Limited**

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](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

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Triplewall Containers Limited

**EXPLANATORY STATEMENT**

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

**Item no. 1**

Antoinette Ryan Dsouza (DIN: 08449024) was appointed as an independent director on the Board of Directors of the Company pursuant to the provisions of Sections 149 and 152 of the Act read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) for a term of 5 (five) consecutive years w.e.f. May 30, 2019. The said appointment was approved by the shareholders. Thus, she holds office as an independent director of the Company, not liable to retire by rotation, upto May 30, 2024. As per the provisions of Section 149 of the Act, an independent director may hold office for two terms of upto 5 (five) consecutive years each. Antoinette Ryan Dsouza fulfils the conditions specified in the Act and SEBI LODR Regulations for her re-appointment as an independent director of the Company and is independent of the management. The Nomination and Remuneration Committee (“NRC”) of the Board of Directors, after taking into account the performance evaluation of Antoinette Ryan Dsouza during her first term of 5 (five) years and considering her diverse skills, knowledge, leadership capabilities, expertise in general management, sustainability and vast business experience, among others, as being key requirements for this role, has recommended to the Board, the re-appointment of Ms. Dsouza as an Independent Director, not liable to retire by rotation, **for a second term of 5 (five) years.**

The Company has received all statutory disclosures / declarations from Antoinette Ryan Dsouza, including:

1. Consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014;
2. Intimation in Form DIR-8 in terms of Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act;
3. Declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under SEBI LODR Regulations;
4. Declaration to the effect that she has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority; and
5. Confirmation that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Director), Rules, 2014 with respect to her registration with

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the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board and based on its evaluation, Ms. Dsouza fulfils the conditions specified in the Act read with Rules made thereunder and SEBI LODR Regulations and she is independent of the Management of the Company.

The Board of Directors considers that the re-appointment of Ms. Dsouza as Non-Executive Independent Director is justified based on her knowledge, background & experience and contributions made by her during her first term and the continued association of Ms. Dsouza would be beneficial to the Company and it is desirable to continue to avail her services as an Independent Director.

Accordingly, in compliance with Regulation 17(1A) of the SEBI LODR Regulations and other applicable provisions, the resolution seeks the approval of members **by way of special resolution** for the re-appointment of Antoinette Ryan Dsouza as a Non-Executive Independent Director of the Company, for a second term of five (5) years effective from May 31<sup>st</sup>, 2024 to May 31<sup>st</sup>, 2029 (both days inclusive) and her office shall not be liable to retire by rotation.

The profile and specific areas of expertise and other relevant information as required under Regulation 36 of the SEBI LODR Regulations and SS-2 are provided in **Annexure - I** appended to this statement.

Save and except Ms. Dsouza to whom the resolution relates, and her relatives (to the extent of their shareholding in the Company, if any), none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 1 of this Notice. This statement may also be regarded as an appropriate disclosure under Regulation 36 of the SEBI LODR Regulations, SS-2 and Schedule IV of the Act.

The Board of Directors recommends the resolution as set out at Item no. 1 of this notice for approval of the members of the Company **by way of a Special Resolution**.

### Item no. 2

Sushil R. Bhatia (DIN: 03108078) was appointed as an independent director on the Board of Directors of the Company pursuant to the provisions of Sections 149 and 152 of the Act read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") for a term of 5 (five) consecutive years w.e.f.

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February 11, 2019. The said appointment was approved by the shareholders. Thus, he holds office as an independent director of the Company, not liable to retire by rotation, upto February 11, 2024. As per the provisions of Section 149 of the Act, an independent director may hold office for two terms of upto 5 (five) consecutive years each. Sushil R. Bhatia fulfils the conditions specified in the Act and SEBI LODR Regulations for his re-appointment as an independent director of the Company and is independent of the management. The Nomination and Remuneration Committee (“NRC”) of the Board of Directors, after taking into account the performance evaluation of Sushil R. Bhatia during his first term of 5 (five) years and considering his diverse skills, knowledge, leadership capabilities, expertise in general management, sustainability and vast business experience, among others, as being key requirements for this role, has recommended to the Board, the re-appointment of Sushil R. Bhatia as an Independent Director, not liable to retire by rotation, **for a second term of 5 (five) years.**

The Company has received all statutory disclosures / declarations from Sushil R. Bhatia, including:

1. Consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014;
2. Intimation in Form DIR-8 in terms of Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
3. Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under SEBI LODR Regulations;
4. Declaration to the effect that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority; and
5. Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Director), Rules, 2014 with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board and based on its evaluation, Sushil R. Bhatia fulfils the conditions specified in the Act read with Rules made thereunder and SEBI LODR Regulations and he is independent of the Management of the Company.

The Board of Directors considers that the re-appointment of Mr. Sushil R. Bhatia as Non-Executive Independent Director is justified based on his knowledge, background & experience

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and contributions made by his during his first term and the continued association of Mr. Sushil R. Bhatia would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

Accordingly, in compliance with Regulation 17(1A) of the SEBI LODR Regulations and other applicable provisions, the resolution seeks the approval of members **by way of special resolution** for the re-appointment of Mr. Sushil R. Bhatia as a Non-Executive Independent Director of the Company, for a second term of five (5) years effective from February 11, 2024 to February 11, 2029 (both days inclusive) and his office shall not be liable to retire by rotation.

The profile and specific areas of expertise and other relevant information as required under Regulation 36 of the SEBI LODR Regulations and SS-2 are provided in **Annexure - I** appended to this statement.

Save and except Mr. Sushil R. Bhatia to whom the resolution relates, and his relatives (to the extent of their shareholding in the Company, if any), none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 2 of this Notice. This statement may also be regarded as an appropriate disclosure under Regulation 36 of the SEBI LODR Regulations, SS-2 and Schedule IV of the Act.

The Board of Directors recommends the resolution as set out at Item no. 2 of this notice for approval of the members of the Company **by way of a Special Resolution**.

### Item no. 03

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. Manish Kumar Gupta as Director of the Company on 23<sup>rd</sup> August, 2011. He is Promoter cum Chairman & Managing Director of the Company. He is commerce graduate from Sheshadripuram college, Bangalore. He has a very rich and wide experience of more than two decade in packaging industry. He is also the Ex-president of Karnataka Corrugated Box Manufacturers Association (KCBMA). He paved the way and assumed leadership position in the packaging industry with his vision, dynamism, and passion for developing innovative packaging solutions.

After considering his leadership skills and experience, it is apprised before the members that on recommendation of the Nomination & Remuneration Committee and Audit Committee and approval of Board, the remuneration of the MD needs to be enhanced to Rs. 13,00,000/- per month for the Financial Year 2024-25 and in subsequent years as per the Companies Act, 2013 and rules made thereunder.

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

### **Item no. 04**

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. Ravi Agarwal as Executive Director cum Chief Financial Officer of the Company. He is on Board of Directors of the Company since March 2016. He is B.Tech graduate from Manipal Institute of Technology. He has been managing M/S. Kaushik Products, which is the family enterprise making corrugated boxes from 1996. He started HMK Auto Packs Pvt. Ltd. & Jagdamba Cartons Private Limited along with his family in 2009. He has been instrumental in steering this enterprise to great heights.

Considering his expertise and experience, It is proposed before the members that on recommendation of the Nomination & Remuneration Committee and Audit Committee and approval of Board, the remuneration of the Mr. Ravi Agarwal must be enhanced to Rs. 7,00,000/- per month for the Financial Year 2024-25 and in subsequent years as per the Companies Act, 2013 and rules made thereunder.

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

### **Item no. 05**

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. Alok Agarwal as Promoter Executive Director of the Company. He is Commerce Graduate from Christ College from Bangalore. He takes over the responsibility of IT and Marketing department of the Company. He served as a president & Managing Committee member of Christ College Alumni Association. He also served as a Vice president of Karnataka Corrugated Box Manufacturers Association.

Considering his Diligence and experience, It is apprised before the members that on recommendation of the Nomination & Remuneration Committee and Audit Committee and approval of Board, the remuneration of the Mr. Alok Agarwal must be enhanced to Rs. 7,00,000/- per month for the Financial Year 2024-25 and in subsequent years as per the Companies Act, 2013 and rules made thereunder.

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

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### Item no. 06

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. Manish Bothra as Executive Director of the Company. He is Commerce Graduate from Seshadripuram Commerce College. He established Sapthagiri Packaging Industries in 1997 as Managing Partner. He looks over the overall management of legal & system department/ He has also served as a president of Karnataka Corrugated Box Manufacturers Association

Considering his exceptional leadership skills and performance, It is apprised before the members that on recommendation of the Nomination & Remuneration Committee and Audit Committee and approval of Board, the remuneration of the Mr. Manish Bothra must be enhanced to Rs. 7,00,000/- per month for the Financial Year 2024-25 and in subsequent years as per the Companies Act, 2013 and rules made thereunder.

The Board of Directors recommends the Resolution set out in Item No. 6 for approval of the members as **Special Resolution**.

### ITEM NO. 07:

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 01<sup>st</sup> 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. 7,00,000/- per month for the Financial Year 2024-25 and in subsequent years as per Section 188 of the Companies Act, 2013 and rules made thereunder.

Description	Particulars
Name of the related party and nature of relationship	Name: Mr. Amit Agarwal Nature of relationship: Brother of Mr. Alok Agarwal, Whole Time Director.
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 2024-25 and in subsequent years. Particulars of the appointment terms: Revision in Appointment terms as Chief

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	Executive Officer in the Company in the pay scale of Rs. 7,00,000/- per month.
Material terms of the contract or arrangement including the value, if any;	Revision in appointment terms as Chief Executive Officer of the Company.
Any advance paid or received for the contract or arrangement, if any;	NA
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. Amit Agarwal aged 45 years, Chief Executive Officer (KMP) of the Company appointed w.e.f. 1st June, 2018. He is B. Com graduate from Baldwins 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.
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.
Any other information relevant or important for the Board to take a decision on the proposed transaction.	NA
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. 7 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. 08:

Board of Directors of Company has appointed Mr. Sidharth Agarwal S/o Mr. Mohanlal Agarwal as COO of the Company on 01<sup>st</sup> June, 2018. It is also apprise before the members that on

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recommendation of the Nomination & Remuneration Committee and Audit Committee and approval of Board, the remuneration of the COO needs to be enhanced to Rs. 7,00,000/- per month for the Financial Year 2024-25 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
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.
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 2024-25 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. 7,00,000/- per month.
Material terms of the contract or arrangement including the value, if any;	Revision in appointment terms as Chief Operating Officer of the Company.
Any advance paid or received for the contract or arrangement, if any;	NA
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 40 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.
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.
Any other information relevant or important for the Board to take a decision on the proposed transaction.	NA
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

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**The Board of Directors recommends the Resolution set out in Item No. 8 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. 09:

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. 7,00,000/- per month for the Financial Year 2024-25 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
Name of the related party and nature of relationship	Name: Mr. Nishant Bothra Nature of relationship: Brother of Mr. Manish Bothra, Whole Time Director.
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 2024-25 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. 7,00,000/- per month.
Material terms of the contract or arrangement including the value, if any;	Revision in appointment terms as Chief Technical Officer of the Company.
Any advance paid or received for the contract or arrangement, if any;	NA
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 46 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

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	Production Manager at M/s Sapthagiri 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 nine years successfully
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.
Any other information relevant or important for the Board to take a decision on the proposed transaction.	NA
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. 9 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.

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Triplewall Containers Limited

For B&B Triplewall Containers Limited

Sd/-

Manish Kumar Gupta

Managing Director

DIN-03568502

Place: Bangalore

Date: 09/04/2024

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**Annexure I to the Explanatory Statement of the Postal Ballot Notice**

Brief Profile of the Directors being appointed / re-appointed, as set out in Item Nos. 1 & 2 of the Postal Ballot Notice, as required in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), issued by the Institute of the Company Secretaries of India.

<b>Name of Director</b>	<b>Antoinette Ryan Dsouza</b>	<b>Mr. Sushil Radhakrishnan Bhatia</b>
DIN	08449024	03108078
Age	47 years	49 years
Qualification	Master's degree in Management Sciences, Bachelor's degree in Commerce and diploma in Business Management	Bachelor's Degree in Commerce & Diploma in Apparel Production Engineering in Apparel and Leather Technics
Nature of expertise in specific functional areas	Wide experience in HR activities across all industries.	More than two decades of wide experience as Entrepreneur in financial activities.
Terms and conditions of appointment/re-appointment	As per resolution at item no. 1 of the Notice read with explanatory statement thereto, Ms. Dsouza is proposed to be re-appointed as a non-executive independent director, not liable to retire by rotation, for a period of 5 consecutive years with effect from May 31, 2024.	As per resolution at item no. 2 of the Notice read with explanatory statement thereto, Mr. Bhatia is proposed to be re-appointed as a non-executive independent director, not liable to retire by rotation, for a period of 5 consecutive years with effect from February 12, 2024.
Remuneration last drawn (including sitting fees, if any)	Rs.60,000 as Sitting fee for FY 23-24	Rs.60,000 as Sitting fee for FY 23-24
Remuneration proposed to be paid	Sitting Fees as applicable	Sitting Fees as applicable
Date of first appointment on the Board	30-05-2019	11-02-2019
Shareholding in the Company as on date	Nil	Nil

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Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel.	Not related to any Director / Key Managerial Personnel.
Number of Board Meetings attended during financial year 2023-24	5	5
Directorships held in other Companies	None	1. Celestium Financial Limited 2. Shresthi Holdings Private Limited
Listed entities from which the director has resigned in the past three years	None	None
Committee Membership / Chairmanship of other companies along with listed entities from which director has resigned in past three years	None	None
Skills and capabilities required for the role and the manner in which director meets such requirements	Please refer to item no. 1 of the explanatory statement	Please refer to item no. 2 of the explanatory statement

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