



Triplewall Containers Limited

**NOTICE OF POSTAL BALLOT**

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

Notice is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolution appended below are proposed to be passed by the Members through Postal Ballot by way of remote e-voting system ("Postal Ballot / E-voting").

**1. Migration of Equity shares of the Company from EMERGE platform to Main Board of National Stock Exchange of India Limited (NSE).**

The explanatory statement pursuant to Sections 102 and 110 of the Act pertaining to the aforesaid resolutions setting out the material facts and the reasons thereof is annexed hereto for your consideration.

This notice is in accordance with the circulars issued by the Ministry of Corporate Affairs, Government of India (the "MCA") vide its 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 and General Circular No.39/2020 dated December 31, 2020 (the "MCA Circulars") providing for specific manner in which postal ballot notice is to be issued in the current situation of Covid-19 pandemic (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force). In terms of the MCA Circulars, and in the view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, Companies are advised to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/ e-voting in accordance with the provisions of the Companies Act and rules made there under, without holding a general meeting that requires physical presence of members at a common venue. The MCA has clarified that Companies are required to provide e-voting facility under the Companies Act, while they are transacting any business(es) only by postal ballot up to June 30, 2021, the requirements provided in Rule 20 of the Companies (Management and Administration) Rules, 2014 as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. The instructions for remote e-voting are appended to this Postal Ballot Notice. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

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)  
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](mailto:info@boxandboard.in)



In compliance with the requirements of the above MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope is not being dispatched to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

You are requested to peruse the proposed resolutions along with the Explanatory Statement and thereafter accord your assent or dissent by means of remote e-voting facility provided by the Company. Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 the Company has engaged Central Depository Services (India) Limited ('CDSL') to provide e-voting facility to its Members. The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com) from 11.00 a.m. on Friday, February 26, 2021 and up to 5.00 p.m. on Saturday, March 27<sup>th</sup>, 2021. E-voting module will be blocked by CDSL at 5.00 p.m. on Saturday, March 27<sup>th</sup>, 2021 and voting shall not be allowed beyond the said date and time. Please refer the instructions for e-voting given after the proposed resolution for the process and manner in which e-voting is to be carried out. The Board of Directors of the Company, passed Resolution by Circulation on February 18<sup>th</sup>, 2021, appointed M/s. Sharma & Pagaria, Practicing Chartered Accountant Firm Bangalore (Firm Registration Number 008217S), as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner. Members have to vote through e-voting. The Scrutinizer will submit e-voting results along with scrutinizer's report to the Chairman of the Company after completion of scrutiny of the postal ballots (e-voting). The results shall be declared on or before Monday, March 29<sup>th</sup>, 2021 and communicated to the Stock Exchange. The results will also be displayed on the Company's website [www.boxandboard.in](http://www.boxandboard.in).

**SPECIAL BUSINESS:**

**THE FOLLOWING SPECIAL RESOLUTION IS PROPOSED TO BE PASSED THROUGH POSTAL BALLOT:**

**Item No. 1 - Migration of Equity Shares of the Company from Emerge Platform to Main Board of National Stock Exchange of India Limited (NSE).**

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

**"RESOLVED THAT** pursuant to the regulation 277 and other relevant provisions, laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable provisions, if any, of the Companies Act, 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, the consent of the members of the Company be and is hereby accorded for purpose of migration of the Company present listing from EMERGE Platform of National Stock Exchange of India Limited (NSE) to main board of NSE.



**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby authorized jointly and / or severally to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to National Stock Exchange of India Limited., Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of Migration of the Company present listing from EMERGE Platform of National Stock Exchange of India Limited (NSE) to Main Board of NSE.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and in connection with any matter incidental thereto”.

**By Order of the Board of Directors  
For M/s. B&B Triplewall Containers Limited**

**Place: Bangalore  
Date: 19.02.2021**

**Sd/-  
Vijay Shah  
Company Secretary & Compliance Officer**

**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. The-Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as on Friday, 19th February, 2021 who already have their e-mail IDs registered with the Company/Depositories, in accordance with the provisions of the Companies Act, 2013, read with Rules made there under and Ministry of Corporate Affairs vide General Circular No.14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated 15th June, 2020, the general circular No. 33/2020 dated 28<sup>th</sup> September, 2020 and General Circular No.39/2020 dated December 31, 2020. A person who is not a Member as on Friday, 19th February, 2021, (Cut-off Date) should treat this Postal Ballot Notice for information purposes only. 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) and is also available on the website of CDSL (agency for providing the Remote e-Voting facility) through [e-votingindia.com](http://e-votingindia.com).
3. In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Rules, MCA Circulars and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company is pleased to offer remote e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited



(CDSL) for facilitating voting through electronic means, as the authorised agency. Instructions for remote e-voting are provided herein below at point No. 13. 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 at point no. 10(B).

4. In view of continuing restrictions on the movement of people at several places in the country, due to outbreak of COVID-19, the Company will send this postal ballot notice in electronic form only. The hard copy of this Postal Ballot Notice along with postal ballot forms and pre-paid business envelope will not be sent to the Members in accordance with the requirements specified under the MCA circulars. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only.

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

6. 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.

7. 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

8. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company, as on Friday, 19th February, 2021 subject to the provisions of the Companies Act, 2013, as amended.

9. The Communication of the assent / dissent to the resolutions proposed in the Notice would take place only through remote e-voting.

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

11. 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, 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"). The instructions for e-voting forms part of this Notice.



12. The resolution, if passed by the requisite majority, shall be deemed to have been passed on Saturday, 27th March, 2021 i.e., the last date of e-voting.

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

(i) The Remote e-voting facility will be available during the following voting period:

| Commencing of e-voting  | End of e-voting       |
|-------------------------|-----------------------|
| 26.02.2021 @ 11.00 a.m. | 27.03.2021 @5.00 p.m. |

During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19th February, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

(iii) Click on “Shareholders” module.

(iv) 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.

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

(vi) 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.

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

|     | For Shareholders holding shares in Demat Form and Physical Form  |
|-----|--|
| PAN | <p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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> |
|--|--|

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

(ix) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach “Password Creation” menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

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

(xii) 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.

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

(xiv) 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.

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

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

(xvii) 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.

(xviii) 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.



**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS**

**NOTICE:**

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 provide Demat account details (CDSL-16-digit beneficiary ID or NSDL-16-digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) to Company/RTA email id.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](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.

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 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.



**GENERAL INFORMATION:**

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evotingindia.com](http://www.evotingindia.com) to reset the password.

The voting rights shall be as per the number of equity shares held by the Member(s) as on Friday, 19th February, 2021, being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date.

The Company has appointed M/s. Sharma & Pagaria, Practising Practising Chartered Accountant Firm Bangalore (Firm Registration Number 008217S) to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.

The results of the electronic voting shall be declared to the Stock Exchanges after ending of Postal Ballot Period. The results along with the Scrutinizer’s Report, shall also be placed on the website of the Company at [www.boxandboard.in](http://www.boxandboard.in).





## **EXPLANATORY STATEMENT**

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

### **Item No.1: Migration of Equity shares of the Company from EMERGE Platform to Main Board of National Stock Exchange of India Limited (NSE).**

As all the members are aware that the Company is listed on EMERGE Platform of the National Stock Exchange of India Limited (NSE) w.e.f 15th October, 2018. The listing helped Company in many aspects like enhanced branding, better transparency and accountability. Listing on the Main Board of National Stock Exchange of India Limited will enhance participation of retail investors in large numbers and overall market capitalization of the Company may also get increased. In terms of present rules/regulations, the Equity Shares are listed on SME Platform can be migrated to Main Board of Exchange after an initial period of 2 years from the date of listing. The Company is well poised to migrate to the Main Board of NSE as Company has completed 2 years of its listing.

As per the Regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 read with National Stock Exchange (NSE) circular NSE/SME/37551 dated April 18, 2018, an Issuer whose specified securities are listed on a SME Platform may migrate its specified securities to the main board of the stock exchanges if its shareholders approve such a migration by passing a special resolution through postal ballot to this effect and if such issuer fulfils the eligibility criteria for listing laid down by the Main Board. The Proposed resolution shall be acted upon if the votes casted by public shareholders in favour of the proposal amount to at least 2 times the number of votes cast by the public shareholders against the proposal.

The consent of the Shareholders is sought for the purpose of migration of the Company's present listing from EMERGE Platform to Main Board of National Stock Exchange of India Limited (NSE) as set out in aforesaid as special resolution. The Shareholders approval for the said purpose is sought through this resolution as required under SEBI ((Issue of Capital and Disclosure Requirements) Regulations, 2018.

None of the Promoters, Directors, and Key Managerial Personnel of the Company or their respective relatives has any interest in the passing of the said resolution except to the extent of equity shares held by them in the Company.

In light of above Board of Directors of the Company recommended passing resolution set out in item No.1 of the Notice.

**By Order of the Board of Directors  
For M/s. B&B Triplewall Containers Limited**

**Place: Bangalore  
Date: 19.02.2021**

**Sd/-  
Vijay Shah  
Company Secretary & Compliance Officer**