

VIJAY KUMAR MISHRA

B. Com (Hons.), A C A . F C.S

PARESH D PANDYA

B. Com., A.C.S

VKM & ASSOCIATES

PRACTISING COMPANY SECRETARIES

116, Trinity Building, 1st Floor, 227, Dr. C. H. Street, Behind

.Parsi Dairy, Marine Lines (E), Mumbai - 2. Tel. : 2207 7267

Fax : 2207 7542 Mob.: 93229 77388

E-mail: [vkmassociates@yahoo.com](mailto:vkmassociates@yahoo.com)

**Consolidated Scrutinizer's Report**

**[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration), Rules, 2014, as amended]**

To,

The Chairman of Thirty-Six Annual General Meeting of the Equity Shareholders of **TCPL Packaging Limited** held on Tuesday, 30<sup>th</sup> July, 2024 at 04:30 pm IST through Video Conferencing ("VC").

Dear Sir(s),

- A. Pursuant to the resolution passed by the Board of Directors of TCPL Packaging Limited (hereinafter referred as "**the Company**") on 28<sup>th</sup> May 2024, I, Vijay Kumar Mishra, Partner of M/s. VKM & Associates, Practicing Company Secretaries, have been appointed as a Scrutinizer to receive, process and scrutinize the voting through electronic means ("**e-voting**") on the resolutions contained in the notice dated 28<sup>th</sup> May 2024 ("**Notice**") the Ministry of Corporate Affairs ("MCA") has vide its circular no 20/2020 dated May 5, 2020 read with circulars no. 14/2020 dated April 8, 2020, general circular no. 17/2020 dated April 13, 2020, general circular no. 20/2020 May 05, 2020 and 02/2022 dated 5<sup>th</sup> May, 2022, 10/2022 dated 28<sup>th</sup> December, 2022 and circular no. 09/2023 dated 25<sup>th</sup> September, 2023 issued by the Ministry of corporate affairs (MCA) and various circulars issued by Securities and Exchange Board of India (SEBI) the notice of AGM and Annual Report, including the Annual Financial Statements for the financial year 2023-2024 have been sent in electronic mode to the members permitted the holding of the Annual General Meeting ("AGM") through VC, without the physical presence of the Members at a common venue. In compliance with the provisions of Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of Company was held through VC.



The Registered office of the Company was deemed to be the venue for the AGM. The meeting was convened on Tuesday, 30<sup>th</sup> July, 2024 at 04:30 pm IST through VC. As scrutinizer, I have to scrutinize process of e-voting remotely before AGM (“**remote e-voting**”) and process of e-voting at AGM through electronic voting system (“**Insta e-voting**”).

B. Member’s approval was sought on the following Resolutions:

- 1) Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2024 and the Reports of the Board of Directors and the Auditors thereon (Ordinary Resolution).
- 2) Declaration of Dividend for the year ended 31st March 2024 (Ordinary Resolution).
- 3) Appointment of Mr. S G Nanavati (DIN: 00023526), Director retiring by rotation. (Ordinary Resolution).
- 4) Appointment of Mr. Vidur Kanoria (DIN: 08709462), Director retiring by rotation (Ordinary Resolution).
- 5) Re-appointment of Mr. K K Kanoria (DIN:00023328) as the Executive Chairman of the Company and fixing his term of Re-appointment and remuneration thereof (Special Resolution)
- 6) Re-appointment of Mr. Saket Kanoria (DIN: 00040801) as the Managing Director of the Company and fixing his term of Re-appointment and remuneration thereof (Special Resolution).
- 7) Re-appointment of Mr. Akshay Kanoria (Din: 07289528) as the Executive Director of the Company and fixing his term of Re-appointment and remuneration thereof (Special Resolution).
- 8) Ratification of remuneration of M/S. Kewlani & Associates Cost Accountants, appointed as the “Cost Auditors” of the Company for the financial year ending 31<sup>st</sup> March 2025 (Ordinary Resolution).



- C. As required under Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company completed dispatch of Annual Report on Thursday, 4<sup>th</sup> July, 2024 through electronic mode to those members whose email addresses are registered with the Company/Depositories, in compliance with the MCA circulars.
- D. The remote e-voting facility was provided by National Securities Depository Limited ("NSDL") for conducting remote e-voting by Shareholders of Company.
- E. The remote e-voting period commenced on Saturday, 27<sup>th</sup> July, 2024 (9:00 A.M. ) and ended on Monday, 29<sup>th</sup> July, 2024 (5:00 p.m.) and the NSDL e-voting platform was locked thereafter.
- F. The Company also provided Insta e-voting facility to the shareholders present at the AGM who had not cast their vote earlier.
- G. The shareholders of the Company holding shares as on the "cut-off" date of 23<sup>rd</sup> July, 2024 were entitled to vote on the resolutions as contained in the Notice of the AGM.
- H. After the closure of insta e-voting at the AGM, the report on voting done at the AGM and the votes cast under remote e-voting facility done prior to the AGM were unblocked, counted and the e-voting summary statement was downloaded from e-voting website of NSDL.
- I. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules thereunder, MCA Circulars and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 relating to remote e-voting prior and during the AGM on the resolutions contained in the notice of the AGM.
- J. My responsibility as a scrutinizer for the e-voting process (i.e., remote e-voting and Insta-e-voting) is restricted to making a Consolidated Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated Report as under on the result of the remote e-voting and voting by electronic voting system at the 36<sup>th</sup> AGM in respect of the said resolutions.



### **Resolution Item No. 1: Ordinary Resolution**

**Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2024 and the Reports of the Board of Directors and the Auditors thereon**

**(i) Voted in favour of resolution.**

Number of Members Voted	Number of votes cast by them	% of the total number of votes cast
85	5963606	99.99%

**(ii) Voted against the resolution.**

Number of Members Voted	Number of votes cast by them	% of the total number of votes cast
04	42	0.01%

**(iii) Invalid votes.**

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	N.A.



## Resolution No. 2: Ordinary Resolution

### Declaration of Dividend for the year ended 31st March 2024

**(i) Voted in favour of resolution.**

Number of Members Voted	Number of votes cast by them	% of the total number of votes cast
85	5963606	99.99

**(ii) Voted against the resolution.**

Number of Members Voted	Number of votes cast by them	% of the total number of votes cast
04	42	0.01%

**(iii) Invalid votes.**

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	N.A.



### **Resolution No. 3: Ordinary Resolution**

**Appointment of Mr. S G Nanavati (DIN: 00023526), Director retiring by rotation.**

**(i) Voted in favour of resolution.**

Number of Members Voted	Number of votes cast by them	% of the total number of votes cast
81	5963579	99.99%

**(ii) Voted against the resolution.**

Number of Members Voted	Number of votes cast by them	% of the total number of votes cast
08	69	0.001%

**(iii) Invalid votes.**

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
1	1500



**Resolution No. 4: Ordinary Resolution**

**Appointment of Mr. Vidur Kanoria (DIN: 08709462), Director retiring by rotation**

**(i) Voted in favour of resolution.**

Number of Members Voted	Number of votes cast by them	% of the total number of votes cast
80	5962679	99.98%

**(ii) Voted against the resolution.**

Number of Members Voted	Number of votes cast by them	% of the total number of votes cast
09	969	0.02%

**(iii) Invalid votes.**

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
1	114750



**Resolution No. 5: Special Resolution :**

**Re-appointment of Mr. K K Kanoria (DIN:00023328) as the Executive Chairman of the Company and fixing his term of Re-appointment and remuneration thereof**

**(i) Voted in favour of resolution.**

Number of Members Voted	Number of votes cast by them	% of the total number of votes cast
80	5962679	99.98%

**(ii) Voted against the resolution.**

Number of Members Voted	Number of votes cast by them	% of the total number of votes cast
09	969	0.02%

**(iii) Invalid votes.**

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
NIL	N.A





**Resolution No. 6: Special Resolution :**

**Re-appointment of Mr. Saket Kanoria (DIN: 00040801) as the Managing Director of the Company and fixing his term of Re-appointment and remuneration thereof**

**(i) Voted in favour of resolution.**

Number of Members Voted	Number of votes cast by them	% of the total number of votes cast
81	5963579	99.99%

**(ii) Voted against the resolution.**

Number of Members Voted	Number of votes cast by them	% of the total number of votes cast
08	69	0.01%

**(iii) Invalid votes.**

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
1	43004



**Resolution No. 7: Special Resolution :**

**Re-appointment of Mr. Akshay Kanoria (Din: 07289528) as the Executive Director of the Company and fixing his term of Re-appointment and remuneration thereof**

**(i) Voted in favour of resolution.**

Number of Members Voted	Number of votes cast by them	% of the total number of votes cast
80	5962679	99.98%

**(ii) Voted against the resolution.**

Number of Members Voted	Number of votes cast by them	% of the total number of votes cast
09	969	0.02%

**(iii) Invalid votes.**

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
1	114750



**Resolution No. 8: Ordinary Resolution :**

**Ratification of remuneration of M/S. Kewlani & Associates Cost Accountants, appointed as the “Cost Auditors” of the Company for the financial year ending 31st March 2025**

**(i) Voted in favour of resolution.**

Number of Members Voted	Number of votes cast by them	% of the total number of votes cast
82	5963584	99.99%

**(ii) Voted against the resolution.**

Number of Members Voted	Number of votes cast by them	% of the total number of votes cast
07	64	0.01%

**(iii) Invalid votes.**

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	N.A.



- K. The above Resolutions No.01 to No. 08 were passed with majority of Votes.
- L. All electronic data and relevant records of voting will remain in my Custody until the Chairman considers, approves and sign the Minutes of 36<sup>th</sup> Annual General meeting of the Company and after, the same will be handed over to CS Harish Anchan, Company Secretary of the Company for safe keeping.

Thanking you,

For VKM & ASSOCIATES  
Company Secretaries



(Vijay Kumar Mishra)  
Partner  
C.P.No.4279

**UDIN : F005023F000861991**  
**Place : Mumbai**  
**Date : 31/07/2024**

Countersigned by :  
For TCPL Packaging Limited,

HARISH  
ANCHAN



Digitally signed by HARISH ANCHAN  
Date: 2024.07.31 15:25:11 +05'30'

**Harish Anchan**  
**Company Secretary & Compliance Officer**