

VIJAY KUMAR MISHRA  
B.Com (Hons) ACA, ACS  
PARESH D PANDYA  
B.Com ACS

## 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 77368 ♦ E-mail : vkmassociates@yahoo.com

**Form No. : MGT -13**

**COMBINED SCRUTINIZER'S REPORT (E-VOTING & POLL)  
FOR TCPL PACKAGING LIMITED**

**To,  
The Chairman,  
TCPL Packaging Limited  
Empire Mills Compound,  
414, Senapati Bapat Marg.  
Lower Parel , Mumbai-13**

**Sub:** Passing of resolution through electronic and poll conducted at the 28<sup>th</sup> Annual General Meeting of TCPL Packaging Limited ("The Company") held on 12<sup>th</sup> August, 2016.

The Board of the Company at its meetings held on 27<sup>th</sup> May 2016 has appointed me as a Scrutinizer for the e-voting held between Monday, 08th August 2016 (09.00 A.M.) to Thursday, 11th August 2016 (05.00 P.M.) and the Chairman of the company has appointed us as Scrutinizer for the poll held at the 28<sup>th</sup> AGM of the Company on 12<sup>th</sup> August, 2016.

The Company has appointed Central Depository Services Limited (CDSL) as the service provider, for extending the facilities of E-voting to the shareholder of the Company from Monday, 08th August 2016 (09.00 A.M.) to Thursday 11<sup>th</sup> August 2016 (05.00 P.M.). The E-voting results were unblocked by me on 12<sup>th</sup> August, 2016 in the presence of two witnesses. For further details kindly refer my scrutinizer report dated 13<sup>th</sup> August, 2016 attached herewith.

At the 28<sup>th</sup> Annual General Meeting of the Company held on 12<sup>th</sup> August, 2016, the Chairman of the Company has *suo motto* called for a poll to facilitate the member present in the meetings who could not participate in the e-voting to record their votes through the poll process. The chairman of the Annual General Meeting had appointed



us as a Scrutinizer for the same. For further details please refer my Scrutinizer report in Form MGT-13 dated 12<sup>th</sup> August, 2016.

In case of Poll voting at AGM

1. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in my/our presence with due identification marks placed by me/us.

2. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

4. The result of e-voting along with that of the Poll is as under:

Agenda Item No. of Notice	Particulars of Business	Votes in Favor of the Resolutions		Votes Against the Resolutions		Invalid Votes
		Nos.	% age	Nos.	% age	
Item No.1 Adoption of Audited Account for year ended 31st March 2016 and the Reports of the Board of Directors and the Auditors thereon.	E-voting	50,86,059	100%	0	0	-
	Number of Members voting	23	100%	0	0	-
	Poll	1,128	100%	0	0	2
	Number of Members voting	30	100%	0	0	1
	Total	50,87,187	100%	0	0	-
Item No.2 Declaration of Dividend for the financial year ended 31 <sup>st</sup> March, 2016	E-voting	50,86,059	100%	0	0	-
	Number of Members voting	23	100%	0	0	-
	Poll	1,128	100%	0	0	2



	Number of Members voting	30	100%	0	0	1
	Total	50,87,187	100%	0	0	-
Item No.3 of To Re-appointment of Mr. S G. Nanavati who is retiring by rotation and eligible for re-appointment.	E-voting	50,86,059	100%	0	0	-
	Number of Members voting	23	100%	0	0	-
	Poll	1,128	100%	0	0	2
	Number of Members voting	30	100%	0	0	1
	Total	50,87,187	100%	0	0	-
Item No.4 of Re- appointment of retiring Statutory Auditors M/s. Shah Gupta & Co. to hold office for the financial year 2016-17.	E-voting	50,86,059	100%	0	0	-
	Number of Members voting	23	100%	0	0	-
	Poll	1,126	99.64%	2	0.17%	2
	Number of Members voting	29	96.56%	1	3.44%	1
	Total	50,87,185	100%	2	0	-
Item No.5 Re- appointment of Mr. K.K Kanoria as Executive chairman and Whole Time Director of the Company.	E-voting	50,86,059	100%	0	0	-
	Number of Members voting	23	100%	0	0	-
	Poll	1,128	100%	0	0	2



	Number of Members voting	30	100%	0	0	1
	Total	50,87,187	100%	0	0	-
Item No.6 Re-appointment of Mr.Saket Kanoria as Managing Director of the Company	E-voting	50,86,059	100%	0	0	-
	Number of Members voting	23	100%	0	0	-
	Poll	1,128	100%	0	0	2
	Number of Members voting	30	100%	0	0	1
	Total	50,87,187	100%	0	0	-
Item No.7 Appointment of Mr.Akshay Kanoria as Executive Director of the Company	E-voting	50,86,059	100%	0	0	-
	Number of Members voting	23	100%	0	0	-
	Poll	1,128	100%	0	0	2
	Number of Members voting	30	100%	0	0	1
	Total	50,87,187	100%	0	0	-
Item No.8 To fix limit for Sale, Mortgage and Creation of Charges on property of company which shall not exceeds Rs. 400crore.	E-voting	50,86,059	100%	0	0	-
	Number of Members voting	23	100%	0	0	-
	Poll	1,128	100%	0	0	2
	Number of Members voting	30	100%	0	0	1



	Total	50,87,187	100%	0	0	-
Item No.9 To Increase the Borrowing Limits of company Under section 180(1)(c) which shall not exceed Rs. 300crore.	E-voting	50,86,059	100%	0	0	-
	Number of Members voting	23	100%	0	0	-
	Poll	1,128	100%	0	0	2
	Number of Members voting	30	100%	0	0	1
	Total	50,87,187	100%	0	0	-

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you

Date: 13. 08.2016  
Place: Mumbai

For VKM & ASSOCIATES  
Practising Company Secretaries




(Vijay Kumar Mishra)  
Partner