



CIN: L22210MH1987PLC044505

Registered Office: Empire Mills Complex, 414 Senapati Bapat Marg, Lower Parel,
Mumbai 400 013

Email:- tcpl@tcpl.in, website:- www.tcpl.in

Tele:- +91 22 61646000, Fax:- +91 22 24935893

NOTICE is hereby given that an Extra-Ordinary General Meeting of the Members of TCPL Packaging Limited will be held on Wednesday, August 9, 2017, at Sunville Deluxe Pavilion, 9 Dr. Annie Besant Road, Worli, Mumbai 400018 (Road Map for the same is also enclosed along with the Notice) at 5.30 p.m. or immediately after conclusion of 29th Annual General Meeting of the Company, whichever is earlier, to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1- ISSUE OF EQUITY SHARES ON A PREFERENTIAL ALLOTMENT / PRIVATE PLACEMENT BASIS

To consider and, if thought fit, to pass, with or without modification, the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to: (i) the provisions of Sections 42 and 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the **“CA 2013”**); and in accordance with the provisions of the Memorandum and Articles of Association of the Company (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009, as amended (**“ICDR Regulations”**); (iii) and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015, (iv) any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, stock exchange and/or any other statutory / regulatory authority; (v) the Listing Agreement entered into by the Company with the stock exchange, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, issue, offer and allot 4,00,000 (Four Lakhs) equity shares of the Company of the face value of ₹10 (Rupees Ten) each (**“Equity Shares”**) on preferential allotment/private placement basis, at a price of ₹600 (Rupees Six Hundred) (including a premium of ₹590 (Rupees Five Hundred Ninety) per Equity Share aggregating to ₹24,00,00,000 (Rupees Twenty Four Crores) in accordance with ICDR Regulations, to the following subscribers:

SR. No.	Details of Subscriber	Number of Equity Shares	Consideration
1	DSP BlackRock Core Fund 10 th Floor, Mafatlal Centre, Nariman Point, Mumbai 400 021 Permanent Account Number AACTD4917H	3,00,000	18,00,00,000
2	V.E.C Indian Special Situations Master Fund Ltd Maples Corporate Services Limited, P.O. Box 309, Uglan House, Grand Cayman, KY11104, Cayman Islands Permanent Account Number AAFV0725P	59,000	3,54,00,000
3	V.E.C Strategic Value Fund, 51, Maker Chambers VI, Nariman Point, Mumbai 400 021 Permanent Account Number AACTV3980G	41,000	2,46,00,000
	TOTAL	4,00,000	24,00,00,000

(collectively known as **“Subscribers”**), on a preferential basis through private placement.

“RESOLVED FURTHER THAT in accordance with the provisions of ICDR Regulations, the **“Relevant Date”** for the purpose of determination of the price of the Equity Shares to be issued and allotted as above shall be July 10, 2017, being the date falling 30 (thirty) days prior to the date of this Extraordinary General Meeting being held on August 9, 2017 to approve this offer.”

“RESOLVED FURTHER THAT the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects.”

“RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the statutory auditors of the Company certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.”

“RESOLVED FURTHER THAT pursuant to the provisions of the CA 2013, the names of the Subscribers be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Subscribers inviting the Subscribers to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initialed by the Chairman for the purpose of identification and consent of the Company is hereby accorded to the issuance of the same to the Subscribers inviting the Subscribers to subscribe to the Equity Shares.”

“RESOLVED FURTHER THAT the monies received by the Company from the Subscriber for application of the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account opened by the Company with Citi Bank N.A. D N Road, Fort, Mumbai 400 001 Branch and shall be utilized by the Company in accordance with Section 42 of the CA 2013.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of the Equity Shares, Mr. Saket Kanoria, Managing Director and Mr. S G Nanavati, Executive Director of the Company, be and are hereby jointly and severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, stabilizing agent, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.** A person can act as

a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. A proxy in order to be valid, must be signed, dated, properly stamped and deposited either in person or through the post so as to reach the Company at its Registered Office at least 48 hours before the commencement of the meeting.
3. The relevant Statement pursuant to the provisions of Section 102 (1) of the Companies Act, 2013 in respect of the special business items (no. 1) is annexed hereto.
4. Attached is a Proxy Form with instructions for filling, stamping, signing and depositing the Proxy Form.
5. Corporate members are requested to send a duly certified copy of the Board resolution authorizing their representative to attend and vote at the meeting.
6. Members/Proxies should fill in the attendance slip for attending the meeting and carry the same to the meeting.
7. The Board of Directors, at their meeting held on July 15, 2017, has appointed Mr. Vijay Mishra, Practicing Company Secretary, as Scrutinizer for conducting the e-voting and poll process in a fair and transparent manner.
8. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. The e-voting instructions have been given below explaining the process of remote e-voting with necessary user id and password along with procedure for such e-voting. Such remote e-voting facility is in addition to voting that may take place at the meeting venue on August 9, 2017.
9. Please note that the Members can opt for only one mode of voting i.e., either by voting at the meeting or e-voting. If Members opt for e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting may also attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again.
10. A Member cannot exercise his vote by proxy on e-voting.
11. The e-voting period commences on Sunday, August 6, 2017 (9.00 a.m. IST) and ends on Tuesday August 8, 2017 (5.00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. August 2, 2017, may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
12. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of August 2, 2017. Any person who is in receipt of this notice but is not a member as on the cut-off date i.e. August 2, 2017 should treat this notice for information purpose only.
13. Any person who acquires shares of the Company and becomes a shareholder of the Company after dispatch of Notice of this Extra-Ordinary General Meeting and holds shares as on the cut-off date i.e. August 2, 2017, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if such person is already holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
14. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

15. The particulars as required by Rule 20 of the Companies (Management and Administration) Rules, 2014 shall be published through an advertisement in the following newspapers: (i) Financial Express in English and (ii) Loksatta, in Marathi having wide circulation in the district where the registered office of the Company is situated.
16. The Scrutinizer will submit his report to the Chairman/Managing Director after the completion of scrutiny, and the result of the voting will be announced on or before August 11, 2017 at the registered office of the Company and will also be displayed on the Company's website (www.tcpl.in), and communicated to the Stock Exchange where the shares of the Company are listed, Depositories, Registrar and Share Transfer Agent on the said date. The result of the voting will also be published in the newspapers.
17. The Board of Directors has appointed the Company Secretary as the person responsible for this process.
18. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID numbers and members who hold shares in physical form are requested to write their folio numbers in the attendance slip for attending the meeting.
19. Members are requested to notify any change of their address to the Company's Registrars and share transfer agent.
M/s. Link Intime India Pvt Ltd.
C 101, 247 Park, L B S Marg, Vikhroli (West),
Mumbai 400 083
Tel No: +91 22 49186270
Fax No. +91 22 49186060
Email : rnt.helpdesk@linkintime.co.in
20. The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing companies to send documents to their shareholders in the electronic mode. Pursuant to Sections 101 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies are permitted to serve communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. To support this green initiative and to receive communications from the Company in electronic mode, members who have not registered their e-mail addresses and are holding shares in physical form are requested to contact the Share Transfer Agent of the Company and register their email-id. Members holding shares in demat form are requested to register/ update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.
21. Members may also note that this notice will be available on the Company's website: www.tcpl.in. Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting. Additionally, copies of the relevant documents are available for inspection at the registered office of the Company at Empire Mills Complex, 414 Senapati Bapat Marg, Lower Parel, Mumbai 400 013 and will also be made available at the Meeting.
22. Information and other instructions relating to e-voting are as under:

INSTRUCTIONS FOR E-VOTING

The instructions for members for voting electronically are as under:-

- (i) The e-voting period begins on Sunday, 6th August, 2017 (9.00 a.m.) and ends on Tuesday, 8th August, 2017 (5.00 p.m.). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. 2nd August, 2017, may cast their votes 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.
- (iii) Click on “Shareholders / Members” tab.
- (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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (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 and voted on an earlier 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 Members 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"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in Demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members 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 of TCPL Packaging Limited.
- (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 out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed 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 available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxi) The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by e-voting shall be able to exercise their right at the meeting through ballot paper.
- (xxii) Kindly note that the shareholders can opt only one mode of voting, i.e. either physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical ballot also and vice-versa. However, in case shareholders cast their votes by physical ballot as well as through e-voting, then votes cast through e-voting shall prevail and votes cast through postal ballot form shall be considered invalid.
- (xxiii) The results alongwith the Scrutinizers Report shall be placed on the website of the Company www.tcpl.in and on the Website of CDSL www.evotingindia.com and shall also be communicated to the Stock Exchange where the shares of the Company are listed.

By Order of the Board
For TCPL Packaging Limited

Date: 15.07.17
Place: Mumbai

Harish Anchan
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 - Issue of Equity Shares to the Subscribers on a Preferential Allotment / Private Placement Basis

The Company proposes to make a preferential allotment of equity shares to:

SR. No.	Details of Subscriber	Number of Equity Shares	Consideration
1	DSP BlackRock Core Fund 10th Floor, Mafatlal Centre, Nariman Point, Mumbai 400 021 Permanent Account Number AACTD4917H	3,00,000	18,00,00,000
2	V.E.C Indian Special Situations Master Fund Ltd Maples Corporate Services Limited, P.O. Box 309, Ugland House, Grand Cayman, KY11104, Cayman Islands Permanent Account Number AAFCV0725P	59,000	3,54,00,000
3	V.E.C Strategic Value Fund, 51, Maker Chambers VI, Nariman Point, Mumbai 400 021 Permanent Account Number AACTV3980G	41,000	2,46,00,000
	TOTAL	4,00,000	24,00,00,000

(collectively known as "**Subscribers**"), on a private placement basis, which has been approved by the Board of Directors of the Company at its meeting held on 15.07.2017

Approval of the members by way of special resolution is required inter alia in terms of Sections 42 and 62(1)(c) of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (collectively, the "**CA 2013**") as well as the Securities and Exchange Board of India, as amended (Issue of Capital and Disclosure Requirement) Regulations, 2009 ("**ICDR Regulations**").

Therefore, in terms of said sections, rules and regulations, consent of the Members is being sought for the issue and allotment of 4,00,000 equity shares of the Company, having a face value of ₹10 (Rupees Ten only) each at a price of ₹600 (Rupees Six Hundred) (including a premium of ₹590 Rupees Five Hundred Ninety) per Equity Share aggregating to ₹24,00,00,000 (Rupees Twenty Crores Only) ("**Equity Shares**"), on a preferential basis to the Subscribers, entitling the Subscribers to subscribe to and be allotted the Equity Shares, not later than 15 (fifteen) days from the date of passing of this special resolution by the members.

In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and the aforesaid ICDR Regulations, the relevant disclosures / details are given below:

Objects of the Preferential Issue:

To meet general business requirements addressing Working Capital needs as well as expansion of Business activities. Therefore, the Company has proposed the Issue of Shares on Preferential Basis to selected person to meet its capital requirements in due course

The total number of equity shares to be issued

4,00,000 (Four Lakhs) Equity Shares.

Terms of Issue of the Equity Shares, if any.

The Equity Shares allotted in terms of this resolution shall rank pari passu with existing equity shares of the Company in all respects.

Relevant Date

The relevant date as per the ICDR Regulations for the determination of the price per equity share pursuant to the preferential allotment is July 10, 2017 ("**Relevant Date**") (i.e. 30 days prior to the date of proposed EGM which is August 09, 2017, to approve the proposed preferential issue).

Pricing of Preferential Issue:

The price of equity shares to be issued is fixed at ₹ 600 per equity share of ₹10/- each in accordance with the price determined in terms of Regulation 76 of the ICDR Regulations.

Basis on which the price has been arrived at:

The Company is listed on BSE Limited and the equity shares of the Company are frequently traded in accordance with Regulation 71A of the ICDR Regulations.

In terms of ICDR Regulations, the equity shares shall be allotted at a price not less than higher of the following:

- Average of the weekly high and low of the volume weighted average prices of the equity shares of the Company quoted on the stock exchange, during the twenty six weeks preceding the Relevant Date or
- Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the stock exchange, during the two weeks preceding the Relevant Date.

Accordingly, price per equity share of ₹ 600 /- per equity share is higher than the price of ₹ 599.28 which has been calculated in accordance with the above provisions.

Since the equity shares of the Company have been listed on the recognized stock exchange for a period of more than 26 weeks prior to the Relevant Date, the Company is not required to re-compute the price per equity share.

Intention of promoters / directors / key managerial personnel to subscribe to the offer:

None of the promoters, directors or key managerial personnel intend to subscribe to the proposed issue.

The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/ or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control

Sr. No.	Details of Subscriber	Category / Class of Subscriber	Pre Issue % holding	Number of Equity Shares proposed to be allotted	Post Issue % holding	Beneficial Ownership
1	DSP BlackRock Core Fund 10th Floor, Mafatlal Centre, Nariman Point, Mumbai 400 021 Permanent Account Number AACTD4917H	Alternative Investment Fund Category III	-	3,00,000	3.30	Beneficial ownership is with close end fund of DSP BlackRock Alternative Fund Category III, the fund was set up as Trust under the Indian Trust Act and DSP BlackRock Trustee Company Pvt Ltd is the de jure owner of the Fund. The ultimate control is with DSP BlackRock Investment Managers Pvt Ltd. which is an Asset Management Company, set up under the Companies Act, 1956 and authorized by SEBI to act as Asset Management Company to the schemes of DSP BlackRock Mutual Fund
2	V.E.C Indian Special Situations Master Fund Ltd Maples Corporate Services Limited, P.O. Box 309, Uglan House, Grand Cayman, KY11104, Cayman Islands Permanent Account Number AAFCV0725P	Foreign Portfolio Investor Category III	-	59,000	0.65	The Beneficial Owners are V.E.C Indian Special Situations Fund Ltd and V.E.C Indian Special Situations Fund LLC. The Directors of VEC Indian Special Situation Master Fund Ltd are Ms. Cassandra Powell and Ms. Leanne Golding.
3	V.E.C Strategic Value Fund 51, Maker Chambers VI, Nariman Point, Mumbai 400 021 Permanent Account Number AACTV3980G	Alternative Investment Fund Category III	-	41,000	0.45	V.E.C Strategic Value Fund is controlled by Vistra ITCL (India) Limited (trustee to V.E.C Alternative Investment fund – V.E.C Strategic Value Fund)
	Total			4,00,000	4.40	

The pre issue and post issue shareholding pattern of the Company:

SR. NO.	CATEGORY	PRE ISSUE*		POST ISSUE	
		No. of Shares Held	% of Share Holding	No. of Shares Held	% of Share Holding
A	Promoters' holding :				
1	Indian :				
	Individual	747621	8.59	747621	8.22
	Bodies Corporate	4324353	49.71	4324353	47.52
	Sub Total	5071974	58.30	5071974	55.74
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	5071974	58.30	5071974	55.74
B	Non-Promoters' holding :				
1	Institutional Investors	4425	0.05		
2	Non-Institution Investors			4028026	44.26
	Private Corporate Bodies	480833	5.53		
	Directors and Relatives	1500	0.02		
	Indian Public	2974966	34.20		
	Others (Including NRIs)	166302	1.91		
	Sub Total (B)	3628026	41.70		
	GRAND TOTAL (A+B)	8700000	100	9100000	100

* As on June 30, 2017.

Proposed time within which the allotment shall be completed:

As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), as the case may be.

No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the year, no preferential allotment has been made to any person.

Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in management or control of the Company pursuant to the issue of the equity shares.

The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable.

Lock in period:

The proposed allotment of the equity shares, shall be subject to a lock-in as per the requirements of ICDR Regulations.

Auditors certificate:

A certificate from Statutory Auditors of the Company, certifying that the issue of equity shares is being made in accordance with requirements of ICDR Regulations shall be placed before the general meeting of the shareholders.

Relevant documents are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting. Additionally, copies of the relevant documents are available for inspection at the corporate office of the Company and will also be made available at the Meeting.

The Board of Directors of the Company believe that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolution for your approval.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution, except as holders of shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company.

By Order of the Board
For TCPL Packaging Limited

Harish Anchan
Company Secretary

Date: 15.07.17

Place: Mumbai

TCPL PACKAGING LIMITED

CIN: L22210MH1987PLC044505

Registered Office: Empire Mills Complex, 414 Senapati Bapat Marg, Lower Parel, Mumbai 400 013

Email:- tcpl@tcpl.in, website:- www.tcpl.in

Tele:- +91 22 61646000, Fax:- +91 22 24935893

Please complete this attendance slip and hand it over at the entrance of the meeting hall

Registered Folio No. / DP ID No./Client ID No.	
Name and Address of the Member(s)	
Joint Holder 1	
Joint Holder 2	

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company at Sunville Deluxe Pavilion, 9 Dr. Annie Besant Road, Worli, Mumbai 400018 on Wednesday, August 9, 2017 at 5.30 p.m. or immediately after the conclusion of 29th Annual General Meeting of the Company, whichever is earlier.

.....

Member's/Proxy's name in Block Letters Member's/Proxy's Signature
 PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL.

(Tear Here)

PROXY FORM
FORM MGT-11

(Pursuant to section 105 (6) of the Companies Act, 2013
 and Rule 19 (3) of the Companies (Management and Administration)
 Rules, 2014)

TCPL PACKAGING LIMITED

CIN: L22210MH1987PLC044505

Registered Office: Empire Mills Complex, 414 Senapati Bapat Marg, Lower Parel, Mumbai 400 013

Email:- tcpl@tcpl.in, website:- www.tcpl.in

Tele:- +91 22 61646000, Fax:- +91 22 24935893

Name of the member(s)	
Registered address	
Email ID:	
Folio No /	
Client ID / DP ID:	

I/We, being the member (s) of TCPL Packaging Limited holding _____ shares of the TCPL Packaging Limited, hereby appoint:

1	Name		
	Address		
	Email Id		Or failing him
	Signature		
2	Name		
	Address		
	Email Id		Or failing him
	Signature		
3	Name		
	Address		
	Email Id		Or failing him
	Signature		

and whose signature are appended below, as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Wednesday, August 9, 2017, at 5.30. p.m., immediately after conclusion of 29th Annual General Meeting of the Company, whichever is earlier, at Sunville Deluxe Pavilion, 9 Dr. Annie Besant Road, Worli, Mumbai 400018 and at any adjournment thereof in respect of such resolutions as is indicated below:

Resolution	For	Against
ISSUE OF EQUITY SHARES ON A PREFERENTIAL ALLOTMENT / PRIVATE PLACEMENT BASIS		

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	User Id	Password
170713009		

Signed this ____ day of _____ 2017 Signature of Members : _____ Signature of Proxy Holder (s): _____	<div style="border: 1px solid black; padding: 5px; width: fit-content; margin: auto;"> Affix revenue stamp </div>
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NOTES:

- 1) **This Proxy Form in order to be effective should be completed and deposited at the Registered Office of the Company not less than 48 before the commencement of the Extra-Ordinary General Meeting.**
- 2) A proxy need not be a member of the Company.
- 3) A person cannot act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
- 4) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- 5) In the case of joint holders, the signature of any one holder will be sufficient but names of all the joint holders should be stated
- 6) The remote e-voting period starts from 9.00 a.m. on Sunday, August 6, 2017 and ends at 5.00 p.m. on Tuesday, August 8, 2017. The remote e-voting module shall be disabled by CDSL for voting thereafter.

