

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

FORM NO. : MGT-13

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

To,
The Chairman,
Annual General Meeting of
TCPL Packaging Limited
Empire Mills Complex 414,
Senapati Bapat Marg, Lower
Parel Mumbai-400013.

Subject: Scrutinizer's Report - Combined Report on E-Voting and Poll process

Ref: M/s. TCPL Pacakaging Limited (CIN: L22210MH1987PLC044505)

Annual General Meeting held on 09/08/2017 at 04:30 PM (the AGM)

Dear Sir,

We were appointed as scrutinizer vide Board Resolution dated 16/05/2017 to act as such for e-voting and poll in the 29th Annual General Meeting in respect of the resolution proposed to be passed therein and to report result thereon.

Pursuant to board resolution of our appointment of scrutinizer and in compliance of the provisions of section 108 and 109 of the Companies Act, 2013 (the Act) and any other applicable sections of the Act read with rule 20 and 21 of the Companies (Management and



Administration) Rules, 2014 (including amendments) (the Rules), we have completed scrutiny of the e-voting and poll process of the 29th Annual General Meeting. At the request of the management, we hereby submit my combined report on e-voting and poll as under:

1. The Company had completed the dispatch of notice to its members on 17th July, 2017, through speed post, whose e-mail ID was not registered with the Company or its Registrar and Transfer Agent (RTA) & who has requested for physical copy of Annual Report and sent an email copy of notice of meeting through Central Depository Services Limited (CDSL) along with the details of login ID and password to its members whose email ID was registered with the Company or its RTA/ Depository.
2. The cut-off date for sending of notice and annual report is 23rd June, 2017.
3. The shareholders of the Company were given option to vote on resolution either in the Annual General Meeting through physical ballot forms or by e-voting. Copy of ballot forms was arranged at venue of the general meeting for members. Shareholders who had opted for e-voting facility casted their votes on the designated website <https://www.evotingindia.com/> of CDSL and were not allowed voting in physical ballot.
4. All votes casted electronically through CDSL portal from Sunday, 06/08/2017 at 09:00 AM (IST) up to Tuesday, 08/08/2017 at 05:00 PM (IST), the last date and time fixed by the Company, for casting of votes were considered for my scrutiny.
5. At the Annual General Meeting, ballot box was kept for polling which were initially shown to members and sealed in my presence.
6. The locked ballot box was subsequently opened in presence of two independent persons, who are not employees of the Company, who have signed a statement enclosed with this report to that effect; and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar &



Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.

7. CDSL has provided me access to the records in pursuance of rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2015 so as to ensure the members who have availed the facility of e-voting have not again voted in the Annual General Meeting.
8. Total of 62 members were present in which 19 members casted their votes under poll conducted in the general meeting and 30 members casted their vote through remote e-voting.
9. A summary of the votes casted Electronically as well as under Poll in the AGM are as follows;

Item no. 1 Approval of financial account of company;

To receive, consider, approve and adopt the audited Financial Statement for the Financial Year ended 31st March, 2017 and the Reports of the Board of Directors and the Auditors thereon;

Sr. No.	Particulars of e-voting and poll process	Electronic	Poll	Total
a	Total number of form received/ members voted	30	19	49
b	Less: Invalid number of forms received/ members voted	0	1	1
c	Net valid number of form received/ Members voted	30	18	48
d	Total number of votes cast	50,05,656	26,025	50,31,681
e	Less: Number of invalid votes cast	0	10	10
f	Net valid number of votes cast	50,05,656	26,015	50,31,671
g	Total number of votes with assent for resolution	50,05,653	26,015	50,31,668



h	Total number of votes with dissent for resolution	3	0	3
i	% of votes cast in favour of the resolution	99.99%	100%	99.99%
j	% of votes cast against the resolution	0.01%	0%	0.01%

Item no. 2 Declaration of final Dividend:

To declare Dividend for the year ended 31st March, 2017;

Sr. No.	Particulars of e-voting and poll process	Electronic	Poll	Total
a	Total number of form received/ members voted	30	19	49
b	Less: Invalid number of forms received/ members voted	0	1	1
c	Net valid number of form received/ Members voted	30	18	48
d	Total number of votes cast	50,05,656	26,025	50,31,681
e	Less: Number of invalid votes cast	0	10	10
f	Net valid number of votes cast	50,05,656	26,015	50,31,671
g	Total number of votes with assent for resolution	50,05,653	26,015	50,31,668
h	Total number of votes with dissent for resolution	3	0	3
i	% of votes cast in favour of the resolution	99.99%	100%	99.99%
j	% of votes cast against the resolution	0.01%	0	0.01%

Item no. 3 Appointment of Director retire by rotation:

To appoint Director in place of Mr. Rishav Kanoria (DIN: 05338165), who retires by rotation and been eligible, offers himself for re-appointment;

Sr. No.	Particulars of e-voting and poll process	Electronic	Poll	Total
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a	Total number of form received/ members voted	30	19	49
b	Less: Invalid number of forms received/ members voted	0	1	1
c	Net valid number of form received/ Members voted	30	18	48
d	Total number of votes cast	50,05,656	26,025	50,31,681
e	Less: Number of invalid votes cast	0	10	10
f	Net valid number of votes cast	50,05,656	26,015	50,31,671
g	Total number of votes with assent for resolution	50,05,498	26,015	50,31,513
h	Total number of votes with dissent for resolution	158	0	158
i	% of votes cast in favour of the resolution	99.99%	100%	99.99%
j	% of votes cast against the resolution	0.01%	0%	0.01%

Item no. 4 Appointment of Statutory Auditor of the Company;

To appoint M/s. Singhi and Co, Chartered Accountants, Mumbai (Firm Registration No.: 302049E) as a statutory auditor of the company from the conclusion of this Annual General Meeting till the conclusion of 34th Annual General Meeting;

Sr. No.	Particulars of e-voting and poll process	Electronic	Poll	Total
a	Total number of form received/ members voted	30	19	49
b	Less: Invalid number of forms received/ members voted	0	1	1
c	Net valid number of form received/ Members voted	30	18	48
d	Total number of votes cast	50,05,656	26,025	50,31,681
e	Less: Number of invalid votes cast	0	10	10
f	Net valid number of votes cast	50,05,656	26,015	50,31,671
g	Total number of votes with assent for resolution	50,05,653	26,015	50,31,668



h	Total number of votes with dissent for resolution	3	0	3
i	% of votes cast in favour of the resolution	99.99%	100%	99.99%
j	% of votes cast against the resolution	0.01%	0	0.01%

Item no. 5 Re-appointment of Mr. S. G. Nanavati (DIN: 00023526) as Director of the Company;

Re-appointment of Mr. S. G. Nanavati (DIN: 00023526) as Executive Director of the Company and fixing his term of appointment and remuneration thereof;

Sr. No.	Particulars of e-voting and poll process	Electronic	Poll	Total
a	Total number of form received/ members voted	30	19	49
b	Less: Invalid number of forms received/ members voted	0	1	1
c	Net valid number of form received/ Members voted	30	18	48
d	Total number of votes cast	50,05,656	26,025	50,31,681
e	Less: Number of invalid votes cast	0	10	10
f	Net valid number of votes cast	50,05,656	26,015	50,31,671
g	Total number of votes with assent for resolution	50,05,498	26,015	50,31,513
h	Total number of votes with dissent for resolution	158	0	158
i	% of votes cast in favour of the resolution	99.99%	100%	99.99%
j	% of votes cast against the resolution	0.01%	0%	0.01%

Item no. 6 Adoption of new Article of Association of the company as per Company Act, 2013;

To adopt new draft Articles of Association of the Company in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company;




Sr. No.	Particulars of e-voting and poll process	Electronic	Poll	Total
a	Total number of form received/ members voted	30	19	49
b	Less: Invalid number of forms received/ members voted	0	1	1
c	Net valid number of form received/ Members voted	30	18	48
d	Total number of votes cast	50,05,656	26,025	50,31,681
e	Less: Number of invalid votes cast	0	10	10
f	Net valid number of votes cast	50,05,656	26,015	50,31,671
g	Total number of votes with assent for resolution	50,05,653	26,015	50,31,668
h	Total number of votes with dissent for resolution	3	0	3
i	% of votes cast in favour of the resolution	99.99%	100%	99.99%
j	% of votes cast against the resolution	0.01%	0	0.01%

10. I am pleased to inform you that the Ordinary Resolution in Item No. 1 to Item No. 5 and Special Resolution in Item No. 6 of the notice dated 16/05/2017 has been duly passed with requisite majority and special majority.
11. Accordingly, you may take on record the result of the remote e-voting and poll process in the AGM as described above and declare the results.
12. I have issued separate reports of e-voting and poll conducted at the AGM of even date.



13. I have kept the register of assent or dissent in electronic mode as well as physical mode for recording votes under remote e-voting and poll process in the AGM. The same shall be handed over to Mr. S. G. Nanavati, Executive_Director for the purpose of safe keeping in compliance with the provisions of the Companies Act, 2013 and rules made there under.


Vikash Jain
In presence


Sagar Shah
In presence

Thanking you

Date: 10/08/2017
Place: Mumbai

For VKM & ASSOCIATES
Practising Company Secretaries




(Vijay Kumar Mishra)
Partner

E-VOTING SUMMARY

ELECTRONIC VOTING FROM SUNDAY, 06/08/2017 {09:00 AM IST} TO TUESDAY, 08/08/2017 (05:00 PM IST)

EVEN	ISIN	ISIN NAME	START DATE	END DATE	RESULT DATE
	INE822C01015	TCPL PACKAGING LIMITED	06/08/2017	08/08/2017	10/08/2017

Resolution No	Option Name	Option ID	Voters Count	Vote Count
1. Approval of financial account of company	I/ We assent to the resolution	1	27	50,05,653
	I/ We dissent to the resolution	2	3	3

Resolution No	Option Name	Option ID	Voters Count	Vote Count
2. Declaration of final Dividend	I/ We assent to the resolution	1	27	50,05,653
	I/ We dissent to the resolution	2	3	3

Resolution No	Option Name	Option ID	Voters Count	Vote Count
3. Appointment of Director retire by rotation	I/ We assent to the resolution	1	26	50,05,498
	I/ We dissent to the resolution	2	4	158

Resolution No	Option Name	Option ID	Voters Count	Vote Count
4. Appointment of Statutory Auditor of the Company	I/ We assent to the resolution	1	27	50,05,653
	I/ We dissent to the resolution	2	3	3



Resolution No	Option Name	Option ID	Voters Count	Vote Count
5. Re-appoint. of Mr S. G. Nanavati (DIN: 00023526) as Director of the Company	I/ We assent to the resolution	1	26	50,05,498
	I/ We dissent to the resolution	2	4	158

Resolution No	Option Name	Option ID	Voters Count	Vote Count
6. Adoption of new AOA as per Company Act, 2013	I/ We assent to the resolution	1	27	50,05,653
	I/ We dissent to the resolution	2	3	3

SUMMARY OF POLL

REF: ANNUAL GENERAL MEETING HELD ON 09/08/2017

Resolution No	Option Name	Voters Count	Vote Count
1. Approval of financial account of company	In assent	18	26,015
	In dissent	0	0

Resolution No	Option Name	Voters Count	Vote Count
2. Declaration of final Dividend	In assent	18	26,015
	In dissent	0	0

Resolution No	Option Name	Voters Count	Vote Count
3. Appointment of Director retire by rotation	In assent	18	26,015
	In dissent	0	0

Resolution No	Option Name	Voters Count	Vote Count
4. Appointment of Statutory Auditor of the Company	In assent	18	26,015
	In dissent	0	0



Resolution No	Option Name	Voters Count	Vote Count
5. Re-appoint. of Mr. S. G. Nanavati (DIN: 00023526) as Director of the Company	In assent	18	26,015
	In dissent	0	0

Resolution No	Option Name	Voters Count	Vote Count
6. Adoption of new AOA as per Company Act, 2013	In assent	18	26,015
	In dissent	0	0

Thanking you

For VKM & ASSOCIATES
Practising Company Secretaries

Date: 10/08/2017
Place: Mumbai



(Handwritten Signature)

(Jay Kumar Mishra)
Partner