



Empire Mills Complex
414, Senapati Bapat Marg,
Lower Parel
Mumbai 400013, India.
Tel : +91 22 61646000
Fax : +91 22 24935893
Email : tcpl@tcpl.in
Website : www.tcpl.in
CIN: L22210MH1987PLC044505

27th March, 2019

The Bombay Stock Exchange Ltd
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001
Security Code:-523301

The National Stock Exchange of India Ltd
Exchange Plaza, Plot No. C/1, G Block
Bandra Kurla Complex,
Bandra East, Mumbai 400 051
Trading Symbol:- TCPLPACK

Dear Sir(s),

Re: Compliance under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

This is further to our letter dated 22.02.2019 enclosing therewith Postal Ballot Notice ("Notice") dated 11.02.2019 along with Explanatory Statement and the Postal Ballot Form, for seeking approval of the shareholders of the Company for businesses as specified in the Notice.

In connection with the above, please find enclosed the following:

1. Voting results pursuant to Regulation 44 of Listing Regulations; and
2. Scrutinizer's Report on voting through Postal ballot (including voting by electronic means) dated 27.03.2019.

Kindly take the same on record and acknowledge the receipt.

Voting results along with the Scrutinizer's report will also be made available on the Company's website at www.tcpl.in

This is for your information and records.

Thanking you

For **TCPL Packaging Limited**

Compliance Officer



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Disclosure as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015	
Name of Company	TCPL Packaging Limited
Date of Postal ballot Notice	Monday 11.02.2019
Voting Start Day, Date and Time	Monday, 25.02.2019 9:00 hours
Voting End Date	Tuesday, 26.03.2019 17:00 hours
Cut off date	Friday, 15.02.2019
Last date of receipt of Postal Ballot	Tuesday, 26.03.2019
Date of declaration of Postal Ballot Results	Wednesday, 27.03.2019
Total Number of Shareholders on cut off date	8167
No. of Shareholders present in meeting either in person or through Proxy	
a) Promoter and Promoter group	Not applicable
b) Public	Not applicable
No. of Shareholders attended the meeting through video conferencing	
a) Promoter and Promoter group	Not applicable
b) Public	Not applicable
No. of resolution passed by Postal ballot	3

Resolution 1:-

Resolution required : (Ordinary / Special)					Special Resolution			
Whether promoter / promoter group are interested in the agenda / resolution					No			
Description of resolution considered					Re-appointment of Mr. Atul Sud (DIN-00016018) as an Independent Director of the Company for second term of five consecutive years with effect from 01.04.2019 to 31.03.2024.			
Category	Mode of Voting	No of Shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favor	No. of votes against	% of Votes in favor on votes polled	% of votes against on vote polled
		(1)	(2)	(3) = [(2) / (1)] *100	(4)	(5)	(6)=[(4) / (2)]*100	(7)=[(5) / (2)]*100
Promoter and Promoter Group	E-voting	5071974	5031857	99.21	5031857	0	100.00	0.00
	Postal ballot		0	0.00	0	0	0	0
	Total	5071974	5031857	99.21	5031857	0	100.00	0.00
Public Institutions	E-voting	734435	0	0	0	0	0	0
	Postal ballot		0	0	0	0	0	0
	Total	7344435	0	0	0	0	0	0
Public Non institution	E-voting	3293591	3842	0.12	3370	472	87.71	12.29
	Postal ballot		8031	0.24	8031	0	100.00	0
	Total	3293591	11873	0.36	11401	472	96.02	3.98
Total		9100000	5043730	55.43	5043258	472	99.99	0.01



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Resolution 2:-

Resolution required : (Ordinary / Special)					Special Resolution			
Whether promoter / promoter group are interested in the agenda / resolution					No			
Description of resolution considered					Re-appointment of Mr. Sudhir Merchant (DIN:- 00033406) as an Independent Director of the Company for second term of five consecutive years with effect from 01.04.2019 to 31.03.2024.			
Category	Mode of Voting	No of Shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favor	No. of votes against	% of Votes in favor on votes polled	% of votes against on vote polled
		(1)	(2)	(3) = [(2) / (1)] *100	(4)	(5)	(6)=[(4) / (2)]*100	(7)=[(5) / (2)]*100
Promoter and Promoter Group	E-voting	5071974	5031857	99.21	5031857	0	100.00	0.00
	Postal ballot		0	0.00	0	0	0	0
	Total	5071974	5031857	99.21	5031857	0	100.00	0.00
Public Institutions	E-voting	734435	0	0	0	0	0	0
	Postal ballot		0	0	0	0	0	0
	Total	7344435	0	0	0	0	0	0
Public Non institution	E-voting	3293591	3842	0.12	3370	472	87.71	12.29
	Postal ballot		7881	0.24	7881	0	100.00	0
	Total	3293591	11723	0.36	11251	472	95.97	4.03
Total		9100000	5043580	55.42	5043108	472	99.99	0.01



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Resolution 3:-

Resolution required : (Ordinary / Special)					Special Resolution			
Whether promoter / promoter group are interested in the agenda / resolution					No			
Description of resolution considered					Re-appointment of Mr. Rabindra Jhunhunwala (DIN:-00050729) as an Independent Director of the Company for second term of five consecutive years with effect from 01.04.2019 to 31.03.2024			
Category	Mode of Voting	No of Shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favor	No. of votes against	% of Votes in favor on votes polled	% of votes against on vote polled
		(1)	(2)	(3) = [(2) / (1)] *100	(4)	(5)	(6)=[(4) / (2)]*100	(7)=[(5) / (2)]*100
Promoter and Promoter Group	E-voting	5071974	5031857	99.21	5031857	0	100.00	0.00
	Postal ballot		0	0.00	0	0	0	0
	Total	5071974	5031857	99.21	5031857	0	100.00	0.00
Public Institutions	E-voting	734435	0	0	0	0	0	0
	Postal ballot		0	0	0	0	0	0
	Total	7344435	0	0	0	0	0	0
Public Non institution	E-voting	3293591	3842	0.12	3323	519	86.49	13.51
	Postal ballot		7881	0.24	7879	0	99.97	0.03
	Total	3293591	11723	0.36	11202	2	95.55	4.44
Total		9100000	5043580	55.42	5043059	521	99.99	0.01

Notes:-

1. Voting rights on shares transferred to Investor Education Protection Fund are frozen
2. The votes polled does not include invalid votes
3. All the aforesaid resolution were passed with requisite majority

For **TCPL Packaging Limited**

Compliance Officer

SCRUTINIZER REPORT

To
The Chairman / Managing Director
TCPL Packaging Limited
414 Senapati Bapat Marg
Lower Parel, Mumbai 400 013

Dear Sirs,

Ref: Scrutinizer's Report on voting through Postal Ballot including voting through electronic means in terms of Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014

- A. Pursuant to the resolution passed by the Board of Directors of **M/s. TCPL Packaging Limited** (hereinafter referred as "the Company") on 11th February, 2019, I, CS Vijay Kumar Mishra, Partner of M/s. VKM & Associates, Practising Company Secretaries, have been appointed as Scrutinizer to receive, process and scrutinize the postal ballot process in respect of the Special Resolutions set out in the Postal Ballot Notice dated 11th February, 2019 ("Notice").
- B. Members approval was sought on the following Special Resolutions:
- (1) Re-appointment of Mr. Atul Sud (DIN-00016018) as an Independent Director of the Company for second term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024.
 - (2) Re-appointment of Mr. Sudhir Merchant (DIN:- 00033406) as an Independent Director of the Company for second term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024
 - (3) Re-appointment of Mr. Rabindra Jhunjhunwala (DIN:- 00050729) as an Independent Director of the Company for second term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024
- C. As required under Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company completed dispatch of Notice along with explanatory statement and postal ballot form on Friday, 22nd February, 2019.
- D. The voting period commenced from Monday, 25th February, 2019 (9:00 a.m.) and ended on Tuesday, 26th March, 2019 (5:00 p.m.) for voting through physical postal ballot form as well as through e-voting.
- E. The remote e voting facility was provided by Central Depository Services (India) Ltd ("CDSL").
- F. Particulars of postal ballot forms received including the votes cast through remote e-voting have been entered in the Register separately maintained for the purpose.
- G. The physical postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.



- H. The e-voting were unblocked after 5:00 p.m. on Tuesday, 26th March, 2019 and the e-voting summary statement was downloaded from e-voting website of CDSL.
- I. All ballot forms received/ votes cast up to 5:00 p.m. on Tuesday, 26th March, 2019, being the last date and time fixed by the Company for said purpose were considered for scrutiny.
- J. I did not find any defaced or mutilated ballot form and there were 7 invalid postal ballot forms comprising of 639 shares.
- K. Result of the postal ballot (e-voting and voting through postal ballot forms) is as under :

Resolution Item No.1:

Special Resolution –Re-appointment of Mr. Atul Sud (DIN- 00016018) as an Independent Director of the Company for second term of five consecutive years with effect from 01.04.2019 to 31.03.2024.

Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on polled	% of Votes against on polled
Promoter and Promoter Group	E-Voting	5071974	5031857	99.21	5031857	0	100.00	0
	Postal Ballot		0	0	0	0	0	0
	Total		5031857	99.21	5031857	0	100.00	0
Public Institutions	E-Voting	734435	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non-Institutions	E-Voting	3293591	3842	0.12	3370	472	87.71	12.28
	Postal Ballot		8031	0.24	8031	0	100.00	0.00
	Total		11873	0.36	11401	472	96.02	3.98
Total		9100000	5043730	55.43	5043258	472	99.99	0.01



Resolution Item No. 2:

Special Resolution – Re-appointment of Mr. Sudhir Merchant (DIN:- 00033406) as an Independent Director of the Company for second term of five consecutive years with effect from 01.04.2019 to 31.03.2024.

Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on polled	% of Votes against on polled
Promoter and Promoter Group	E-Voting	5071974	5031857	99.21	5031857	0	100.00	0
	Postal Ballot		0	0	0	0	0	0
	Total		5031857	99.21	5031857	0	100.00	0
Public Institutions	E-Voting	734435	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non-Institutions	E-Voting	3293591	3842	0.12	3370	472	87.71	12.29
	Postal Ballot		7881	0.24	7881	0	100.00	0.00
	Total		11723	0.36	11251	472	95.97	4.03
Total		9100000	5043580	55.43	5043108	472	99.99	0.01

Resolution Item No. 3:

Special Resolution – Re-appointment of Mr. Rabindra Jhunjunwala (DIN:- 00050729) as an Independent Director of the Company for second term of five consecutive years with effect from 01.04.2019 to 31.03.2024.

Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of votes polled on outstanding shares	No. of votes in favour	No. of Votes Against	% of Votes in favour on polled	% of Votes against on polled
Promoter and Promoter Group	E-Voting	5071974	5031857	99.21	5031857	0	100.00	0
	Postal Ballot		0	0	0	0	0	0
	Total		5031857	99.21	5031857	0	100.00	0
Public Institutions	E-Voting	734435	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non-Institutions	E-Voting		3842	0.12	3323	519	86.49	13.51



	Postal Ballot	3293591	7881	0.24	7879	2	99.97	0.03
	Total		11723	0.36	11202	521	95.56	4.44
Total		9100000	5043580	55.42	5043059	521	99.99	0.01

L. The above Resolutions were passed with requisite majority.

M. As requested by the management, I am submitting herewith consolidated report on result of remote e-voting together with result of voting by Postal Ballot.

**For VKM & ASSOCIATES
Company Secretaries**



Vijay Kumar Mishra
Partner
C.P. No. 4279
Membership No.F-5023

Date: 27th March, 2019
Place : Mumbai