

**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 11<sup>th</sup> 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 11<sup>th</sup> 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 1<sup>st</sup> April, 2019 to 31<sup>st</sup> 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 1<sup>st</sup> April, 2019 to 31<sup>st</sup> 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 1<sup>st</sup> April, 2019 to 31<sup>st</sup> 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, 22<sup>nd</sup> February, 2019.
- D. The voting period commenced from Monday, 25<sup>th</sup> February, 2019 (9:00 a.m.) and ended on Tuesday, 26<sup>th</sup> 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, 26<sup>th</sup> 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, 26<sup>th</sup> 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: 27<sup>th</sup> March, 2019  
Place : Mumbai