

VIJAY KUMAR MISHRA

PARESH D PANDYA

VKM & ASSOCIATES

PRACTISING COMPANY SECRETARIES

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**Form No. MGT-13
Report of Scrutinizer(s).**

**Combined Scrutinizer's Report (E-Voting & Poll)
For TCPL Packaging Limited**

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

Dear Sir,

Subject: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting by poll at the Thirtieth Annual General Meeting of TCPL Packaging Limited held on Friday, August 31, 2018 at 4.30 p.m at Sunville Deluxe Pavilion, 9 Dr. Annie Besant Road, Worli, Mumbai 400018.

I, Vijay Kumar Mishra, of VKM & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of TCPL Packaging Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the



Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 30th Annual General Meeting (AGM) of TCPL Packaging Limited on Friday, August 31, 2018 at 4.30 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on August 30, 2018.

At the request of the management, we hereby submit our Combined Scrutinizer report on e-voting and poll as under:

- a. The notice dated May 25, 2018, along with a statement setting out material facts under Section 102 of the Act as confirmed by the Company was sent to the shareholders in respect of the below-mentioned resolutions passed at the AGM of the Company.
- b. The Company had availed the e-voting facility offered by Central Depository Services Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company.
- c. The Company had also provided voting by way of the poll to the shareholders present at the AGM and who had not cast their vote earlier through remote e-voting facility.
- d. The shareholders of the company holding shares as on the "cut-off" date of 24th August, 2018 were entitled to vote on the resolutions as contained in the Notice of the AGM.
- e. The voting period for remote e-voting commenced on Tuesday, 28th August, 2018 (9.00 a.m.) and ends on Thursday, 30th August, 2018 at (5.00 p.m.) and the CDSL e-voting platform was blocked thereafter.



- f. After the closure of the voting at the AGM, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized by me.
- g. The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the AGM the votes cast thereunder were counted.
- h. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting system and voting by the poll at the AGM.
- i. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and the poll conducted at the venue of the meeting on the resolutions contained in the notice of the AGM.
- j. My responsibility as scrutinizer for the remote e-voting and the voting conducted through a poll at the venue of the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated Report as under on the result of the remote e-voting and voting by the electronic voting system at the AGM in respect of the said resolutions.

Resolution No. 1: Ordinary Resolution

To receive, consider, approve and adopt the Audited Financial Statement for the Financial Year ended 31st March 2018 and the Reports of the Board of Directors and the Auditors thereon.



(i) Voted in favour of resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
53	50,36,058	100.00 (Rounded Off)

(ii) Voted against the resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
3	3	0.00

(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	NA

Resolution No. 2: Ordinary Resolution

To declare Dividend for the year ended 31st March, 2018.

(i) Voted in favour of resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
53	50,36,058	100.00 (Rounded Off)

(ii) Voted against the resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
3	3	0.00



(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	NA

Resolution No. 3: Ordinary Resolution

To appoint Director in place of Mr. S G Nanavati (DIN: 00023526), who retires by rotation and been eligible, offers himself for re-appointment.

(i) Voted in favour of resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
51	50,35,751	100.00 (Rounded Off)

(ii) Voted against the resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
5	310	0.006

(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	NA



Resolution No. 4: Special Resolution

Re-appointment of Mr. K. K. Kanoria (DIN: 00023328), as Executive Chairman of the Company and fixing his term of appointment and remuneration thereof.

(i) Voted in favour of resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
52	50,35,903	100.00 (Rounded Off)

(ii) Voted against the resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
4	158	0.003

(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	NA

Resolution No. 5: Ordinary Resolution

Re-appointment of Mr. Saket Kanoria (DIN: 00040801), as Managing Director of the Company and fixing his term of appointment and remuneration thereof.

(i) Voted in favour of resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
52	50,35,903	100.00 (Rounded Off)



(ii) Voted against the resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
4	158	0.003

(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	NA

Resolution No. 6: Ordinary Resolution

Re-appointment of Mr. Akshay Kanoria (DIN: 07289528), as Executive Director of the Company and fixing his term of appointment and remuneration thereof.

(i) Voted in favour of resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
52	50,35,903	100.00 (Rounded Off)

(ii) Voted against the resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
4	158	0.003



(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	NA

Thanking you,
Yours Faithfully



Vijay Kumar Mishra
Partner
VKM & Associates
Practising Company Secretaries
FSC: 5023 COP: 4279
116, Trinity Bldg, 1st Floor,
Dr. C H Street, Behind Parsi Dairy,
Marine Lines (E), Mumbai -400002.

Date: 01/09/2018
Place: Mumbai

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