

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  
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**FORM NO. : MGT-13**

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

To,  
The Chairman,  
Extra Ordinary 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)**

**Extra Ordinary General Meeting held on 09/08/2017 at 05:30 PM (the EGM)**

Dear Sir,

We were appointed as scrutinizer vide Board Resolution dated 15/07/2017 to act as such for e-voting and poll in the Extra Ordinary 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 Extra Ordinary 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 17<sup>th</sup> 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 of EGM is 23<sup>rd</sup> June, 2017.
3. The shareholders of the Company were given option to vote on resolution either in the Extra Ordinary 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 Extra Ordinary 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 were 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 Extraordinary General Meeting.

8. Total of 55 members present in general meeting including 2 proxies in which 25 members casted their vote under poll and 29 members casted their vote through remote e-voting
9. A summary of the votes casted Electronically as well as under Poll in the EGM are as follows;

Item no. 1 Issue of equity shares on a Preferential Allotment / Private Placement basis :

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).

Sr. No.	Particulars of e-voting and poll process	Electronic	Poll	Total
a	Total number of form received/ members voted	29	25	54
b	Less: Invalid number of forms received/ members voted	0	1	53
c	Net valid number of form received Members voted	29	24	53
d	Total number of votes cast	50,05,655	38,055	50,43,710
e	Less: Number of invalid votes cast	0	10	10
f	Net valid number of votes cast	50,05,655	38,045	50,43,700
g	Total number of votes with assent for resolution	50,03,646	38,045	50,41,691
h	Total number of votes with dissent for resolution	2,009	0	2,009
i	% of votes cast in favour of the resolution	99.96%	100%	99.96%
j	% of votes cast against the resolution	0.04%	0%	0.04%



10. I am pleased to inform you that the Special Resolution in Item No. 1, of the notice dated 15/07/2017 has been duly passed with special majority.
11. Accordingly, you may take on record the result of the remote e-voting and poll process in the EGM as described above and declare the results.
12. I have issued separate reports of e-voting and poll conducted at the EGM 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

For VKM & ASSOCIATES  
Practising Company Secretaries





(Vijay Kumar Mishra)  
Partner

Date: 10/08/2017  
Place: Mumbai

## 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. Issue of equity shares on a Preferential Allotment / Private Placement basis;	I/ We assent to the resolution	1	20	50,03,646
	I/ We dissent to the resolution	2	9	2,009

## SUMMARY OF POLL

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

Resolution No	Option Name	Voters Count	Vote Count
1. Issue of equity shares on a Preferential Allotment / Private Placement basis;	In assent	25	38,045
	In dissent	0	0

Thanking you

Date: 10/08/2017  
Place: Mumbai

For VKM & ASSOCIATES  
Practising Company Secretaries



*(Signature)*  
Ajay Kumar Mishra)  
Partner