

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
Report of Scrutinizer(s)**

**Combined Scrutinizer's Report (E-Voting & Poll)
For TCPL PACKAGING LIMITED**

To,
Chairman,
TCPL Packaging Limited
Empire Mills Complex, 414, Senapati Bapat Marg,
Lower Parel (West), 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 Thirty First Annual General Meeting of TCPL Packaging Limited held on Friday, September 13, 2019 at 4.30 pm 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 31st Annual General Meeting (AGM) of TCPL Packaging Limited on Friday, September 13, 2019 at 4.30 pm.

I was also appointed as Scrutinizer on May 30, 2019 to scrutinize the voting process at the said AGM.

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

- a. The notice of 31st AGM 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 31st AGM of the Company.
- b. The Company had availed the e-voting facility offered by Central Depository Services (India) 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 31st 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 6th September, 2019 were entitled to vote on the resolutions as contained in the Notice of the 31st AGM.
- e. The voting period for remote e-voting commenced on Tuesday, 10th September, 2019 (9.00 a.m.) and ended on Thursday, 12th September, 2019 at (5.00 p.m.) and the CDSL e-voting platform was blocked thereafter.



- f. After the closure of the voting at the 31st 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 31st AGM the votes cast there under 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 31st 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 31st 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 31st 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 2019 and the Reports of the Board of Directors and the Auditors thereon.

(i) Voted in favour of resolution.

Mode of Voting	Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
Remote e-Voting	29	50,34,871	100%
Voting at AGM by Insta Poll	29	2,311	100%
Total	58	50,37,182	100%

(ii) Voted against the resolution.

Mode of Voting	Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
Remote e-Voting	0	0	0
Voting at AGM by Insta Poll	0	0	0
Total	0	0	0

(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 2019.****(i) Voted in favour of resolution.**

Mode of Voting	Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
Remote e-Voting	29	50,34,871	100%
Voting at AGM by Insta Poll	29	2,311	100%
Total	58	50,37,182	100%

(ii) Voted against the resolution.

Mode of Voting	Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
Remote e-Voting	0	0	0
Voting at AGM by Insta Poll	0	0	0
Total	0	0	0

(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. Rishav Kanoria (DIN: 05338165), who retires by rotation and been eligible, offers himself for re-appointment.

(i) Voted in favour of resolution.

Mode of Voting	Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
Remote e-Voting	28	50,34,716	99.99%
Voting at AGM by Insta Poll	29	2,311	100%
Total	57	50,37,027	99.99%

(ii) Voted against the resolution.

Mode of Voting	Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
Remote e-Voting	1	155	0.01%
Voting at AGM by Insta Poll	0	0	0
Total	1	155	0.01%

(iii) Invalid votes.

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



Resolution No. 4: 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.

Mode of Voting	Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
Remote e-Voting	28	50,34,716	99.99%
Voting at AGM by Insta Poll	29	2,311	100%
Total	57	50,37,027	99.99%

(ii) Voted against the resolution.

Mode of Voting	Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
Remote e-Voting	1	155	0.01%
Voting at AGM by Insta Poll	0	0	0
Total	1	155	0.01%

(iii) Invalid votes.

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



Resolution No. 5: Special Resolution**To re-appoint Mr. Sunil Talati (DIN:00621947) as an Independent Director :****(i) Voted in favour of resolution.**

Mode of Voting	Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
Remote e-Voting	28	50,34,716	99.99%
Voting at AGM by Insta Poll	29	2,311	100%
Total	57	50,37,027	99.99%

(ii) Voted against the resolution.

Mode of Voting	Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
Remote e-Voting	1	155	0.01%
Voting at AGM by Insta Poll	0	0	0
Total	1	155	0.01%

(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

To appoint Mrs. Deepa Harris (DIN:00064912) as an Independent Director

(i) Voted in favour of resolution.

Mode of Voting	Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
Remote e-Voting	29	50,34,871	100%
Voting at AGM by Insta Poll	29	2,311	100%
Total	58	50,37,182	100%

(ii) Voted against the resolution.

Mode of Voting	Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
Remote e-Voting	0	0	0
Voting at AGM by Insta Poll	0	0	0
Total	0	0	0

(iii) Invalid votes.

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

Resolution No. 7: Special Resolution

To approve continuation of payment of remuneration, to Executive Directors who are Promoters, in excess of threshold limits prescribed under regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 :

Voted in favour of resolution.

Mode of Voting	Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
Remote e-Voting	29	50,34,871	100%
Voting at AGM by Insta Poll	29	2,311	100%
Total	58	50,37,182	100%

(i) Voted against the resolution.

Mode of Voting	Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
Remote e-Voting	0	0	0
Voting at AGM by Insta Poll	0	0	0
Total	0	0	0

(ii) Invalid votes.

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



k. The above Resolutions No 1 to No. 7 were passed with majority of Votes.

l. All electronic data and relevant records of voting will remain in my custody until the Chairman considers, approves and sign the Minutes of 31st Annual General meeting of the Company and after, the same will be handed over to Mr Harish Anchan, CS for safe keeping.

Thanking you,

Yours Faithfully
For VKM & Associates
Practising Company Secretaries



Vijay Kumar Mishra
Partner
Mem No.: F 5023 COP: 4279

Date: 14/09/2019
Place: Mumbai