

VIJAY KUMAR MISHRA

B. Com (Hons), ACA, FCS

PARESH D PANDYA

B. Com, A.C.S.

VKM & ASSOCIATES

PRACTISING COMPANY SECRETARIES

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Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration), Rules, 2014, as amended]

To

The Chairman of Thirty-third Annual General Meeting of the Equity Shareholders of TCPL Packaging Limited held on Friday, 27th August, 2021 at 4:00 p.m. (IST) through Video Conferencing ("VC") or Other Audio-Visual Means ("OVAM").

Dear Sir(s),

- A. Pursuant to the resolution passed by the Board of Directors of M/s. TCPL Packaging Limited (hereinafter referred as "**the Company**") on May 28, 2021, I, Vijay Kumar Mishra, Partner of M/s. VKM & Associates, Practicing Company Secretaries, have been appointed as a Scrutinizer to receive, process and scrutinize the voting through electronic means ("**e-voting**") on the resolutions contained in the notice dated 28th May, 2021 and 22nd June 2021 ("**Notice**") issued in accordance with General Circular No. 14/2020, 17/2020, 20/2020 and 2/2021 dated 08th April, 2020, 13th April, 2020, 05th May, 2020 and 13th January, 2021 respectively issued by the Ministry of Corporate Affairs ("**MCA**") , Government of India (hereinafter referred to as "**MCA Circulars**"), calling the 33rd Annual General Meeting ("**AGM**") of the Company through VC/OVAM. The meeting was convened on Friday, 27th August, 2021 at 4:00 p.m. (IST) through VC/OVAM. As the scrutinizer, I have to scrutinize process of e-voting remotely before the AGM ("**remote e-voting**") and process of e-voting at the AGM through electronic voting system ("**Insta E-Voting**").



B. Member's approval was sought on the following Resolutions:

- 1) Consider and adopt the Audited Financial Statements (Standalone & Consolidated) for the financial year ended 31st March, 2021 and the reports of Board of Directors and Auditors thereon. (Ordinary Resolution)
- 2) Declaration of dividend for the year ended on 31st March, 2021. (Ordinary Resolution)
- 3) Re-Appointment of Mr. Rishav Kanoria, a director retiring by rotation. (Ordinary Resolution)
- 4) Re-Appointment of Mr. S. G. Nanavati, a director retiring by rotation. (Ordinary Resolution)
- 5) Re-appointment of Mr. K. K. Kanoria as Executive Chairman of the Company and fixing his term of re-appointment and remuneration thereof. (Special Resolution)
- 6) Re-appointment of Mr. Saket Kanoria as Managing Director of the Company and fixing his term of re-appointment and remuneration thereof. (Special Resolution)
- 7) Re-appointment of Mr. Akshay Kanoria as Executive Director of the Company and fixing his term of re-appointment and remuneration thereof. (Special Resolution)

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 on Tuesday, August 3, 2021 through electronic mode to those members whose email addresses are registered with the Company/Depositories, in compliance with the MCA circulars.

D. The remote e-voting facility was provided by National Securities Depository Limited ("NSDL") for conducting remote e-voting by Shareholders of Company.



- E. The remote e-voting period commenced on Tuesday, 24th August, 2021 (9:00 a.m. IST) and ended on Thursday, 26th July, 2021 (5:00 p.m. IST) and the NSDL e-voting platform was blocked thereafter.
- F. The Company also provided Insta e-voting facility to the shareholders present at the AGM who had not cast their vote earlier.
- G. The shareholders of the Company holding shares as on the "cut-off" date of 20th August, 2021 were entitled to vote on the resolutions as contained in the Notice of the AGM.
- H. After the closure of Insta e-voting at the AGM, the report on voting done at the AGM and the votes cast under remote e-voting facility done prior to the AGM were unblocked, counted and the e-voting summary statement was downloaded from e-voting website of NSDL.
- I. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules thereunder, MCA Circulars and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 relating to remote e-voting prior and during the AGM on the resolutions contained in the notice of the AGM.
- J. My responsibility as a scrutinizer for the e-voting process (i.e., remote e-voting and Insta e-voting) is restricted to making a Consolidated 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 electronic voting system at the 33rd AGM in respect of the said resolutions.



Resolution Item No. 1: Ordinary Resolution

To receive, consider and adopt:

- a. Audited Financial Statements (Standalone & Consolidated) for the financial year ended 31st March, 2021 and the Reports of Board of Directors and 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
97	58,09,937	99.99%

- (i) Voted against the resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
3	151	0.01%

- (ii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	N.A.



Resolution No. 2: Ordinary Resolution

To declare dividend for the year ended on 31st March, 2021.

(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
97	58,09,939	99.99%

(ii) Voted against the resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
2	124	0.01%

(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	N.A.



Resolution No. 3: Ordinary Resolution

To appoint a 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.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
89	52,02,812	91.34%

(ii) Voted against the resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
8	4,93,246	8.66%

(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
1	114000



Resolution No. 4: Ordinary Resolution

To appoint a 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
91	58,02,140	99.88%

(ii) Voted against the resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
6	6,418	0.12%

(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
1	1500



Resolution No. 5: Special Resolution

Re-appointment of Mr. K. K. Kanoria (DIN: 00023328) as Executive Chairman of the Company and fixing his term of re-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
91	5803429	99.98%

(ii) Voted against the resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
6	1,279	0.02%

(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	N.A.



Resolution No. 6: Special Resolution

Re-appointment of Mr. Saket Kanoria (DIN: 00040801) as Managing Director of the Company and fixing his term of re-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
90	5761925	99.98%

(iv) Voted against the resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
6	1,279	0.02%

(ii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
1	41504



Resolution No. 7: Special Resolution

Re-appointment of Mr. Akshay Kanoria (DIN: 07289528) as the Executive Director of the company and fixing his term of re-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
88	5688489	99.70%

(ii) Voted against the resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
7	2,179	0.30%

(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
1	114000




- 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 signs the Minutes of the 33rd Annual General Meeting of the Company and after, the same will be handed over to Company Secretary of the Company for safe keeping.

Thanking you,

For VKM & ASSOCIATES
Company Secretaries





(Vijay Kumar Mishra)
Partner
C.P.No.4279

UDIN : F005023C000848085

Place : Mumbai

Date : 27/08/2021

Countersigned by :
For TCPL Packaging Limited



Company Secretary