



Empire Mills Complex
414, Senapati Bapat Marg,
Lower Parel
Mumbai 400013, India.
Tel : +91 22 61646000
Fax : +91 22 24935893
Email : tcpl@tcpl.in
Website : www.tcpl.in
CIN: L22210MH1987PLC044505

11.08.2022

The Bombay Stock Exchange Ltd
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001
Security Code:-523301

The National Stock Exchange of India Ltd
Exchange Plaza, Plot No. C/1, G Block
Bandra Kurla Complex,
Bandra East, Mumbai 400 051
Trading Symbol:- TCPLPACK

Dear Sir/Madam,

Sub: Outcome of voting of 34th Annual General Meeting (AGM) held on 10.08.2022

In accordance with the circulars of Ministry of Corporate Affairs, Securities and Exchange Board of India (SEBI) and applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 34th AGM of the Company was held on 10.08.2022 through Video Conference (VC) / Other Audio Video Means (OAVM).

As per the requirements of the Companies Act, 2013, Listing Regulations and the relevant Circulars issued by the Ministry of Corporate Affairs the Company had provided remote e-voting as well as insta vote facility to its Shareholders for voting on the businesses transacted at the AGM. The Company had appointed Mr. Vijay Kumar Mishra, Practicing Company Secretary as the Scrutiniser for remote e-voting and e-voting at the AGM. As per the Scrutiniser's Report, all Resolutions as set out in the Notice of 34th AGM have been duly approved by the Shareholders with requisite majority. The Scrutiniser's Report is enclosed.

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the consolidated outcome of voting held through remote e-voting and e-voting during the 34th AGM of the Company.

You are requested to take above information on your records.

Thanking You

For **TCPL Packaging Limited**

Compliance Officer

Encl.:- As above



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Outcome of Voting at 34th Annual General Meeting (AGM)

BSE Scrip Code	523301
NSE Symbol	TCPLPACK
MSEI Symbol	NOT LISTED
ISIN	INE822C01015
Name of Company	TCPL Packaging Limited
Type of Meeting	AGM
Date of Annual General Meeting	10.08.2022
Start Time of Meeting	4.00 p.m.
End Time of Meeting	4.37 p.m.
Name of Scrutinizer	Mr. Vijay Mishra
Firms Name	VKM & Associates
Qualification	CS
Membership No	F5023
Date of Board Meeting in which appointed	25.05.2022
Date of Issuance of Report	11.08.2022
Record Date	03.08.2022
Total number of shareholders on record date	12999
Book Closure Dates	04.08.2022 to 10.08.2022 (both days inclusive)
No. of Shareholders present in meeting either in person or through Proxy	
a) Promoter and Promoter group	N.A.
b) Public	N.A.
No. of Shareholders attended the meeting through video conferencing	
a) Promoter and Promoter group	10
b) Public	28
No. of resolution passed in the Meeting	11



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Details of Agenda

Item No.	Particulars	Resolution Required
ORDINARY BUSINESS		
1	Adoption of (a) the Audited Standalone Financial Statements of the Company for the financial year ended 31.03.2022 and the Reports of the Board of Directors and the Auditors thereon (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31.03.2022 and the Reports of the Auditors thereon.	Ordinary Resolution
2	Declaration of dividend on equity shares at the rate of Rs. 10.00 per equity share of Rs. 10/- each fully paid-up for the financial year ended 31.03.2022	Ordinary Resolution
3	Appointment of Mr. Saket Kanoria, (DIN: 00040801) Director retiring by rotation	Ordinary Resolution
4	Appointment of Mr. Akshay Kanoria, (DIN: 07289528) Director retiring by rotation	Ordinary Resolution
5	Re-appointment of M/s. Singhi & Co, Statutory Auditors, for second term of five years	Ordinary Resolution
SPECIAL BUSINESS		
6	Revision in remuneration of Mr. Vidur Kanoria	Ordinary Resolution
7	Grant of Stock Options to The Employees of the Company under "TCPL Packaging Employee Stock Option Plan 2022"	Special Resolution
8	Approval for extension of "TCPL Packaging Employee Stock Option Plan 2022" to employees of subsidiary company(ies)	Special Resolution
9	Implementation of TCPL Packaging Employee Stock Option Plan 2022 through the trust	Special Resolution
10	Authorization to the Trust for secondary acquisition	Special Resolution
11	Approval for provision of money by the Company to the Trust	Special Resolution

Note:- All the aforesaid resolutions have been passed with requisite majority.

For **TCPL Packaging Limited**

Compliance Officer

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of (a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2022 and the Reports of the Board of Directors and the Auditors thereon (b) the Audited Consolidated Financial Statements of the Company for the financial				
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 votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5071974	5071974	100.0000	5071974	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5071974	5071974	100.0000	5071974	0	100.0000	0.0000
Public-Institutions	E-Voting	493956	442582	89.5995	442582	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	493956	442582	89.5995	442582	0	100.0000	0.0000
Public- Non Institutions	E-Voting	3534070	217907	6.1659	217877	30	99.9862	0.0138
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3534070	217907	6.1659	217877	30	99.9862	0.0138
Total		9100000	5732463	62.9941	5732433	30	99.9995	0.0005
Whether resolution is Pass or Not.							Yes	

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Decalaration of Dividend @ Rs. 10.00 per share for the year ended 31st March 2022				
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 votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5071974	5071974	100.0000	5071974	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5071974	5071974	100.0000	5071974	0	100.0000	0.0000
Public-Institutions	E-Voting	493956	442582	89.5995	442582	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	493956	442582	89.5995	442582	0	100.0000	0.0000
Public- Non Institutions	E-Voting	3534070	217907	6.1659	217877	30	99.9862	0.0138
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3534070	217907	6.1659	217877	30	99.9862	0.0138
Total		9100000	5732463	62.9941	5732433	30	99.9995	0.0005
Whether resolution is Pass or Not.							Yes	

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Saket Kanoria, (DIN: 00040801) Director retiring by rotation				
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 votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5071974	5071974	100.0000	5071974	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5071974	5071974	100.0000	5071974	0	100.0000	0.0000
Public-Institutions	E-Voting	493956	442582	89.5995	442582	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	493956	442582	89.5995	442582	0	100.0000	0.0000
Public- Non Institutions	E-Voting	3534070	217907	6.1659	217846	61	99.9720	0.0280
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3534070	217907	6.1659	217846	61	99.9720	0.0280
Total		9100000	5732463	62.9941	5732402	61	99.9989	0.0011
Whether resolution is Pass or Not.							Yes	

Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Akshay Kanoria, (DIN: 07289528) Director retiring by rotation				
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 votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5071974	5071974	100.0000	5071974	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5071974	5071974	100.0000	5071974	0	100.0000	0.0000
Public-Institutions	E-Voting	493956	442582	89.5995	424768	17814	95.9750	4.0250
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	493956	442582	89.5995	424768	17814	95.9750	4.0250
Public- Non Institutions	E-Voting	3534070	217907	6.1659	217846	61	99.9720	0.0280
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3534070	217907	6.1659	217846	61	99.9720	0.0280
Total		9100000	5732463	62.9941	5714588	17875	99.6882	0.3118
Whether resolution is Pass or Not.							Yes	

Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of M/s. Singhi & Co, Statutory Auditors, for second term of five years				
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 votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5071974	5071974	100.0000	5071974	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5071974	5071974	100.0000	5071974	0	100.0000	0.0000
Public-Institutions	E-Voting	493956	442582	89.5995	394757	47825	89.1941	10.8059
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	493956	442582	89.5995	394757	47825	89.1941	10.8059
Public- Non Institutions	E-Voting	3534070	217907	6.1659	217846	61	99.9720	0.0280
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3534070	217907	6.1659	217846	61	99.9720	0.0280
Total		9100000	5732463	62.9941	5684577	47886	99.1647	0.8353
Whether resolution is Pass or Not.							Yes	

Resolution (6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Revision in remuneration of Mr. Vidur Kanoria, holding Office or place of Profit				
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 votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5071974	5071974	100.0000	5071974	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5071974	5071974	100.0000	5071974	0	100.0000	0.0000
Public-Institutions	E-Voting	493956	442582	89.5995	424768	17814	95.9750	4.0250
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	493956	442582	89.5995	424768	17814	95.9750	4.0250
Public- Non Institutions	E-Voting	3534070	217907	6.1659	217849	58	99.9734	0.0266
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3534070	217907	6.1659	217849	58	99.9734	0.0266
Total		9100000	5732463	62.9941	5714591	17872	99.6882	0.3118
Whether resolution is Pass or Not.							Yes	

Resolution (7)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Grant of "TCPL Packaging Employee Stock Option Plan 2022", to the Employees of TCPL Packaging Limited				
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 votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5071974	5071974	100.0000	5071974	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5071974	5071974	100.0000	5071974	0	100.0000	0.0000
Public-Institutions	E-Voting	493956	442582	89.5995	442582	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	493956	442582	89.5995	442582	0	100.0000	0.0000
Public- Non Institutions	E-Voting	3534070	217407	6.1517	217405	2	99.9991	0.0009
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3534070	217407	6.1517	217405	2	99.9991	0.0009
Total		9100000	5731963	62.9886	5731961	2	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Resolution (8)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Extension of "TCPL Packaging Employee Stock Option Plan 2022" to employees of subsidiary company(ies)				
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 votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5071974	5071974	100.0000	5071974	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5071974	5071974	100.0000	5071974	0	100.0000	0.0000
Public-Institutions	E-Voting	493956	442582	89.5995	442582	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	493956	442582	89.5995	442582	0	100.0000	0.0000
Public- Non Institutions	E-Voting	3534070	217407	6.1517	217354	53	99.9756	0.0244
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3534070	217407	6.1517	217354	53	99.9756	0.0244
Total		9100000	5731963	62.9886	5731910	53	99.9991	0.0009
Whether resolution is Pass or Not.							Yes	

Resolution (9)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Implementation of TCPL Packaging Employee Stock Option Plan 2022 through the trust				
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 votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5071974	5071974	100.0000	5071974	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5071974	5071974	100.0000	5071974	0	100.0000	0.0000
Public- Institutions	E-Voting	493956	442582	89.5995	442582	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	493956	442582	89.5995	442582	0	100.0000	0.0000
Public- Non Institutions	E-Voting	3534070	217407	6.1517	217375	32	99.9853	0.0147
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3534070	217407	6.1517	217375	32	99.9853	0.0147
Total		9100000	5731963	62.9886	5731931	32	99.9994	0.0006
Whether resolution is Pass or Not.							Yes	

Resolution (10)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Authorization to the Trust for purchase of shares				
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 votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5071974	5071974	100.0000	5071974	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5071974	5071974	100.0000	5071974	0	100.0000	0.0000
Public-Institutions	E-Voting	493956	442582	89.5995	442582	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	493956	442582	89.5995	442582	0	100.0000	0.0000
Public- Non Institutions	E-Voting	3534070	217407	6.1517	217325	82	99.9623	0.0377
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3534070	217407	6.1517	217325	82	99.9623	0.0377
Total		9100000	5731963	62.9886	5731881	82	99.9986	0.0014
Whether resolution is Pass or Not.							Yes	

Resolution (11)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for provision of money by the Company to the Trust for purchase of shares				
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 votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5071974	5071974	100.0000	5071974	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5071974	5071974	100.0000	5071974	0	100.0000	0.0000
Public-Institutions	E-Voting	493956	442582	89.5995	442582	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	493956	442582	89.5995	442582	0	100.0000	0.0000
Public- Non Institutions	E-Voting	3534070	217407	6.1517	217265	142	99.9347	0.0653
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3534070	217407	6.1517	217265	142	99.9347	0.0653
Total		9100000	5731963	62.9886	5731821	142	99.9975	0.0025
Whether resolution is Pass or Not.							Yes	

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

116, Trinity Building, 1st Floor, 227, Dr. C. H. Street, Behind

Parsi Dairy, Marine Lines (E), Mumbai - 2. Tel. : 2207 7267

Fax : 2207 7542 Mob.: 93229 77388

E-mail: vkmassociales@yahoo.com

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 Fourth Annual General Meeting of the Equity Shareholders of TCPL Packaging Limited held on Wednesday, 10th August, 2022 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 TCPL PACKAGING LIMITED(hereinafter referred as "**the Company**") on May 25, 2022, 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 May 25, 2022 and its addendum July 08, 2022, (“**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 34th Annual General Meeting (“**AGM**”) of the Company through VC/OVAM. The meeting was convened on Wednesday, 10th August, 2022 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 (“**InstaE-Voting**”).



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

- 1) Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2022 and the Reports of the Board of Directors and the Auditors thereon . (Ordinary Resolution)
- 2) Declaration of Dividend for the year ended 31st March 2022. (Ordinary Resolution)
- 3) Appointment of Mr. Saket Kanoria, (DIN: 00040801) Director retiring by rotation (Ordinary Resolution)
- 4) Appointment of Mr. Akshay Kanoria, (DIN: 07289528) Director retiring by rotation. (Ordinary Resolution)
- 5) Re-appointment of M/s. Singhi & Co, Statutory Auditors, for second term of five years (Ordinary Resolution)
- 6) Revision in remuneration of Mr. Vidur Kanoria, holding Office or place of Profit (Ordinary Resolution)
- 7) Grant of "TCPL Packaging Employee Stock Option Plan 2022", to the Employees of TCPL PACKAGING LIMITED(Special Resolution).
- 8) Extension of "TCPL Packaging Employee Stock Option Plan 2022" to employees of Subsidiary companies.(Special Resolution)
- 9) Implementation of TCPL Packaging Employee Stock Option Plan 2022 through the Trust(Special Resolution)
- 10) Authorization to the Trust for purchase of shares.(Special Resolution)
- 11) Approval for provision of money by the Company to the Trust for purchase of shares. (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 Saturday, July16, 2022 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 Sunday, 7th August, 2022 (9:00 a.m. IST) and ended on Tuesday, 9th August, 2022 (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 3rd August, 2022 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 34th AGM in respect of the said resolutions.



Resolution Item No. 1: Ordinary Resolution

To receive, consider and adopt:

- (a) Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2022 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
100	5732433	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
01	30	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: Declaration of Dividend for the year ended 31st March 2022

To declare dividend on equity shares.

(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
100	5732433	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
01	30	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

Appointment of Mr. Saket Kanoria, (DIN: 00040801) Director retiring by rotation

(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	5689398	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
03	61	0.01%

(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
01	43004



Resolution No. 4: Ordinary Resolution

Appointment of Mr. Akshay Kanoria, (DIN: 07289528) Director retiring by rotation

(ii) Voted in favour of resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
96	5599838	99.68%

(iv) Voted against the resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
04	17875	0.32%

(v) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
01	114750



Resolution No. 5: Ordinary Resolution

- (i) **Re-appointment of M/s. Singhi & Co, Statutory Auditors, for second term of five years** 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	5684577	99.17%

- (ii) **Voted against the resolution.**

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
04	47886	0.83%

- (iii) **Invalid votes.**

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
0	0



Resolution No. 6: Ordinary Resolution

Revision in remuneration of Mr. Vidur Kanoria, holding Office or place of Profit

(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
87	803984	97.83%

(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	17872	2.17%

(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
9	4910607



Resolution No. 7: Special Resolution

- (i) **Grant of “TCPL Packaging Employee Stock Option Plan 2022”, to the Employees of TCPL Packaging Limited Voted in favour of resolution.**

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
99	5731961	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
01	2	0.01%

- (iii) **Invalid votes.**

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
0	0



Resolution No. 8: Special Resolution

Extension of “TCPL Packaging Employee Stock Option Plan 2022” to employees of subsidiary company(ies)

(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	5731910	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
03	53	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. 9: Special Resolution

Implementation of TCPL Packaging Employee Stock Option Plan 2022 through the trust.

(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
98	5731931	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
02	32	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. 10: Special Resolution

Authorization to the Trust for purchase of shares.

(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	5731881	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
03	82	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. 11: Special Resolution

Approval for provision of money by the Company to the Trust for purchase of shares.

(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
96	5731821	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
04	142	0.01%

(iii) Invalid votes.

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



K. The above Resolutions No 1 to No. 11 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 34th Annual General meeting of the Company and after, the same will be handed over to Shri Harish Anchan, Company Secretary of the company for safe keeping.

Thanking you,

For VKM & ASSOCIATES
Company Secretaries



A handwritten signature in blue ink, appearing to read "Vijay Kumar Mishra".

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

UDIN : F005023D000780358

Place : Mumbai

Date : 11/08/2022

Countersigned by :
For **TCPL PACKAGING LIMITED**

A handwritten signature in blue ink, appearing to read "Harish Anchan".

Harish Anchan
Company Secretary