



CIN : L22210MH1987PLC044505

Registered Office : Empire Mills Complex, 414, Senapati Bapat Marg, Lower Parel, Mumbai 400013

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NOTICE OF POSTAL BALLOT AND E-VOTING

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 108 and 110 and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014, General Circular No. 11/2022 dated 28th December, 2022, clarification issued by Ministry of Corporate Affairs ('MCA') on 25th September 2023 and other relevant Circulars issued by the MCA from time to time ('MCA Circulars'), the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), and other applicable laws and regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), that the Special Resolution(s) as set out in this Notice are proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means (remote e-voting) only.

In accordance with Sections 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company has engaged the services of the National Securities Depository Limited ("NSDL"), an agency authorised by the MCA, to provide remote e-voting facility. The procedure for remote e-voting is detailed in the Notes to this Postal Ballot notice.

The remote e-voting period commences at 9.00 a.m. IST on Wednesday, 27th March 2024 and ends at 5.00 p.m. IST on Thursday, 25th April 2024.

An Explanatory Statement pertaining to the proposed resolution setting out the material facts and the reasons thereof forms part of this Postal Ballot notice.

The Board of Directors of the Company have appointed Mr. Vijay Mishra (Membership No.: FCS 5023, COP: 4279), of M/s. VKM & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot voting process through electronic means in a fair and transparent manner.

Members are requested to read the instructions and notes carefully while expressing their assent or dissent and cast votes through remote e-voting by not later than 5.00 p.m. IST on Thursday, 25th April 2024. The remote e-voting facility will be disabled by NSDL thereafter.

The Scrutinizer will submit his report to the Chairman of the Company (the 'Chairman') or any other person authorised by the Chairman, and the result of the voting by Postal Ballot will be announced on or before Friday, 26th April, 2024. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot notice.

SPECIAL BUSINESS

ITEM NO. 1:- RE-APPOINTMENT OF MRS. DEEPA HARRIS (DIN- 00064912) AS INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following Resolution, as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment & Qualification of Directors) Rules, 2014, read with Schedule IV to the said Act, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Articles of Association of the Company, as amended from time to time, and recommendations of the Nomination and Remuneration Committee and approval by the Board of Directors, Mrs. Deepa Harris (DIN: 00064912) who was appointed to hold the office of Independent Director till 31st March, 2024 by passing necessary resolution at the 31st Annual General Meeting held on 13th September 2019 and who meets the criteria prescribed for Independent Directors under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act 2013, from a member proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, to hold office as such for a second consecutive term of five years, commencing from 1st April 2024 upto 31st March 2029 and whose office shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion it may consider necessary, expedient or desirable to give effect to this resolution.”

ITEM NO. 2:- APPOINTMENT OF MR. ASHISH RAZDAN (DIN:- 03584734) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following Resolution, as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152, and 160 other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV and such other Rules framed thereunder, as may be applicable (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (as may be amended from time to time) and the Articles of Association of the Company and subject to such other approval(s) as may be required, Mr. Ashish Razdan (DIN:03584734), who was appointed by the Board of Directors, pursuant to the recommendation of Nomination and remuneration Committee, as an “Additional Director” with effect from 21st March 2024, in terms of provisions of section 161(1) of the Act, to hold the Office of Non-Executive Independent Director of the Company, and who has submitted a declaration that he meets the criteria of independence as provided in section 149(6) of the Act read along with the Rules framed thereunder, and Regulation 16(1)(b) of Listing Regulations and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an “Independent Director” of the Company not liable to retire by rotation, for a period of five consecutive years commencing from 21st March 2024 upto 20th March 2029.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion it may consider necessary, expedient or desirable to give effect to this resolution.”

**By Order of the Board of Directors
For TCPL Packaging Limited**

Harish Anchan
Company Secretary and
Compliance Officer
FCS 10481

Date:- 21st March 2024

Registered Office:
Empire Mills Complex, 414 Senapati Bapat Marg, Lower Parel, Mumbai 400 013

Notes:

1. The Explanatory Statement and reasons for the proposed Special Resolution(s) pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below. Details in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) forms part of the Explanatory Statement forming part of this Notice.
2. In compliance with the MCA Circulars, the Notice is being sent by electronic mode alone to those Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company and as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (Depositories) as on Friday, 22nd March 2024 and whose e-mail id's are registered with the Company / Depositories.
3. In accordance with the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
4. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has availed the service of National Securities Depositories Limited (NSDL) for facilitating e-voting to enable the Members to cast their votes electronically.
5. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.tcpl.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on NSDL at www.evotingindia.com.
6. Relevant documents referred to in Explanatory Statements, pursuant to section 102 of the Act are available for inspection through electronic mode. Members are requested to write to the Company on info@tcpl.in for inspection of the said documents mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.

7. Instructions and information relating to remote e-voting are as follows:





- i) In compliance with the provisions of Sections 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the members are provided with the facility to cast their vote by electronic means through the e-voting platform provided by NSDL.
- ii) Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the members on Friday, 22nd March 2024 ('cut-off date'). Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the cut-off date should treat this Postal Ballot notice for information purpose only.
- iii) Voting rights through e-voting cannot be exercised by a proxy.
- iv) The remote e-voting period commences at 9.00 a.m. IST on Wednesday, 27th March 2024 and ends at 5.00 p.m. IST on Thursday, 25th April 2024. The remote e-voting module will be disabled by NSDL for voting thereafter. The detailed process for remote e-voting is given below in point (vii).
- v) The Scrutinizer shall immediately after the conclusion of voting through remote e-voting, make a Scrutinizer's Report of the total votes cast in favour or against, if any, and will submit his report to the Chairman of the Company or any person authorised by him. The result of the voting by Postal Ballot will be announced on or before Friday, 26th April 2024. The result shall be announced on the website of the National Stock Exchange of India Limited and BSE Limited, Stock Exchanges, where equity shares of the Company are listed and intimated through a Press Release in newspapers. The results will also be disclosed on the Company's website at www.tcpl.in
- vi) Resolution passed by the members by means of Postal Ballot will be deemed to have been passed at a General Meeting of the members. The resolution, if passed by requisite majority, will be deemed to have been passed on the last date specified for e-voting i.e., Thursday, 25th April 2024.
- vii) The details of the process and manner for remote e-voting are explained herein below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

i) Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

Password details for shareholders other than Individual shareholders are given below:

- i) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- ii) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- iii) How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

ii)Now, you will have to click on "Login" button.

iii)After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- i) After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
- ii) Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- iii) Now you are ready for e-Voting as the Voting page opens.
- iv) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- v) Upon confirmation, the message "Vote cast successfully" will be displayed.

- vi) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- vii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vkmassociates@yahoo.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Prajakta Pavle at evoting@nsdl.co.in

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

- i) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company Registrar and Transfer Agents Link Intime India Private Limited at rnt.helpdesk@linkintime.co.in along with the copy of the signed request letter. In case of any queries / difficulties in registering the e-mail address, Members may write to info@tcpl.in
- ii) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@tcpl.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
- iii) Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- iv) In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION(S) 102 AND 110 OF THE COMPANIES ACT, 2013

ITEM NO 1

RE-APPOINTMENT OF MRS. DEEPA HARRIS AS INDEPENDENT DIRECTOR OF THE COMPANY

Mrs. Deepa Harris was appointed as Non-Executive Independent Director of the Company, pursuant to the provisions of Section 149 of the Companies Act, 2013 for the period of upto 31st March 2024.

Mrs. Deepa Harris, Non-Executive and Independent Director of the Company, has given a declaration to the Board that she meets the criteria of independence as provided under section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and her name is registered in the data bank as per Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014. Further, Mrs. Deepa Harris is not disqualified to become a Director under the Companies Act, 2013 in terms of Section 164 of the Companies Act, 2013. In the opinion of the Board, she fulfils the conditions specified in the Act, its rules framed thereunder and Listing Regulations for appointment as Independent Director and she is independent of the management.

Accordingly, based on the performance evaluation of the Independent Director, the Nomination & Remuneration Committee at its meeting held on Thursday, 21st March 2024, recommended the reappointment of Mrs. Deepa Harris as Independent Director and the Board of Directors of the Company at its meeting held on same day i.e. 21st March, 2024, have approved and recommended her re-appointment as Independent Director, for a second consecutive term commencing from 1st April 2024 to 31st March 2029, as provided in the resolution. Brief profile of Mrs. Deepa Harris is as under :-

Brief profile of Mrs. Deepa Harris:

Mrs. Deepa Harris has done Master of Arts, Delhi University. She is the CEO of BrandsWeLove LLP, a firm specialized in branding and marketing consultancy. She is luxury hospitality and brand specialist with proficiency in branding, marketing, sales with experience of more than 3 decades in Taj Group.

She has featured in Impact's list of Most Influential Women in Marketing across 3 years and the Business Today list of Most Powerful Businesswomen for 2 years.

The terms and conditions of her appointment shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Pursuant to Regulation 17(1C) of Listing Regulations, approval of shareholders for appointment of Directors, is required to be taken at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier.

The letter for appointment of Independent Director setting out terms and conditions is available for inspection by members on the website of the Company. The Directors recommend the passing of the resolution set out in Item No. 1 of the accompanying Notice as a special resolution.

Other than Mrs. Deepa Harris, and her respective relatives none of the Directors, Key Managerial Personnel of the Company or their relatives are considered to be interested in the resolutions.

Additional Information under Secretarial Standards on General Meeting and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided separately.

ITEM NO 2

APPOINTMENT OF MR. ASHISH RAZDAN AS INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors, pursuant to provisions of Sections 149, 150, 152 and 161 of the Companies Act 2013, Rules framed thereunder and Listing Regulations, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Ashish Razdan (DIN: 03584734) as Additional Director to hold Office of Independent Director of the Company from 21st March, 2024 to 20th March 2029, (both days inclusive).

In compliance with the provisions of Section 161 of the Companies Act, 2013 Mr. Ashish Razdan, holds the office up to the date of the next Annual General Meeting. However, pursuant to Regulation 17(1C) of Listing Regulations, approval of shareholders for appointment of Directors, is required to be taken at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier.

Mr. Ashish Razdan is eligible to be appointed as Independent Director for a term of five consecutive years. The Company has received notice under Section 160 of the Act proposing his candidature for Office of Independent Director of the Company.

The Company has also received a declaration of independence from Mr. Ashish Razdan. In terms of Regulation 25(8) of the Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as Independent Director without any external influence. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority and has also successfully registered his name in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs.

The Nomination and Remuneration Committee considers candidates having knowledge, skill and expertise across industries for appointment on the Board. It also deliberates on various factors including current tenure of Directors, skill matrix including skill-gaps, diversity, time-commitment and statutory requirements while considering the appointment of any person on the Board. This ensures smooth transitions in key Board positions.

For appointment of Mr. Ashish Razdan, on the Board, the Nomination and Remuneration Committee took into consideration his knowledge, rich experience and the skills possessed by him. Further, the Nomination and Remuneration Committee also noted that expertise and competencies possessed by him was in alignment with the skills and expertise, identified by the Committee and the Board, for the directors of the Company.

Brief profile of Mr. Ashish Razdan:

Mr. Ashish is a Partner of M/s. Khaitan & Co., a leading law firm. His experience includes advising foreign and Indian corporations, private equity and venture capital funds and investment banks on corporate and commercial transactions such as mergers and acquisitions (both domestic and cross-border), private equity and venture capital

investments, franchising and also on sports and corporate laws. He also co-chairs the India Working Group of the International Bar Association, where he facilitates the exchange of legal knowledge and best practices between Indian and global lawyers.

He has done LL.M., from Kings College London and B.A., LL.B. (Hons.), from National Law Institute University, Bhopal. He has also completed certificate programs in law firm management from prestigious institutions, such as Harvard Law School and Indian Institute of Management, Ahmedabad. His core competencies include legal writing, legal research, negotiation, and leadership. He works with the Executive Committee of Khaitan & Co on a number of strategic initiatives within the firm. He is passionate about advancing the legal profession and values collaboration, innovation, and excellence.

The letter for appointment of Independent Director setting out terms and conditions is available for inspection by members on the website of the Company. The Directors recommend the passing of the resolution set out in Item No. 2 of the accompanying Notice as a special resolution.

Other than Mr. Ashish Razdan, and his respective relatives none of the Directors, Key Managerial Personnel of the Company or their relatives are considered to be interested in the resolutions.

Additional Information under Secretarial Standards on General Meeting and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided separately.

**By Order of the Board of Directors
For TCPL Packaging Limited**

Harish Anchan
Company Secretary and
Compliance Officer
FCS 10481

Date:- 21st March 2024

Registered Office:
Empire Mills Complex, 414 Senapati Bapat Marg, Lower Parel, Mumbai 400 013

Additional Information as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of Director	Mrs Deepa Harris	Mr. Ashish Razdan
DIN	00064912	03584734
Age in years	65 years	43 Years
Qualification	Master of Arts, Delhi University	LL.M., Kings College London and B.A., LL.B. (Hons.), National Law Institute University, Bhopal
Expertise in specific functional areas	Expert in Branding / Marketing / Sales	Expert in advising foreign and Indian corporations, private equity and venture capital funds and investment banks on corporate and commercial transactions such as mergers and acquisitions (both domestic and cross-border), private equity and venture capital investments, franchising and also on sports and corporate laws.
Terms and condition of Re-appointment	Independent Director, not liable to retire by rotation, to hold office for a period of five years, with effect from 1 st April 2024 to 31 st March 2029.	Independent Director, not liable to retire by rotation, to hold office for a period of five years, with effect from 21 st March 2024 to 20 th March 2029.
Remuneration last drawn	Nil	
Remuneration proposed to be paid in the range	Sitting fees to be paid for attending meeting of Board / Committee as per Nomination and Remuneration Policy of the Company	
Date of first appointment on Board	2 nd August 2019	21 st March 2024
Relationship with other Directors / Key Managerial Personnel	Nil	
Number of meetings of the Board attended during the financial year (upto the date of Postal Ballot notice)	5	1 (As an Invitee)

Directorships of other Boards, excluding Directorship in Private and Section 8 companies as on the date of Postal Ballot notice and Committee positions	<ul style="list-style-type: none"> ●ADF Foods Limited, Independent Director -Member, Stakeholders Relationship Committee -Member, Audit Committee ●Prozone Realty Limited, Independent Director -Chairperson, Stakeholders Relationship Committee -Member, Audit Committee ●Jubilant Food works Limited, Independent Director -Member, Audit Committee ●Yatra Online Limited Independent Director 	Century Enka Limited, Independent Director
Listed companies from which ceased to be Director in the past three years	PVR Inox Limited	Nil
No. of Shares held in the Company	Nil	Nil
Justification for appointment of Director	The Company will benefit from the qualification and experience.	

Note:- Memberships/Chairmanships of Audit Committee and Stakeholders Relationship Committee have been considered