

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 -400002.

Tel.: 2207 7267 Fax : 2207 7542 Mob.: 93229 77388

E-mail: vkmassociates@yahoo.com

Form No.MGT-13  
Report of Scrutinizer(s)  
Scrutinizer's Report (Postal Ballot)

**To,  
Chairman,  
TCPL Packaging Limited,  
Empire Mills Complex, 414, Senapati Bapat Marg, Lower Parel  
(West), Mumbai, Maharashtra, 400013**

Subject: Scrutinizer's Report on voting through Postal Ballot (E-voting) in terms of Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management & Administration) Rules, 2014.

A. I, Vijay Kumar Mishra, Partner of M/s. VKM & Associates, Practicing Company Secretaries, have been appointed as a Scrutinizer pursuant to the resolution passed by the Board of Directors of **TCPL Packaging Limited** (hereinafter referred to as "the Company") on 08<sup>th</sup> November, 2023 for the purpose of scrutinizing the postal ballot process conducted through remote e-voting carried out in accordance with the provisions of Section 108 and Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and the other applicable provisions of the Act and the Rules made there under, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the General Circulars No.14/2020 dated April 08, 2020, No.17/2020 dated April 13, 2020, No.33/2020 dated September 28, 2020 and No.39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021 and No. 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars") in respect of the special resolution set out in the Postal Ballot Notice dated 23<sup>rd</sup> November, 2023 ("Notice")



B. Members approval was sought on the following Special Business:

1. Appointment of Mr. Sanjiv Anand (DIN: 00169309) as Independent Director from 23rd November 2023 to 22nd November 2028.

2. Appointment of Mr. Tarang Jain (DIN: 00027505) as Independent Director from 23rd November 2023 to 22nd November 2028

C. Pursuant to the provisions of the Act and MCA circulars, the Company completed dispatch of Postal Ballot Notice along with a statement setting out material facts under Section 102 of the Act as confirmed by the Company to its members in respect of the special resolution through electronic mail to those members whose name appeared in the Register of Members as on Friday, 24<sup>th</sup> November, 2023 ("cut-off date") and whose email addresses are registered with the Company/RTA/ Depositories. The Company also posted the notice of the Postal Ballot on its website.

D. The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company.

E. The shareholders of the Company holding shares as on Friday, 24<sup>th</sup> November, 2023 ("cut-off date") were entitled to vote on the proposed resolution specified in the Notice.



- F. The voting period for remote e-voting commenced on Tuesday, 5th December 2023 (9.00 a.m.) and ended on Wednesday, 03rd January, 2024 at (5.00 p.m.) and the NSDL e-voting platform was blocked thereafter.
- G. The e-voting was unblocked on 03<sup>rd</sup> January, 2024 in the presence of two other people who are not in the employment of the Company and the e-voting summary statement was downloaded from e-voting website of NSDL.
- H. All the votes cast up to 5:00 p.m. on 03<sup>rd</sup> January, 2024 being the last date and time fixed by the Company for said purpose were considered for scrutiny.
- I. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to postal ballot and e-voting for the resolution contained in the notice.
- J. My responsibility as scrutinizer for the postal ballot process is restricted to making a Scrutinizer's Report of the votes cast in favor or against the resolution.

I now submit my report as under on the result of the postal ballot in respect of the said resolution.



**Resolution Item No. 1: Special Resolution**

**Appointment of Mr. Sanjiv Anand (DIN: 00169309) as Independent Director from 23rd November 2023 to 22nd November 2028.**

**(i) Voted in Favour**

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
109	56,11,363	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
05	08	0.01%

**(iii) Invalid votes.**

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



## Resolution Item No. 2: Special Resolution

**Appointment of Mr. Tarang Jain (DIN: 00027505) as Independent Director from 23rd November 2023 to 22nd November 2028**

**(i) Voted in Favour**

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
107	56,10,453	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
06	908	0.02%

**(iii) Invalid votes.**

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



K. Based on the above remote e-voting, I confirm that the above Resolution No. 1 & Resolution 2 has been passed with majority of votes.

For VKM & ASSOCIATES  
Company Secretaries



*Vijay Kumar Mishra*

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

**UDIN: F005023E003110224**  
**Place : Mumbai**  
**Date : 04/01/2024**