

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,

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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 21st March, 2024 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 21st March, 2024 ("Notice")



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

1. **Re-appointment of Mrs. Deepa Harris (DIN:-00064912), as an Independent Director of the Company for second consecutive term commencing from 1st April 2024 to 31st March 2029**
2. **Appointment of Mr. Ashish Razdan (DIN:- 03584734), as an Independent Director of the Company for a term of five consecutive years commencing from 21st March 2024 to 20th March 2029**

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, 22nd March, 2024 ("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, 22nd March, 2024 ("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 Wednesday, 27th March, 2024 (9.00 a.m.) and ended on Thursday, 25th April 2024 at (5.00 p.m.) and the NSDL e-voting platform was blocked thereafter.
- G. The e-voting was unblocked on 25th April 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 25th April 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 resolutions.



Resolution Item No. 1: Special Resolution

Re-appointment of Mrs. Deepa Harris (DIN:-00064912), as an Independent Director of the Company for second consecutive term commencing from 1st April 2024 to 31st March 2029

(i) Voted in Favour

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
109	52,20,260	90.44%

(ii) Voted against the resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
08	5,51,570	9.56%

(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. Ashish Razdan (DIN:- 03584734), as an Independent Director of the Company for a term of five consecutive years commencing from 21st March 2024 to 20th March 2029

(i) Voted in Favour

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
109	52,20,065	90.44%

(ii) Voted against the resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
07	5,51,565	9.56%

(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 & 2 have been passed with majority of votes.

**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: F005023F000248156
Place : Mumbai
Date : 26/04/2024**