

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.
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SCRUTINIZER REPORT

**The Chairman / Managing Director,
TCPL PACKAGING LIMITED,
Empire Mills Complex 414,
Senapati Bapat Marg, Lower Parel,
Mumbai - 400013.**

Dear Sir(s),

Ref: Scrutinizer's Report on remote e-voting conducted in accordance with the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration), Rules, 2014 as amended by Companies (Management and Administration), Amendment Rules, 2015 for the 32nd Annual General Meeting of TCPL Packaging Limited held on Thursday, July 30, 2020 at 4:00 p.m. through Video Conferencing ('VC')/ other audio visual means ('OVAM').

- A. Pursuant to the resolution passed by the Board of Directors of M/s. TCPL Packaging Limited (hereinafter referred as "the Company") on 12th June, 2020, 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 remote e-voting process in respect of the below-mentioned Resolutions proposed at the 32nd Annual General Meeting ("AGM") of the Company on Thursday, 30th July, 2020 at 4:00 p.m. through VC/OVAM. I was also appointed as Scrutinizer to scrutinize the remote e-voting process during the said AGM.
- B. Members approval was sought on the following Resolutions:
- 1) Consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2020 and the Reports of Board of Directors and Auditors thereon. (Ordinary Resolution)
 - 2) Declaration of dividend for the financial year ended 31st March, 2020. (Ordinary Resolution)
 - 3) Appointment of Mr. K. K. Kanoria, a director retiring by rotation. (Ordinary Resolution)
 - 4) Appointment of Mr. Saket Kanoria, a director retiring by rotation. (Ordinary Resolution)



- 5) Re-appointment of Mr. S. G. Nanavati as Executive Director of the Company.(Special Resolution)
 - 6) Revision in remuneration of Mr. Vidur Kanoria. (Ordinary 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 Monday, 06th July, 2020 through electronic mode to those members whose email addresses are registered with the Company/Depositories, in compliance with the circulars dated May 05, 2020 issued by the Ministry of Corporate Affairs ("MCA") read with circulars dated April 08, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.
 - D. The remote e-voting facility was provided by National Securities Depositor Ltd ("NSDL") for conducting remote e-voting by Shareholders of Company.
 - E. The remote e-voting period commenced on Monday, 27th July, 2020 (9:00 a.m. IST) and ended on Wednesday, 29th July, 2020 (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 July 23, 2020 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 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 is restricted to making a 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 32nd AGM in respect of the said resolutions.



Resolution Item No. 1: Ordinary Resolution

To receive, consider and adopt:

- a. Audited Financial Statements for the financial year ended 31st March, 2020 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
75	55,31,316	100%

- (i) Voted against the resolution.**

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
4	102	100%

- (ii) Invalid votes.**

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	NA



Resolution No. 2: Ordinary Resolution

To declare Dividend for the year ended 31st March, 2020.

(i) Voted in favour of resolution.

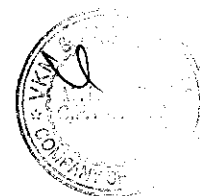
Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
75	55,31,316	100%

(ii) Voted against the resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
4	102	100%

(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	NA



Resolution No. 3: Ordinary Resolution

To appoint Director in place of Mr. K. K. Kanoria (DIN: 00023328), 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
72	55,31,051	100%

(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	367	100%

(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	NA



Resolution No. 4: Ordinary Resolution

To appoint Director in place of Mr. Saket Kanoria (DIN: 00040801), 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
72	55,31,051	100%

(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	367	100%

(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	NA



Resolution No. 5: Special Resolution

To re-appoint Mr. S G Nanavati (DIN: 00023526) as Executive Director of the Company and fixing his term of 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
69	55,28,976	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
8	542	100%

(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
2	1900



Resolution No. 6: Ordinary Resolution

To revise remuneration of Mr. Vidur Kanoria.

(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
61	499019	9.03%

(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	542	100%

(iii) Invalid votes.

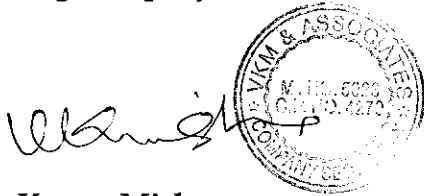
Number of Members whose votes were declared invalid	Number of invalid votes cast by them
10	5031857



- K. The above Resolutions No 1 to No. 6 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 32nd Annual General meeting of the Company and after, the same will be handed over to Mr. Harish Anchan, Company Secretary, for safe keeping.

Thanking you,

Yours Faithfully
For VKM & Associates
Practising Company Secretaries



Vijay Kumar Mishra
Partner
Mem No.: F 5023 COP: 4279
UDIN No. : F005023B000537698

Date: 31/07/2020
Place: Mumbai

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended 31.03.2020 and Reports of Board of Directors and Auditors thereon				
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	5031857	99.2090	5031857	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	5031857	99.2090	5031857	0	100.0000
Public-Institutions	E-Voting	783870	487227	62.1566	487227	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		783870	487227	62.1566	487227	0	100.0000
Public- Non Institutions	E-Voting	3244156	12334	0.3802	12232	102	99.1730	0.8270
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		3244156	12334	0.3802	12232	102	99.1730
Total		9100000	5531418	60.7848	5531316	102	99.9982	0.0018
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				Declaration of Dividend @ Rs 4.00 per equity 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	5031857	99.2090	5031857	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	5031857	99.2090	5031857	0	100.0000
Public-Institutions	E-Voting	783870	487227	62.1566	487227	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		783870	487227	62.1566	487227	0	100.0000
Public- Non Institutions	E-Voting	3244156	12334	0.3802	12232	102	99.1730	0.8270
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		3244156	12334	0.3802	12232	102	99.1730
Total		9100000	5531418	60.7848	5531316	102	99.9982	0.0018
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				Re-appointment of Mr. K K Kanoria (DIN: 00023328) as Director, who retires by rotation and been eligible, offers himself for re-appointment.				
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	5031857	99.2090	5031857	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	5031857	99.2090	5031857	0	100.0000
Public-Institutions	E-Voting	783870	487227	62.1566	487227	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		783870	487227	62.1566	487227	0	100.0000
Public- Non Institutions	E-Voting	3244156	12334	0.3802	11967	367	97.0245	2.9755
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		3244156	12334	0.3802	11967	367	97.0245
Total		9100000	5531418	60.7848	5531051	367	99.9934	0.0066
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				Re-appointment of Mr. Saket Kanoria (DIN: 00040801), who retires by rotation and been eligible, offers himself for re-appointment.				
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	5031857	99.2090	5031857	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	5031857	99.2090	5031857	0	100.0000
Public-Institutions	E-Voting	783870	487227	62.1566	487227	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		783870	487227	62.1566	487227	0	100.0000
Public- Non Institutions	E-Voting	3244156	12334	0.3802	11967	367	97.0245	2.9755
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		3244156	12334	0.3802	11967	367	97.0245
Total		9100000	5531418	60.7848	5531051	367	99.9934	0.0066
Whether resolution is Pass or Not.							Yes	

Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. S. G. Nanavati (DIN: 00023526) as Executive Director of the Company and fixing his term of appointment and remuneration thereof				
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	5031857	99.2090	5031857	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	5031857	99.2090	5031857	0	100.0000
Public-Institutions	E-Voting	783870	487227	62.1566	487227	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		783870	487227	62.1566	487227	0	100.0000
Public- Non Institutions	E-Voting	3244156	10434	0.3216	9892	542	94.8054	5.1946
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		3244156	10434	0.3216	9892	542	94.8054
Total		9100000	5529518	60.7639	5528976	542	99.9902	0.0098
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.				
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	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		5071974	0	0.0000	0	0	0.0000
Public-Institutions	E-Voting	783870	487227	62.1566	487227	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		783870	487227	62.1566	487227	0	100.0000
Public- Non Institutions	E-Voting	3244156	12334	0.3802	11792	542	95.6056	4.3944
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		3244156	12334	0.3802	11792	542	95.6056
Total		9100000	499561	5.4897	499019	542	99.8915	0.1085
Whether resolution is Pass or Not.							Yes	