

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

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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



(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", written over a horizontal line.

Harish Anchan
Company Secretary