

VIJAY KUMAR MISHRA VKM & ASSOCIATES

B. Com (Hons.), A C A . F C.S

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PRACTISING COMPANY SECRETARIES

116, Trinity Building, 1st Floor, 227, Dr. C. H. Street, Behind

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,

Thirty-Fifth Annual General Meeting of the Equity Shareholders of TCPL Packaging Limited held on Friday, 04th August, 2023 at 4:30 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 May26th, 2023, 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 26th, 2023 ("**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 35thAnnual General Meeting ("**AGM**") of the Company through VC/OVAM. The meeting was convened on Friday, 04th August, 2023 at 4:30 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 2023 and the Reports of the Board of Directors and the Auditors thereon. (Ordinary Resolution)
- 2) Declaration of Dividend for the year ended 31st March 2023.. (Ordinary Resolution)
- 3) Appointment of Mr. K K Kanoria, (DIN: 00023328) Director retiring by rotation. (Ordinary Resolution)
- 4) Appointment of Mr. Rishav Kanoria, (DIN: 05338165) Director retiring by rotation.. (Ordinary Resolution)
- 5) Re-appointment of Mr. S G Nanavati (DIN 00023526) as Executive Director and fixing his term of appointment and remuneration thereof. (Special Resolution)
- 6) Appointment of Dr. Andreas Blaschke, (DIN 10173375) as Non-Executive Independent Director. (Special Resolution)
- 7) Appointment of Mr. Vidur Kanoria, (DIN 08709462) as Executive Director and fixing his term of appointment and remuneration thereof. (Special Resolution).
- 8) Authority to borrow Money. (Special Resolution)
- 9) Authority to Mortgage. (Special Resolution)
- 10) Appointment of Cost Auditor.(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 Saturday, July 08th, 2023 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 Tuesday, 01st August, 2023 (9:00 a.m. IST) and ended on Thursday, 03rd August, 2023 (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 28th July, 2023 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 35th AGM in respect of the said resolutions.



Resolution Item No. 1: Ordinary Resolution

Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2023 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
88	55,98,637	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	04	0.01%

(i) Invalid votes.

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



Resolution No. 2: Ordinary Resolution

Declaration of Dividend for the year ended 31st March 2023.

(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
88	55,98,637	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	04	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. K K Kanoria, (DIN: 00023328) 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
86	55,97,986	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	655	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. 4: Ordinary Resolution

Appointment of Mr. Rishav Kanoria, (DIN: 05338165) 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
83	54,25,535	98.93%

(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	58,356	1.07%

(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
01	1,14,750



Resolution No. 5: Special Resolution

Re-appointment of Mr. S G Nanavati (DIN 00023526) as Executive Director 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
86	55,91,296	99.89%

(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	5,845	0.11%

(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
01	1,500



Resolution No. 6: Special Resolution

Appointment of Dr. Andreas Blaschke, (DIN 10173375) as Non-Executive Independent Director

(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
88	55,98,637	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	04	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. 7: Special Resolution

Appointment of Mr. Vidur Kanoria, (DIN 08709462) as Executive Director 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
85	54,59,546	99.55%

(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	24,345	0.45%

(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
01	1,14,750



Resolution No. 8: Special Resolution

Authority to borrow Money

(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
88	55,98,637	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	04	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

Authority to Mortgage.

(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
88	55,98,637	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	04	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: Ordinary Resolution

Appointment of Cost Auditor

(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
88	55,98,637	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	04	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. 10 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 35th 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 : F005023E000746368

Place : Mumbai

Date : 05/08/2023

Countersigned by :
For **TCPL PACKAGING LIMITED**

Harish Anchan
Company Secretary