



Empire Mills Complex
414, Senapati Bapat Marg,
Lower Parel
Mumbai 400013, India.
Tel : +91 22 61646000
Fax : +91 22 24935893
Email : tcpl@tcpl.in
Website : www.tcpl.in
CIN: L22210MH1987PLC044505

February 17, 2025

The Bombay Stock Exchange Ltd
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001
Security Code:-523301

The National Stock Exchange of India Ltd
Exchange Plaza, Plot No. C/1, G Block
Bandra Kurla Complex,
Bandra East, Mumbai 400 051
Trading Symbol:- TCPLPACK

Dear Sirs,

Re:- Compliance under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("Listing Regulations") / Postal Ballot Notice for the appointment of Mr. Aniket Talati as Independent Director of the Company

In terms of Regulation 30 of the Listing Regulations, enclosed please receive copy of Postal Ballot Notice along with the Explanatory Statement, seeking approval of the Members, by way of a Special Resolution, for the appointment of Mr. Aniket Talati (DIN: 02724484) as Independent Director of the Company being sent to the members of the Company whose names appear on the register of Members / List of Beneficial Owners as on Friday, February 14, 2025 (cut-off date) and whose email addresses are registered with the Depositories / Company as on cut-off date.

Kindly note that there will be no dispatch of physical copies of the Postal Ballot Notice or forms to the Members of the Company and no physical ballot forms will be accepted by the Company.

The Company has engaged services of National Securities Services India Ltd (NSDL) for the purpose of providing e-voting facility to members. The remote e-voting period commences from 9:00 a.m. IST on Wednesday, February 19, 2025, and ends at 5:00 p.m. IST on Thursday, March 20, 2025. The results of voting by postal ballot will be announced not later than two working days from the conclusion of the remote e-voting.

The said Postal Ballot Notice can also be accessed from Company website www.tcpl.in. Kindly take the above on your records.

For **TCPL Packaging Limited**

Compliance Officer



CIN : L22210MH1987PLC044505

Registered Office : Empire Mills Complex, 414, Senapati Bapat Marg, Lower Parel, Mumbai 400013

Tel.: +91 22 61646000, Fax : +91 22 24935893, E-mail : info@tcpl.in, Website : www.tcpl.in

NOTICE OF POSTAL BALLOT AND E-VOTING

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 108 and 110 and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014, clarification issued by Ministry of Corporate Affairs ('MCA') vide General Circular No. 09/2024 dated September 19, 2024, and other relevant Circulars issued by the MCA ('MCA Circulars') and Securities and Exchange Board of India ('SEBI Circulars'), from time to time, the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), and other applicable laws and regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), that the Special Resolution(s) as set out in this Notice are proposed for consideration by the Members of TCPL Packaging Limited ("the Company") for passing by means of Postal Ballot by voting through electronic means (remote e-voting) only.

In accordance with Sections 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company has engaged the services of the National Securities Depository Limited ("NSDL"), an agency authorised by the MCA, to provide remote e-voting facility. The procedure for remote e-voting is detailed in the Notes to this Postal Ballot notice.

The remote e-voting period commences at 9.00 a.m. IST on Wednesday, February 19, 2025 and ends at 5.00 p.m. IST on Thursday, March 20, 2025. Members are requested to read the instructions and notes carefully while expressing their assent or dissent and cast votes through remote e-voting by not later than 5.00 p.m. IST on Thursday, March 20, 2025, else it would be presumed that the member has abstained from voting. The remote e-voting facility will be disabled by NSDL thereafter.

An Explanatory Statement pertaining to the proposed resolution setting out the material facts and the reasons thereof forms part of this Postal Ballot notice.

The Board of Directors of the Company have appointed Mr. Vijay Mishra (Membership No.: FCS 5023, COP: 4279), of M/s. VKM & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot voting process through electronic means in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company, or any other person authorised by the Chairman, and the result of the voting by Postal Ballot shall be declared within two working days from the conclusion of the remote e-voting through Postal Ballot. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot notice.

The proposed resolution, if approved shall be deemed to have been passed on the last date of remote e-voting i.e. Thursday, March 20, 2025.

SPECIAL BUSINESS

ITEM NO. 1:- APPOINTMENT OF MR. ANIKET TALATI (DIN:-02724484) AS INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following Resolution, as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV and such other Rules framed thereunder, as may be applicable (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (as may be amended from time to time) and the Articles of Association of the Company and subject to such other approval(s) as may be required, Mr. Aniket Talati (DIN:-02724484), who was appointed by the Board of Directors, based on recommendation of Nomination and remuneration Committee, as an "Additional Director" with effect from January 22, 2025, in terms of provisions of section 161(1) of the Act, to hold the Office of Non-Executive Independent Director of the Company, and who has submitted a declaration that he meets the criteria of independence as provided in section 149(6) of the Act read along with the Rules framed thereunder, and Regulation 16(1)(b) of Listing Regulations and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an "Independent Director" of the Company not liable to retire by rotation, for a period of 5 (five) consecutive years commencing from January 22, 2025 upto January 21, 2030."

"RESOLVED FURTHER THAT the Board of Directors including the Committee and/or any other person(s) authorised by the Board of Directors of the Company in this regard, be and is/ are hereby authorised on behalf of the Company to do all such acts, deeds, matters and things and take all such steps as may be necessary, or expedient including filing of the requisite forms or submission of documents with any Authority for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereof."

**By Order of the Board of Directors
For TCPL Packaging Limited**

Sd/-
Harish Anchan
Company Secretary and
Compliance Officer
FCS 10481

Date:- February 13, 2025

Registered Office:
Empire Mills Complex, 414 Senapati Bapat Marg, Lower Parel, Mumbai 400 013

Notes:

1. The Explanatory Statement and reasons for the proposed Special Resolution(s) pursuant to Section 102 read with Section 110 of the Companies Act 2013 ("the Act") setting out material facts are appended herein below. Details in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") forms part of the Explanatory Statement forming part of this Notice.
2. In compliance with the MCA Circulars, the Notice is being sent by electronic mode alone to those Members whose names appear in the Register of Members / List of

Beneficial Owners maintained by the Company and as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (Depositories) as on Friday, February 14, 2025 and whose e-mail id's are registered with the Company / Depositories.

3. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has availed the service of National Securities Depositories Limited (NSDL) for facilitating e-voting to enable the Members to cast their votes electronically.
4. In accordance with the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
5. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.tcpl.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on NSDL at www.evotingindia.com.
6. Relevant documents referred to in Explanatory Statements, pursuant to section 102 of the Act are available for inspection through electronic mode. Members are requested to write to the Company on info@tcpl.in for inspection of the said documents mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
7. Instructions and information relating to remote e-voting are as follows:
 - i) Members are provided with the facility to cast their vote only by electronic means through the e-voting platform provided by NSDL.
 - ii) Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the members on Friday, February 14, 2025 ('cut-off date'). Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the cut-off date should treat this Postal Ballot notice for information purpose only.
 - iii) Voting rights through e-voting cannot be exercised by a proxy.
 - iv) The remote e-voting period commences at 9.00 a.m. IST on Wednesday, February 19, 2025 and ends at 5.00 p.m. IST on Thursday, March 20, 2025. The remote e-voting module will be disabled by NSDL for voting thereafter. The detailed process for remote e-voting is given below in point (vii).
 - v) The Scrutinizer after the conclusion of voting through remote e-voting, make a Scrutinizer's Report of the total votes cast in favour or against, if any, and will submit his report to the Chairman of the Company or any person authorised by him, within two working days from the conclusion of the remote e-voting through Postal Ballot. The result shall be announced on the website of the National Stock Exchange of India Limited and BSE Limited, Stock Exchanges, where equity shares of the

Company are listed and also intimated through a Press Release in newspapers. The results will also be disclosed on the Company's website at www.tcpl.in

vi) Resolution passed by the members by means of Postal Ballot will be deemed to have been passed at a General Meeting of the members. The resolution, if passed by requisite majority, will be deemed to have been passed on the last date specified for e-voting i.e., Thursday, March 20, 2025.

vii) The details of the process and manner for remote e-voting are explained herein below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as

	<p>shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress

	and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

i) Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

Password details for shareholders other than Individual shareholders are given below:

- i) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- ii) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- iii) How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

ii) Now, you will have to click on "Login" button.

iii) After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- i) After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
- ii) Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- iii) Now you are ready for e-Voting as the Voting page opens.
- iv) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- v) Upon confirmation, the message "Vote cast successfully" will be displayed.
- vi) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- vii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vkmassociates@yahoo.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Prajakta Pavle at evoting@nsdl.com

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

- i) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company Registrar and Transfer Agents MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) at rnt.helpdesk@linkintime.co.in along with the copy of the signed request letter. In case of any queries / difficulties in registering the e-mail address, Members may write to info@tcpl.in
- ii) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info@tcpl.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
- iii) Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
- iv) In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION(S) 102 AND 110 OF THE COMPANIES ACT, 2013

ITEM NO 1

APPOINTMENT OF MR. ANIKET TALATI (DIN: 02724484) AS INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors, pursuant to provisions of Sections 149, 150, 152 and 161 of the Companies Act 2013, Rules framed thereunder and Listing Regulations, based on the recommendation of Nomination and Remuneration Committee, appointed Mr. Aniket Talati (DIN: 02724484) as Additional Director to hold Office of Independent Director of the Company from January 22, 2025 to January 21, 2030, (both days inclusive), subject to the approval of members of the Company.

In compliance with the provisions of Section 161 of the Companies Act, 2013 Mr. Aniket Talati, holds the office up to the date of the next Annual General Meeting. However, pursuant to Regulation 17(1C) of Listing Regulations, approval of shareholders for appointment of Directors, is required to be taken at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier.

Mr. Aniket Talati has given his consent to act as Director of the Company. The Company has also received a declaration of independence from Mr. Aniket Talati. In terms of Regulation 25(8) of the Listing Regulations, he has also confirmed that he is not aware of

any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as Independent Director without any external influence. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority. Mr. Aniket Talati is in compliance with the requirements as prescribed in Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended, with respect to enrolling his name in the online databank of independent directors and he has passed the online proficiency self-assessment test, in terms of the said Rules. The Company has received notice under Section 160 of the Act proposing his candidature for Office of Independent Director of the Company.

The Nomination and Remuneration Committee considers candidates having knowledge, skill and expertise across industries for appointment on the Board. It also deliberates on various factors including current tenure of Directors, skill matrix including skill-gaps, diversity, time-commitment and statutory requirements while considering the appointment of any person on the Board. This ensures smooth transitions in key Board positions.

For appointment of Mr. Aniket Talati, on the Board, the Nomination and Remuneration Committee took into consideration his knowledge, rich experience, sound academics and the skills possessed by him. Further, the Nomination and Remuneration Committee also noted that expertise and competencies possessed by him was in alignment with the skills and expertise, identified by the Committee and the Board, for the directors of the Company.

Brief profile of Mr. Aniket Talati

Mr. Aniket Talati, M. Com, FCA, member of ICAI Accounting Research Foundation (ICAI ARF), ICAI Registered Valuers Organisation (RVO), Extensible Business Reporting Language (XBRL) India, Indian Institute of Insolvency Professionals of ICAI (IIPI) and the member of various other Committees, Boards and Directorates of ICAI.

He served as the President ICAI in the year 2023-24. He has strong organizational skills and deep insight for Technology and ESG. He is at the forefront of Digital Transformation within ICAI, and numerous digital Initiatives were launched under him. He is actively involved in all the major sustainability initiatives in India and works closely on digital transformation projects. He also contributed towards evolvement of accounting, auditing, ethical, valuation and forensic standards in India. He has supported the Government and Regulators as a member of Government Accounting Standards Advisory Board (GASAB) of C&AG of India, Board of Insurance Regulatory & Development Authority of India (IRDAI) and SEBI's Primary Market Advisory Committee.

Mr. Aniket Talati shall be paid remuneration by way of fees for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Meeting of Board or Committees thereof. Details pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standards on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to this Postal Ballot Notice.

In accordance with provisions of Section 149, 150, 152 read with Schedule IV of the Companies Act 2013 and other applicable provisions if any of the Companies Act 2013, the appointment of Mr. Aniket Talati requires approval of members of the Company by passing special resolution.

Accordingly, the approval of members of the Company is sought for appointment of Mr. Aniket Talati as an Independent Director of the Company. The letter for appointment of Independent Director setting out terms and conditions is available for inspection by

members on the website of the Company. The Directors recommend the passing of the resolution set out in Item No. 1 of the accompanying Notice as a special resolution.

Mr. Aniket Talati is interested in the resolution set out in item No.1 of this Postal Ballot Notice regarding his appointment. Relatives of Mr. Aniket Talati may be deemed to be interested in the resolution to the extent of their shareholding interest, if any in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise in the resolution. The Board of Directors, recommend the Special Resolution set out at Item No 1 of this Postal Ballot Notice for approval of members

**By Order of the Board of Directors
For TCPL Packaging Limited**

Harish Anchan
Company Secretary and
Compliance Officer
FCS 10481

Date: - February 13, 2025

Registered Office:

Empire Mills Complex, 414 Senapati Bapat Marg, Lower Parel, Mumbai 400 013

Information as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings, issued by the Institute of Company Secretaries of India.

Name of Director	Mr. Aniket Talati
DIN	02724484
Age in years	39 years
Qualification	M.Com, FCA
Expertise in specific functional areas and skills	Expert in finance and possess requisite skills, experience, knowledge and capabilities for the role of Non-executive, Independent Director.
Terms and condition of Re-appointment	Independent Director, not liable to retire by rotation, to hold office for a period of five years, with effect from January 22, 2025 to January 21, 2030
Remuneration last drawn	Not Applicable
Remuneration proposed to be paid in the range	Sitting fees to be paid for attending meeting of Board / Committee as per Nomination and Remuneration Policy of the Company
Date of first appointment on	January 22, 2025

Board	
Relationship with other Directors / Key Managerial Personnel	Nil
Number of meetings of the Board attended during the financial year (upto the date of Postal Ballot notice)	FY2024-25:- 1 out of 1 meeting held, till date of Postal Ballot Notice (appointed with effect from January 22, 2025)
Directorships of other Boards, excluding Directorship in Private and Section 8 companies as on the date of Postal Ballot notice and Committee positions	<p>Prudent Corporate Advisory Services Limited Independent Director -Chairman Audit Committee -Member - Stakeholders Relationship Committee</p> <p>Sanstar Limited Independent Director -Chairman Audit Committee and Stakeholders Relationship Committee</p>
Listed companies from which ceased to be Director in the past three years	Nil
Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice	Nil
Justification for appointment of Director	The Company will benefit from the qualification and experience.

Note:- Memberships/Chairmanships of Audit Committee and Stakeholders Relationship Committee have been considered