



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

March 21, 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 Sir(s),

**Re: Compliance under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")**

This is further to our letter dated February 17, 2025 enclosing therewith Postal Ballot Notice ("Notice") dated February 13, 2025 along with Explanatory Statement, for seeking approval of the members of the Company for appointment of Mr. Aniket Talati as Independent Director.

In connection with the above, please find enclosed the following:

1. Voting results pursuant to Regulation 44 of Listing Regulations
2. Scrutinizer's Report dated March 21, 2025 on remote e-voting and
3. Proceedings of Postal Ballot

As per the count of the valid votes cast by remote e-voting through the postal ballot process and based on the report of the Scrutinizer, the special resolution for the appointment of Mr. Aniket Talati (DIN: 02724484) as an Independent Director of the Company has been passed by the Members with requisite majority on Thursday, March 20, 2025 at 5:00 p.m. IST, being the end of the e-voting period.

Voting results along with the Scrutinizer's report will also be made available on the Company's website at [www.tcpl.in](http://www.tcpl.in). Kindly take the same on record and acknowledge the receipt.

Thanking you

For **TCPL Packaging Limited**

Compliance Officer



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Disclosure as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015	
Name of Company	TCPL Packaging Limited
Date of Postal ballot Notice	Thursday February 13, 2025
Voting Start Day, Date and Time	Wednesday, February 19, 2025 at 9.00 a.m.
Voting End Date	Thursday, March 20, 2025 at 5.00 p.m.
Cut-off date	Friday, February 14, 2025
Date of declaration of Postal Ballot Results	Friday, March 21, 2025
Total Number of Shareholders on cut-off date	14355
No. of Shareholders present in meeting either in person or through Proxy.	
a) Promoter and Promoter group	Not applicable
b) Public	Not applicable
No. of Shareholders attended the meeting through video conferencing	
a) Promoter and Promoter group	Not applicable
b) Public	Not applicable
No. of resolution passed by Postal ballot	1

<b>Resolution Required :Special</b>			Appointment of Mr. Aniket Talati, as Independent Director of the Company for a term of five consecutive years commencing from January 22, 2025 to January 21, 2030					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			No					
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	99.21	5031857	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>5031857</b>	<b>99.21</b>	<b>5031857</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	1167785	1001379	85.75	1001379	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>1001379</b>	<b>85.75</b>	<b>1001379</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting	2860241	7524	0.26	6547	977	87.01	12.99
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>7524</b>	<b>0.26</b>	<b>6547</b>	<b>977</b>	<b>87.01</b>	<b>12.99</b>
<b>Total</b>		<b>9100000</b>	<b>6040760</b>	<b>66.38</b>	<b>6039783</b>	<b>977</b>	<b>99.98</b>	<b>0.016</b>

Notes:

1. Voting rights on the shares transferred to 'Unclaimed Suspense Account', 'Suspense Escrow Demat Account', 'Investor Education and Protection Fund' and voting rights on shares held by TCPL ESOP Trust were frozen.
2. There were no invalid votes cast on the above resolutions.
3. The aforesaid resolutions were passed by the members of the Company with requisite majority.

**VIJAY KUMAR MISHRA**

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

PARESH D PANDEY

B. Com., A.C.S

**VKM & ASSOCIATES**

**PRACTISING COMPANY SECRETARIES**

406, Garnet Paladium, Panch Bawadi,

Near W E highway, Malad (E), Mumbai-400097

Mob.: 93229 77388

E-mail: vkmassociales@yahoo.com

**Form No.MGT-13**  
**Report of Scrutinizer(s)**  
**Scrutinizer's Report (Postal Ballot)**

**To,**  
**Chairman/Managing Director,**  
**TCPL Packaging Limited**  
**Empire Mills Complex,**  
**414, Senapati Bapat Marg,**  
**Lower Parel, Mumbai**  
**Maharashtra, India, 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, Practising 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, 13<sup>th</sup> February 2025 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, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 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, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and No. 9/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars") in respect of the special resolutions set out in the Postal Ballot Notice dated 13<sup>th</sup> February, 2025 ("Notice")



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

**APPOINTMENT OF MR. ANIKET TALATI (DIN:-02724484) AS INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF FIVE CONSECUTIVE YEARS COMMENCING FROM JANUARY 22, 2025 UPTO JANUARY 21, 2030**

- 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 resolutions through electronic mail to those members whose name appeared in the Register of Members as on Friday, 14<sup>th</sup> February, 2025 ("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, 14<sup>th</sup> February, 2025 ("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, 19<sup>th</sup> February, 2025 (9.00 A.M. IST) and ended on Thursday, 20<sup>th</sup> March, 2025 at (5.00 P.M. IST) and the NSDL e-voting platform was blocked thereafter.
- G. The e-voting was unblocked on Thursday, 20<sup>th</sup> March, 2025 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 Thursday, 20<sup>th</sup> March, 2025 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 resolution.

**Resolution Item No. 1: Special Resolution**

**Appointment of Mr. Aniket Talati (Din:-02724484) as Independent Director of the Company For a term of Five Consecutive Years Commencing from January 22, 2025 upto January 21, 2030**

**(i) Voted in Favour**

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
96	6039783	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
7	977	0.02%

**(iii) Invalid votes**

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
00	00



K. Based on the above remote e-voting, I confirm that the above Resolution No. 1 has been passed with majority of votes.

For VKM & ASSOCIATES  
Company Secretaries



  
(Vijay Kumar Mishra)  
Partner  
C.P.No.4279

**UDIN: F005023F004131640**

**Place: Mumbai**

**Date: 21/03/2025**



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**FAIR SUMMARY OF THE PROCEEDINGS OF THE RESOLUTION PASSED BY WAY  
OF POSTAL BALLOT BY THE SHAREHOLDERS OF TCPL PACKAGING LIMITED ON  
MARCH 20, 2025**

The Board of Directors of the Company, vide a resolution passed on February 13, 2025, decided to obtain consent of the members through Postal Ballot under Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, in respect of the Special Resolution for appointment of Mr. Aniket Talati (DIN:- 02724484) as Independent Director of the Company to hold the Office for term commencing from January 22, 2025 to January 21, 2030

The Postal Ballot Notice was sent to the Members whose names appeared on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The Company had on Monday, February 17, 2025 completed the dispatch of the Postal Ballot Notice. Members whose names appeared on the Register of Members/List of Beneficial Owners as on Friday, February 14, 2025 i.e. the cut-off date, were eligible for the purpose of e-voting.

The Company had made arrangements for e-voting and availed the services of National Securities Depository Limited (NSDL) to provide the facility to the Members for e-voting. In view of prevailing MCA Circulars on postal ballot process, the voting on the resolution covered in the Notice took place through e-voting only and no physical ballots were collected. The voting period commenced on Wednesday, February 19, 2025 at 9.00 a.m. and ended on Thursday, March 20, 2025 at 5:00 p.m. (inclusive of both the days). The e-voting module was disabled by NSDL at 5.00 p.m. on March 20, 2025.

Mr. Vijay Mishra of M/s. VKM & Associates, Practising Company Secretary, was appointed as a Scrutiniser for conducting the Postal Ballot process in a fair and transparent manner. Mr. Vijay Mishra submitted his report after completion of e-voting process.

The scrutinizer carried out the scrutiny of the votes polled electronically up to March 20, 2025 and submitted his report dated March 21, 2025.





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The details as summarized by the scrutinizer in his report are as follows:

Particulars of Resolution	Type of Resolution	(E-Voting)					Whether resolution passed or rejected
		No. of votes polled	No. of votes in favour	No. of votes against	% of votes in favour	% of votes against	
Appointment of Mr. Aniket Talati (DIN:- 02724484) as Non-Executive Independent Director	Special Resolution	6040760	6039783	977	99.98	0.02	Passed