



**SCRUTINIZER'S REPORT**

To  
**The Chairman,  
The Tinsplate Company of India Limited  
4, Bankshall Street,  
Kolkata- 700001**

*Dear Sir,*

- (1) We have been appointed as Scrutinizer by the Company for conducting the postal ballot and e-voting process in a fair and transparent manner in terms of the resolution of Board of Directors of the Company dated 29<sup>th</sup> April, 2015.
- (2) The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and postal ballot on the resolution contained in the Notice of the postal ballot and e-voting dated the 25<sup>th</sup> day of June, 2015. Our responsibility as a scrutinizer for the voting process through electronic means and postal ballots is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system of Central Depository Services (India) Limited (CDSL) and of voting received through postal ballots as provided by M/s TSR Darashaw Limited, Mumbai the agencies engaged by the Company to provide e-voting / postal ballot facilities.
- (3) We submit our report as under :
  - (a) The Company has completed the dispatch of physical postal ballot forms (containing e-voting instructions) along with postage prepaid self-addressed envelope and postal ballot (containing e-voting instructions) via electronic mode by 6<sup>th</sup> day of July, 2015 to its Members whose name(s) appeared on the Register of Members / list of beneficiaries as on the 26<sup>th</sup> day of June, 2015.
  - (b) Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
  - (c) The postal ballot forms were kept under our safe custody in sealed and tamper proof ballot boxes.
  - (d) The ballot boxes were opened after 5:00 P.M on Wednesday, 5<sup>th</sup> day of August, 2015, in our presence.





# A. K. LABH

M.Com., MBA, FCS, ACMA (ICAI), ACSI (Lond)  
DIM, DHRD, PGHDSM, DIRPM  
Practicing Company Secretary



# A. K. LABH & Co.

**Company Secretaries**

40, Weston Street, 3rd Floor, Kolkata - 700 013  
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Website : www.aklabh.com

- (e) The postal ballot forms were duly opened in our presence and scrutinized.
- (f) All postal ballot forms received on or before 5:00 PM on Wednesday, 5<sup>th</sup> day of August, 2015, the last date as fixed by the Company for receipt of the forms, were considered for our scrutiny.
- (g) Envelopes containing postal ballot forms received after 5:00 P.M on Wednesday, 5<sup>th</sup> day of August, 2015, *if any*, were not considered for our scrutiny.
- (h) We did not find any defaced ballot paper.
- (i) Summary of the Postal Ballot votes casted through Physical Mode is as follows :-

1.	Total No. of Postal Ballot Forms Received	716
2.	Total No. of Invalid Postal Ballot Forms	67
3.	Total No. of Valid Postal Ballot Forms	649
4.	Total No. of Valid Postal Ballot Forms in favour of the Resolution	615
5.	Total No. of Valid Postal Ballot Forms against the Resolution	34
6.	Total No. of valid Votes / Shares casted	3362882
7.	Total No. of valid Votes / Shares in favour of the Resolution	3353445
8.	Total No. of valid Votes / Shares against the Resolution	9437

- (j) Members were provided the opportunity to cast their vote(s) through electronic voting system in terms of the platform as provided by CDSL e-voting system ([www.evotingindia.com](http://www.evotingindia.com)).
- (k) The e-voting period remained open from 9.00 A.M. IST on Tuesday, the 7<sup>th</sup> day of July, 2015 up to 5:00 P.M. IST on Wednesday, the 5<sup>th</sup> day of August, 2015.





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- (l) The Shareholders holding shares as on the “cut off” date, i.e. 26<sup>th</sup> day of June, 2015 were entitled to vote on the proposed resolution as mentioned in the notice of the postal ballot and e-voting dated 25<sup>th</sup> day of June, 2015.
- (m) The result of the electronic voting was downloaded after 5:00 P.M on Wednesday, 5<sup>th</sup> day of August, 2015 from CDSL website providing the platform for e-voting system ([www.evotingindia.com](http://www.evotingindia.com)) and were unblocked in the presence of Mr. Narayan Chandra Saha and Mr. Raju Chowdhury (not being the employees of the Company) and has been included in our report.
- (n) Summary of the votes casted through Electronic Voting System [EVSN: 150627005] is as follows :-

Total Folios Voted	56
Total Folios Voted in Favour of the Resolution	53
Total Folios Voted Against the Resolution	3
Total No. of Votes / Shares casted through e-voting system	39236
Total No. of Votes / Shares casted in favour of the Resolution	35716
Total No. of Votes / Shares casted against the Resolution	3520

- (o) Hence, final consolidated summary of the votes casted (aggregate of Physical and Electronic Voting System) is as follows :-

## Resolution No. 1

### Approval of material related party transactions

Sr. No.	Votes casted	No of Folios voted	Votes through Postal Ballot	Votes through Electronic Voting	Total No. of Votes / Shares	% of Valid Votes Received
1.	Favour	668	3353445	35716	33,89,161	99.62
2.	Against	37	9437	3520	12,957	0.38
<b>Total</b>					<b>34,02,118</b>	<b>100.00</b>

Note: **Promoter and Promoter Group/Related Party interested in the resolution have not casted any vote in this voting process through Postal Ballot and E-voting.**





# A. K. LABH

M.Com., MBA, FCS, ACMA (ICAI), ACSI (Lond)  
DIM, DHRD, PGHDSM, DIRPM  
Practicing Company Secretary



# A. K. LABH & Co.

**Company Secretaries**

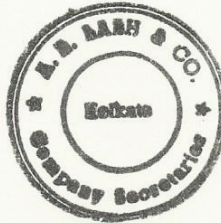
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4. The postal ballot forms, e-voting register and other related papers / registers and records shall remain in our safe custody until the Chairman considers, approves and signs the minutes of postal ballot and e-voting.
5. The proposed resolution has therefore been approved by the Shareholders of the Company with requisite majority.
6. You may accordingly declare the result of the voting by Postal Ballot.

Thanking You,

Yours truly  
For A. K. LABH & Co.  
**Company Secretaries**

(CS A. K. LABH)  
**Practicing Company Secretary**  
FCS - 4848 / CP No. - 3238



**Place: Kolkata**

**Dated: 07.08.2015**

Verified the contents and received the Report of the Scrutinizer  
**For The Tinsplate Company of India Limited**

(Kaushik Seal)  
**Company Secretary**

**THE TINPLATE COMPANY OF INDIA LTD.**

Approval of material related party transactions. (In terms of the resolution proposed vide notice dated 25th June, 2015 along with the statement setting out material facts as attached therewith).

Resolution No 1								
Details for reporting as per Clause 35A of listing agreement based on result of Poll								
	Promoter/Public	No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100
1	Promoter and Promoter Group	[1] 78457640	[2] 0	[3] 0	[4] 0	[5] 0	[6] 0	[7] 0
2	Public - Institutional holders	168273	0	0	0	0	0	0
3	Public-Others	26041725	3362882	12.91	3353445	9437	99.72	0.28
	<b>Grand Totals</b>	<b>104667638</b>	<b>3362882</b>	<b>3.21</b>	<b>3353445</b>	<b>9437</b>	<b>99.72</b>	<b>0.28</b>

