



## **SCRUTINIZER'S REPORT**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies  
(Management and Administration) Rules, 2014, as amended]

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

*Dear Sir,*

I, Atul Kumar Labh, Practising Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with 96<sup>th</sup> Annual General Meeting of the members of *The Tinsplate Company of India Limited* ("Company") held on Wednesday, 23<sup>rd</sup> day of September, 2015 at 3.00 PM at Williamson Magor Hall, The Bengal Chamber of Commerce and Industry, 6, Netaji Subhas Road, Kolkata-700001 for the purpose of scrutinizing the remote e-voting and voting through postal ballot forms and physical ballot process in a fair and transparent manner and ascertaining the requisite majority on remote e-voting and voting through postal ballot forms and physical ballot process carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, *as amended*, on the resolutions referred to in this report.

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 voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated the 31<sup>st</sup> July, 2015. My responsibility as a scrutinizer for the voting process through electronic means and physical 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 through postal ballot forms and physical ballots as provided by M/s TSR Darashaw Limited, the agencies engaged by the Company to provide e-voting and physical ballot facilities.

I submit my report as under:

1. The remote e-voting period remained open from 9:00 AM IST on Sunday, the 20<sup>th</sup> September, 2015 up to 5.00 PM IST on Tuesday, the 22<sup>nd</sup> September, 2015.







2. The Shareholders holding shares as on the "cut off" date, i.e. Wednesday, 16<sup>th</sup> September, 2015 were entitled to vote on the proposed 9 (Nine) resolutions as mentioned in the notice dated 31<sup>st</sup> day of July, 2015 of the Annual General Meeting of the Company.
3. The votes were unblocked on Wednesday, the 23<sup>rd</sup> day of September, 2015 around 5.00 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108, Sarat Chatterjee Road, Howrah – 711 102 and Mr. Raju Chowdhury residing at The C.A.B. Dr. B. C. Roy Club House, Eden Gardens, Kolkata – 700 021 who are not in employment of the Company.
4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-Voting website of CDSL (<https://www.evotingindia.com>)
5. The result of the remote e-voting [EVSN : 150817054] is as under:

**<A> ORDINARY BUSINESS:****a) Resolution 1**

***To receive, consider & adopt the Audited Financial Statements of the Company for the financial year ended 31.03.2015 together with the Reports of the Board of Directors and Auditors thereon.***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
78474876	78474101	775

**b) Resolution 2**

***To declare dividend on Non-cumulative Optionally Convertible Preference Shares of the Company.***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
78474876	78474101	775



**c) Resolution 3*****To declare dividend on the Equity Shares of the Company***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
78474876	78474721	155

**d) Resolution 4*****To appoint a director in place of Mr. Koushik Chatterjee (DIN- 00004989), who  
retires by rotation and is eligible for reappointment.***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
78474876	78474091	785

**e) Resolution 5****Type of Resolution : Ordinary Resolution*****Ratification of appointment of Auditors***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
78474876	78474101	775





**<B> SPECIAL BUSINESS:****f) Resolution 6****Type of Resolution : Ordinary Resolution*****Appointment of Ms. Atrayee Sanyal (DIN: 07011659) as Director of the Company.***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
78474876	78474091	785

**g) Resolution 7****Type of Resolution : Ordinary Resolution*****Appointment of Mr. B. N. Samal (DIN: 00429902) as an Independent Director of the Company.***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
78474876	78474091	785

**h) Resolution 8****Type of Resolution : Ordinary Resolution*****Revision in the terms of remuneration of Mr. Tarun Kumar Daga (DIN:01686499), Managing Director***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
78474876	78473861	1015



**i) Resolution 9****Type of Resolution : Ordinary Resolution****Ratification of Cost Auditors' Remuneration**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
78474876	78474091	785

6. The Company has also sent postal ballot forms to the shareholders along with the Notice to enable them to send their assent or dissent in writing in case they do not have access to e-voting facility..
7. The result of the voting through ballot forms are as under :

**<A> ORDINARY BUSINESS:****a) Resolution 1**

***To receive, consider & adopt the Audited Financial Statements of the Company for the financial year ended 31.03.2015 together with the reports of the Board of Directors and Auditors thereon.***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
5591	5535	56

**b) Resolution 2**

***To declare dividend on Non-cumulative Optionally Convertible Preference Shares of the Company.***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
5491	5435	56





**c) Resolution 3*****To declare dividend on the Equity Shares of the Company***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
5588	5532	56

**d) Resolution 4*****To appoint a director in place of Mr. Koushik Chatterjee (DIN- 00004989), who retires by rotation and is eligible for reappointment.***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
5591	5535	56

**e) Resolution 5****Type of Resolution : Ordinary Resolution*****Ratification of appointment of Auditors***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
5590	5534	56



**<B> SPECIAL BUSINESS:****f) Resolution 6****Type of Resolution : Ordinary Resolution*****Appointment of Ms. Atrayee Sanyal (DIN: 07011659) as Director of the Company.***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
5591	5535	56

**g) Resolution 7****Type of Resolution : Ordinary Resolution*****Appointment of Mr. B. N. Samal (DIN: 00429902) as an Independent Director of the Company.***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
5591	5535	56

**h) Resolution 8****Type of Resolution : Ordinary Resolution*****Revision in the terms of remuneration of Mr. Tarun Kumar Daga (DIN:01686499), Managing Director***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
5491	5435	56





**i) Resolution 9****Type of Resolution : Ordinary Resolution****Ratification of Cost Auditors' Remuneration**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
5084	5028	56

8. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting or through postal ballot forms.
9. The result of the voting through physical ballot forms are as under :

**<A> ORDINARY BUSINESS:****a) Resolution 1**

***To receive, consider & adopt the Audited Financial Statements of the Company for the financial year ended 31.03.2015 together with the reports of the Board of Directors and Auditors thereon.***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
984	984	0

**b) Resolution 2**

***To declare dividend on Non-cumulative Optionally Convertible Preference Shares of the Company.***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
984	984	0





**c) Resolution 3***To declare dividend on the Equity Shares of the Company*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
984	984	0

**d) Resolution 4***To appoint a director in place of Mr. Koushik Chatterjee (DIN- 00004989), who retires by rotation and is eligible for reappointment.*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
984	984	0

**e) Resolution 5****Type of Resolution : Ordinary Resolution****Ratification of appointment of Auditors**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
984	984	0



**<B> SPECIAL BUSINESS:****f) Resolution 6****Type of Resolution : Ordinary Resolution*****Appointment of Ms. Atrayee Sanyal (DIN: 07011659) as Director of the Company.***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
984	984	0

**g) Resolution 7****Type of Resolution : Ordinary Resolution*****Appointment of Mr. B. N. Samal (DIN: 00429902) as an Independent Director of the Company.***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
984	984	0

**h) Resolution 8****Type of Resolution : Ordinary Resolution*****Revision in the terms of remuneration of Mr. Tarun Kumar Daga (DIN:01686499), Managing Director***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
984	984	0





**i) Resolution 9****Type of Resolution : Ordinary Resolution****Ratification of Cost Auditors' Remuneration**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
984	984	0

10. Thus, the combined result of the remote e-voting [EVS N : 150817054] and votes casted through postal ballot forms and physical ballot papers distributed at the venue are as under:

<A> **ORDINARY BUSINESS:****a) Resolution 1**

*To receive, consider & adopt the Audited Financial Statements of the Company for the financial year ended 31.03.2015 together with the reports of the Board of Directors and Auditors thereon.*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
78481451	78480620 (99.999%)	831 (0.001%)

**b) Resolution 2**

*To declare dividend on Non-cumulative Optionally Convertible Preference Shares of the Company.*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
78481351	78480520 (99.999%)	831 (0.001%)



**c) Resolution 3****To declare dividend on the Equity Shares of the Company**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
78481448	78481237 (99.9997%)	211 (0.0003%)

**d) Resolution 4****To appoint a director in place of Mr. Koushik Chatterjee (DIN- 00004989), who retires by rotation and is eligible for reappointment.**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
78481451	78480610 (99.999%)	841 (0.001%)

**e) Resolution 5****Type of Resolution : Ordinary Resolution****Ratification of appointment of Auditors**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
78481450	78480619 (99.999%)	831 (0.001%)





**<B> SPECIAL BUSINESS:****f) Resolution 6****Type of Resolution : Ordinary Resolution*****Appointment of Ms. Atrayee Sanyal (DIN: 07011659) as Director of the Company.***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
78481451	78480610 (99.999%)	841 (0.001%)

**g) Resolution 7****Type of Resolution : Ordinary Resolution*****Appointment of Mr. B. N. Samal (DIN: 00429902) as an Independent Director of the Company.***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
78481451	78480610 (99.999%)	841 (0.001%)

**h) Resolution 8****Type of Resolution : Ordinary Resolution*****Revision in the terms of remuneration of Mr. Tarun Kumar Daga (DIN:01686499), Managing Director***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
78481351	78480280 (99.999%)	1071 (0.001%)



# A. K. LABH

M.Com., MBA, FCS, ACMA (ICAI), ACSI (Lond)

DIM, DHRD, PGHDSM, DIRPM

- Practising Company Secretary



# A. K. LABH & Co.

Company Secretaries

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## i) Resolution 9

Type of Resolution : Ordinary Resolution

Ratification of Cost Auditors' Remuneration

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
78480944	78480103 (99.999%)	841 (0.001%)

11. All the resolutions proposed hereinabove have been passed with requisite majority.

12. The physical ballot forms, remote 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 in this regard.

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: 24.09.2015

Verified the contents and received the Report of the Scrutinizer

For The Tinplate Company of India Limited

(Kaushik Seal)

Company Secretary