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CIN: L22210MH1987PLC044505

March 27, 2015

Bombay Stock Exchange Limited
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building, P J Towers,
Dalal Street, Fort, Mumbai – 400 001
corp.relations@bseindia.com

Ahmedabad Stock Exchange Limited
Kamadhenu Complex
Near Polytechnic, Panjara Pole
Ahmedabad 380 015

Security Code: - 523301 / TCPL PACKAGING LTD.

Subject: Result of the Postal Ballot pursuant to Clause 35A

Dear Sir(s),

As communicated to you vide our letter dated 20th February, 2015, the Company has, vide its Postal Ballot Notice dated 6th February, 2015 conducted a postal ballot for seeking the approval of the shareholders of the Company for the following resolutions as approved by the Board of Directors and proposed for the approval of the shareholders:

1. Special Resolution for Issue of Further equity shares through Qualified Institutional Placement.
2. Special Resolution for Creation of Charges on the movable and immovable properties of the Company.
3. Special Resolution Increase in borrowing limits from Rs. 175 Crores to Rs. 200 Crores
4. Ordinary Resolution Appointment of Mr. Atul Sud as an Independent Director of the Company.
5. Ordinary Resolution Appointment of Mr. Sudhir Merchant as an Independent Director of the Company.
6. Ordinary Resolution Appointment of Mr. Sunil Talati as an Independent Director of the Company.

In this context, we wish to inform you that the shareholders have approved all the resolutions proposed by requisite majority. Please find the copy of the Scrutinizer's Report.

Please take on record and acknowledge the receipt.

Thanking you,

Yours faithfully,
For TCPL Packaging Ltd.


Company Secretary



VIJAY KUMAR MISHRA
B. Com. (Hons.) A.C.A. FCS
PARESH D PANDYA
B. Com., A.C.S

VKM & ASSOCIATES

PRACTISING COMPANY SECRETARIES
116, Trinity Building, 1st Floor, 227, Dr. C. H. Street,
Behind Parsi Dairy, Marine Lines (E), Mumbai - 2.
Tel. : 2207 7267 ♦ Fax : 2207 7542
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March, 27 2015

REPORT OF SCRUTINIZER [E - VOTING]

[Pursuant to section 110 of the Companies Act, 2013 and rule 22 of the
Companies (Management and Administration) Rules, 2014]

To,

The Chairman
TCPL PACKAGING LIMITED
Shiv Smriti Chambers 49,,
49, Dr, Annie Basant
Worli, Mumbai- 400018

Dear Sir,

I, Vijay Kumar Mishra, Partner of M/s VKM and Associates, Company Secretaries, Mumbai, was appointed as Scrutinizer for the Postal Ballot of the Equity Shareholders of "**TCPL PACKAGING LIMITED**" completed on Monday on 23rd of March, 2015 for the purpose of scrutinizing the E Voting process in a fair and transparent manner and ascertaining the requisite majority on E Voting carried out as per the provisions of Sec.110 Companies Act, 2013 and read with Rule 22 of Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.



We submit our report as under:

1. The E-Voting period remained open from 9.00 AM on Sunday, the 22nd of February, 2015 up to 6:00 P.M. on Monday, the 23rd of March 2015.
2. The Shareholders holding shares as on the "cut off" date, i.e.13th February, 2015 were entitled to vote on the proposed 6 (Six) resolutions as mentioned in the Notice of the Postal Ballot of "TCPL Packaging Limited"
3. Particulars of all the postal ballot Forms received in physical or through e-voting process from the members have been consolidated and entered in a register separately maintained for the purpose.
4. The postal ballots were kept under safe custody before commencing the scrutiny of such postal ballots.
5. The postal ballot box was opened on 23rd March, 2015 in my presence.
6. The postal ballot forms were duly opened in my presence and scrutinized and the shareholdings were matched/ confirmed with the Register of Members of the Company.
7. Envelopes containing postal ballot forms dispatched to 5572 shareholders.
8. Envelopes containing postal ballot forms returned undelivered aggregated to 15. These envelopes were not opened and kept



separately.

9. No Envelopes containing postal ballot forms were received after 23rd March, 2015. I did not find any defaced or mutilated postal ballot form.

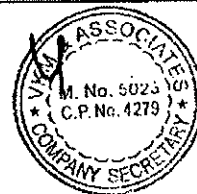
10. Thereafter the details containing, Inter-alla, list of equity shareholders, who voted "For" and "Against", were downloaded from the E- Voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com/>).

11. A summary of the postal ballots received/ votes cast electronically is given below:

Resolution No. 1 :

Issue of further Equity Shares through Qualified Institutional Placement:

Sr. No.	PARTICLUAR	PHYSICAL	ELECTRONIC	TOTAL
a.	Total postal ballot forms received	122	8	130
b.	Less: Invalid no. of ballot forms	11	0	11
c.	Net valid postal ballots	111	8	119
d.	Total Number of Valid Votes Cast	3056262	1880645	4936907
e.	Total no. of votes with Assent for the Resolution	3055723	1880535	4936258



f	Total no. of votes with dissent for the Resolution	539	110	649
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% of total votes casted in favour of the Resolution : 99.99%

% of total votes casted against the Resolution : 0.01%

b) Resolution 2

Creation of Charges on the movable and immovable properties of the Company :

Sr. No.	PARTICULAR	PHYSICAL	ELECTRONIC	TOTAL
a.	Total postal ballot forms received	122	8	130
b.	Less: Invalid no. of ballot forms	10	0	10
c.	Net valid postal ballots	112	8	120
d.	Total Number of Valid Votes Cast	3056263	1880645	4936908
e.	Total no. of votes with Assent for the Resolution	3055712	1880535	4936247
f	Total no. of votes with dissent for the Resolution	551	110	661

% of total votes casted in favour of the Resolution : 99.99%

% of total votes casted against the Resolution : 0.01%



c) Resolution 3

Increase in Borrowing Limits from Rs. 175 Crores to Rs. 200 Crores:

Sr. No.	PARTICULAR	PHYSICAL	ELECTRONIC	TOTAL
a.	Total postal ballot forms received	122	8	130
b.	Less: Invalid no. of ballot forms	11	0	11
c.	Net valid postal ballots	111	8	119
d.	Total Number of Valid Votes Cast	3056063	1880645	4936708
e.	Total no. of votes with Assent for the Resolution	3055712	1880645	4936357
f.	Total no. of votes with dissent for the Resolution	351	0	351

% of total votes casted in favour of the Resolution: 99.99%

% of total votes casted against the Resolution: 0.01%



d) Resolution 4

Appointment of Mr. Atul Sud as an Independent Director of the Company:

Sr. No.	PARTICULAR	PHYSICAL	ELECTRONIC	TOTAL
a.	Total postal ballot forms received	122	8	130
b.	Less: Invalid no. of ballot forms	11	0	11
c.	Net valid postal ballots	111	8	119
d.	Total Number of Valid Votes Cast	3056213	1880645	4936858
e.	Total no. of votes with Assent for the Resolution	3055702	1880535	4936237
f.	Total no. of votes with dissent for the Resolution	511	110	621

% of total votes casted in favour of the Resolution : 99.99%

% of total votes casted against the Resolution : 0.01%



e) Resolution 5

Appointment of Mr. Sudhir Merchant as an Independent Director of the Company:

Sr. No.	PARTICLUAR	PHYSICAL	ELECTRONIC	TOTAL
a.	Total postal ballot forms received	122	8	130
b.	Less: Invalid no. of ballot forms	11	0	11
c.	Net valid postal ballots	111	8	119
d.	Total Number of Valid Votes Cast	3056096	1880645	4936741
e.	Total no. of votes with Assent for the Resolution	3055362	1880535	4935897
f.	Total no. of votes with dissent for the Resolution	734	110	844

% of total votes casted in favour of the Resolution : 99.99%

% of total votes casted against the Resolution : 0.01%



f) Resolution 6

Appointment of Mr. Sunil Talati as an Independent Director of the Company:

Sr. No.	PARTICULAR	PHYSICAL	ELECTRONIC	TOTAL
a.	Total postal ballot forms received	122	8	130
b.	Less: Invalid no. of ballot forms	12	0	12
c.	Net valid postal ballots	110	8	118
d.	Total Number of Valid Votes Cast	3055996	1880645	4936641
e.	Total no. of votes with Assent for the Resolution	3055385	1880535	4935920
f.	Total no. of votes with dissent for the Resolution	611	110	721

% of total votes casted in favour of the Resolution : 99.99%

% of total votes casted against the Resolution : 0.01%



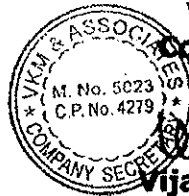
12. The Postal ballots and other related papers/register and records were handed over for Safe custody to the Company Secretary of the Company duly authorized by the Board to supervise the postal ballot process.

Kindly arrange to declare the results accordingly.

Thanking You,

Place: Mumbai

Date: 27/03/2015



**VKM & Associates
Company Secretaries**


**Vijay Kumar Mishra
Partner
C.P.No.4279**