



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

26th April 2024

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 26th March 2024 enclosing therewith Postal Ballot Notice ("Notice") dated 21st March 2024 along with Explanatory Statement, for seeking approval of the shareholders of the Company for businesses as specified in the Notice.

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 26th April 2024 on remote e-voting and
3. Proceedings of Postal Ballot

The resolution in the postal ballot notice has been deemed to be approved and passed on 25th April 2024 which is the last date of remote e-voting.

Voting results along with the Scrutinizer's report will also be made available on the Company's website at 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 21 st March 2024
Voting Start Day, Date and Time	Wednesday, 27 th March 2024 at 9.00 a.m.
Voting End Date	Thursday, 25 th April 2024 at 5.00 p.m.
Cut-off date	Friday, 22 nd March 2024
Date of declaration of Postal Ballot Results	Friday, 26 th April 2024
Total Number of Shareholders on cut-off date	14830
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	2

TCPL Packaging Limited								
Resolution Required :Special			1 - Re-appointment of Mrs. Deepa Harris (DIN:-00064912), as an Independent Director of the Company for second consecutive term commencing from 1st April 2024 to 31st March 2029.					
Whether promoter/ promoter group are interested in the agenda/resolution?			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
	Total		5031857	99.21	5031857	0	100.00	0.00
Public Institutions	E-Voting	797450	731748	91.76	180261	551487	24.63	75.37
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		731748	91.76	180261	551487	24.63	75.37
Public Non Institutions	E-Voting	3230576	8225	0.25	8142	83	98.99	1.01
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		8225	0.25	8142	83	98.99	1.01
Total		9100000	5771830	63.43	5220260	551570	90.44	9.56

Resolution Required :Special			2 - Appointment of Mr. Ashish Razdan (DIN:- 03584734), as an Independent Director of the Company for a term of five consecutive years commencing from 21st March 2024 to 20th March 2029.					
Whether promoter/ promoter group are interested in the agenda/resolution?			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
	Total		5031857	99.21	5031857	0	100.00	0.00
Public Institutions	E-Voting	797450	731748	91.76	180261	551487	24.63	75.37
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		731748	91.76	180261	551487	24.63	75.37
Public Non Institutions	E-Voting	3230576	8025	0.25	7947	78	99.03	0.97
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		8025	0.25	7947	78	99.03	0.97
Total		9100000	5771630	63.42	5220065	551565	90.44	9.56

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 are 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 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 -400002.

Tel.: 2207 7267 Fax : 2207 7542 Mob.: 93229 77388

E-mail: vkmassociates@yahoo.com

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

To,
Chairman,
TCPL Packaging Limited,
Empire Mills Complex, 414, Senapati Bapat Marg,
Lower Parel (West), Mumbai, Maharashtra, 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, Practicing 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 21st March, 2024 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, 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 and No. 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars") in respect of the special resolution set out in the Postal Ballot Notice dated 21st March, 2024 ("Notice")



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

1. Re-appointment of Mrs. Deepa Harris (DIN:-00064912), as an Independent Director of the Company for second consecutive term commencing from 1st April 2024 to 31st March 2029

2. Appointment of Mr. Ashish Razdan (DIN:- 03584734), as an Independent Director of the Company for a term of five consecutive years commencing from 21st March 2024 to 20th March 2029

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 resolution through electronic mail to those members whose name appeared in the Register of Members as on Friday, 22nd March, 2024 ("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, 22nd March, 2024 ("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, 27th March, 2024 (9.00 a.m.) and ended on Thursday, 25th April 2024 at (5.00 p.m.) and the NSDL e-voting platform was blocked thereafter.
- G. The e-voting was unblocked on 25th April 2024 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 25th April 2024 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 resolutions.



Resolution Item No. 1: Special Resolution

Re-appointment of Mrs. Deepa Harris (DIN:-00064912), as an Independent Director of the Company for second consecutive term commencing from 1st April 2024 to 31st March 2029

(i) Voted in Favour

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
109	52,20,260	90.44%

(ii) Voted against the resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
08	5,51,570	9.56%

(iii) Invalid votes

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	N.A.



Resolution Item No. 2: Special Resolution

Appointment of Mr. Ashish Razdan (DIN:- 03584734), as an Independent Director of the Company for a term of five consecutive years commencing from 21st March 2024 to 20th March 2029

(i) Voted in Favour

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
109	52,20,065	90.44%

(ii) Voted against the resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
07	5,51,565	9.56%

(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	N.A.



K. Based on the above remote e-voting, I confirm that the above Resolution No. 1 & 2 have been passed with majority of votes.

For VKM & ASSOCIATES
Company Secretaries



Vijay Kumar Mishra

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

UDIN: F005023F000248156

Place : Mumbai

Date : 26/04/2024



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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
25th APRIL 2024**

The Board of Directors of the Company, vide a resolution passed on 21st March, 2024, 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 re-appointment of Mrs. Deepa Harris (DIN:- 00064912) as Independent Director of the Company to hold the Office for second term commencing from 1st April 2024 to 31st March 2029 and appointment of Mr. Ashish Razdan (DIN:- 03584734), as Independent Director of the Company to hold the Office for a period of five consecutive years commencing from 21st March 2024 to 20th March 2029.

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 26th March 2024 completed the dispatch of the Postal Ballot Notice. Members whose names appeared on the Register of Members/List of Beneficial Owners as on Friday, 22nd March 2024 i.e. the cut-off date, were eligible for the purpose of 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, 27th March 2024 at 9.00 a.m. and ended on Thursday, 25th April 2024 at 5:00 p.m. (inclusive of both the days). The e-voting module was disabled by NSDL at 5.00 p.m. on 25th April 2024.

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 25th April 2024 and submitted his report dated 26th April 2024.



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

Item No	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	
1	Re-appointment of Mrs. Deepa Harris Non-Executive Independent Director	Special Resolution	5771830	5220260	551570	90.44	9.56	Passed
2	Appointment of Mr. Ashish Razdan as Non-Executive Independent Director		5771630	5220065	551565	90.44	9.56	Passed