



Empire Mills Complex  
414, Senapati Bapat Marg,  
Lower Parel  
Mumbai 400013, India.  
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Fax : +91 22 24935893  
Email : tcpl@tcpl.in  
Website : www.tcpl.in  
CIN: L22210MH1987PLC044505

8<sup>th</sup> March 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 Sirs,

**Re:- Scrutinizer's Report of the meeting of the Unsecured Creditors of TCPL Packaging Limited held on Thursday, 7<sup>th</sup> March 2024, pursuant to the order of the Hon'ble National Company Law Tribunal, Bench at Mumbai**

The Meeting of the Unsecured Creditors of TCPL Packaging Limited was held on Thursday, 7<sup>th</sup> March 2024, at 4:30 P.M., as per the directions of Hon'ble National Company Law Tribunal, Bench at Mumbai vide its Order dated 15<sup>th</sup> January 2024.

The Scrutinizer's Report on the results of the Meeting of Unsecured Creditors of the Company is enclosed. The resolution has been passed unanimously by the Unsecured Creditors, present at the Meeting. Kindly take the same on record.

Thanking You

For **TCPL Packaging Limited**

Compliance Officer

**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 - 2. Tel. : 2207 7267

Fax : 2207 7542 Mob.: 93229 77388

E-mail: vkmassociales@yahoo.com

**Form No. MGT-13**

**Report of Scrutinizer**

*[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]*

Date: 08/03/2024

To,

**Mr. Sudhir Merchant (Independent Director)**

Chairperson Appointed by Hon'ble National Company Law Tribunal, Mumbai for the meeting of Unsecured Creditors

**TCPL Packaging Limited**

Empire Mills Complex, 414 SenapatiBapat Marg, Mumbai 400013.

**Re: Scrutinizer's Report on physical voting through ballots at the Tribunal Convened Meeting of Unsecured Creditors of TCPL Packaging Limited held on Thursday, 7<sup>th</sup> day of March, 2024 at 4:30 pm at the registered office of the Company at Empire Mills Complex, 414 SenapatiBapat Marg, Mumbai 400013.**

Dear Sir,

A. I, Mr. Vijay Mishra, Practising Company Secretary(COP NO.; 4279 PCS NO.: 5023) had been appointed as Scrutinizer vide order C.P.(CAA)/02/MB/2024 dated 15<sup>th</sup> January 2024 of Hon'ble National Company Law Tribunal, Mumbai Bench - IV, (NCLT) for the Tribunal Convened Meeting of the Unsecured Creditors of the Company for the purpose of considering and if thought fit approving the resolution contained in the Notice dated 5th February 2024 for the



Meeting, prescribed under Section 230 and 232 of the Companies Act, 2013 ('the Act,) as amended from time to time and Rule 6(3) and Rule 9 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016, placed for the approval of the Unsecured Creditors of the Company, be carried out in a fair and transparent manner, to be held on Thursday, 7<sup>th</sup> day of March, 2024 at 4:30 pm at the registered office of the Company at Empire Mills Complex, 414 SenapatiBapat Marg, Mumbai 400013.

B. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder and directions issued by the Hon'ble National Company Law Tribunal, relating to voting at the Meeting on the resolution contained in the aforesaid Notice of the Meeting of the Unsecured Creditors of the Company. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting through ballots done at the Meeting is done in a fair and transparent manner and to make a Scrutinizer's Report on the votes cast "In Favour" or "Against, on the resolution through ballots by Unsecured Creditors/proxy holders.

C. The following resolution was put before the Unsecured Creditors at the Meeting for their consideration:

To consider and, if thought fit, approve with or without modification(s), the following resolution under Section 230 read with Section 232 of the Companies Act 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions of Companies Act, 2013, and the provisions of the Memorandum and Articles of Association of the Company for approval of the arrangement embodied in the Scheme:



*“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013, and any other applicable provisions of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 and other Rules, Circulars and Notifications made thereunder as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and relevant provisions of other applicable laws, the provisions of the Memorandum of Association and Articles of Association of TCPL Packaging Limited, and subject to the approval of the Mumbai Bench of the National Company Law Tribunal and such other approvals, permissions and sanctions of regulatory or Governmental and other authorities or Tribunal, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by the Mumbai Bench of the National Company Law Tribunal, or by any regulatory or other authorities or tribunal, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of TCPL Packaging Limited (hereinafter referred to as the “**Board**”, which term shall be deemed to mean and include one or more committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the proposed amalgamation embodied in the Scheme of Amalgamation by way of Merger by Absorption among TCPL Innofilms Private Limited, a Private Limited Company having its Registered Office at Empire Mills Complex, 414 SenapatiBapat Marg, Mumbai 400013, Maharashtra with TCPL Packaging Limited, a public listed Company, having its Registered Office at Empire Mills Complex, 414 SenapatiBapat Marg, Mumbai 400013, Maharashtra, and their respective shareholders and creditors (hereinafter referred to as the “**Scheme**”) placed before this meeting and initialled by the Chairperson for the purpose of identification, be and is hereby approved with or without modification and for conditions, if any, which may be required and/or imposed and/or permitted by the Mumbai Bench of the National Company Law Tribunal while sanctioning the Scheme and/or by any Governmental authority.*



**RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution and for removal of any difficulties or doubts, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary to give effect to the above resolution, settling of any questions or difficulties arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those, and to do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect or to carry out such modifications/directions as may be required and/or imposed and/or permitted by the Mumbai Bench of the National Company Law Tribunal while sanctioning the Scheme, or by any Governmental authorities, or to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage for any reason including in case any changes and/or modifications are suggested/required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder, creditor, the Securities and Exchange Board of India, the Competition Commission of India, the Mumbai Bench and/or any other authority, are in its view not acceptable to TCPL Packaging Limited, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto.”



After the time fixed for closing of the poll by the chairperson, l(One) ballot box kept for polling was locked in my presence with due identification mark placed by me. The locked ballot box was subsequently opened in my presence and in presence of two witnesses not in employment of the Company and then the poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/ proxies lodged with the Company. A summary of the votes cast by Unsecured Creditors /proxies through ballot papers at the Meeting is enclosed to this Report as **Annexure-I**.

D. I have prepared the Scrutinizer's Report basis the votes exercised by the Unsecured Creditors of the Company at their meeting held on Thursday, 7<sup>th</sup> day of March, 2024 at 4:30 pm.

<b>Date of Meeting</b>	7 <sup>th</sup> March, 2024
<b>No. of Unsecured Creditors present in the meeting either in person or through proxy:</b> <b>17 (Seventeen)</b>	
Unsecured Creditors	39,84,83,153

E. The resolution approving the Scheme of Amalgamation was put to vote and was passed unanimously as under:

(a) Voted in **favour** of the resolution:

<b>Number of Unsecured Creditors present and voting</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
<b>17</b>	39,84,83,153	<b>100%</b>



(b) Voted against the resolution:

Number of Unsecured Creditors present and voting	Number of votes cast by them	% of total number of valid votes cast
-----NIL-----		

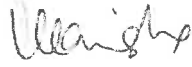
(c) Invalid votes:

Total number of Unsecured Creditors whose votes were declared invalid	Total number of votes cast by them
-----NIL-----	

The summary of the poll is marked as **Annexure – I**.

All the relevant records were sealed and sent to the Chairperson appointed for the meeting.

For VKM & ASSOCIATES  
Company Secretaries

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

UDIN:F005023E003557550

Place: MUMBAI

Dated: 8<sup>TH</sup> MARCH, 2024

Countersigned By



(SUDHIR MERCHANT)  
CHAIRPERSON APPOINTED FOR  
THE MEETING

**ANNEXURE – I**


**SUMMARY OF VOTES CAST BY WAY OF PHYSICAL BALLOTS AT THE MEETING OF UNSECURED CREDITORS OF TCPL PACKAGING LIMITED CONVENED AS PER THE DIRECTIONS OF THE HON'BLE NCLT, MUMBAI BENCH:**

**The summary of the poll is as under:**

<b>Sr. No.</b>	<b>Particulars</b>	<b>No. of ballots</b>	<b>Number of votes (in terms of value of Unsecured debt held) cast by the Unsecured Creditors</b>
a.	Votes cast through physical ballot(s)	17	39,84,83,153
b.	Less: Invalid Ballot(s)	NIL	NIL
c.	Net Valid Physical Ballot Forms (a-b)	17	39,84,83,153
	(i) Physical Ballot Forms with assent for the Resolution	17	39,84,83,153
	Percentage (%) of the Assent	100%	
	(ii) Physical Ballot Forms with dissent for the Resolution	NIL	NIL
	Percentage (%) of the Dissent	NIL	
	<b>TOTAL</b>	17	39,84,83,153

For VKM & ASSOCIATES  
Company Secretaries



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

**UDIN:F005023E003557550**

**Place: MUMBAI**

**Dated: 8<sup>TH</sup> MARCH, 2024**