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

1st September, 2018

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/Madam,

Re:- Disclosure of Voting Results of the Remote e-voting and voting at the 30th Annual General Meeting of the Company held on 31st August, 2018 as per the requirements of the Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

At the 30th Annual General Meeting (AGM) of the Company held on Friday, the 31st August, 2018 at Sunville Deluxe Pavillion, 9 Dr Annie Besant Road, Worli, Mumbai 400 018, all the businesses as per Notice of the AGM dated May 25, 2018 were transacted and approved by the Shareholders by passing all the resolutions with requisite majority.

The details of the combined voting results (i.e. result of remote e-voting together with that of voting conducted at the AGM are enclosed in the format prescribed under Regulation 44 (3) of SEBI (LODR) Regulations, 2015.

VKM & Associates., Practicing Company Secretaries were appointed as scrutinizer for the poll and e-voting. The Report of Scrutinizer prepared in Form MGT 13 pursuant to Section 109 of the Companies Act, 2013, read with Rule 21 (2) of the Companies (Management and Administration) Rules, 2014 is also enclosed.

Kindly take the same on record and acknowledge the receipt.

Thanking You

For **TCPL Packaging Limited**

SOHAN GAMANLAL NANAVATI

Digitally signed by SOHAN GAMANLAL NANAVATI
Date: 2018.09.01 16:38:30 +05'30'

Compliance Officer

Encl.:- As above

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

Name of Company	TCPL Packaging Limited
Type of Meeting	AGM
Date of Annual General Meeting	31.08.2018
Start Time of Meeting	4.30 p.m.
End Time of Meeting	5.30 p.m.
Record Date	24.08.2018
Book Closure Dates	25.08.2018 to 31.08.2018 (both days inclusive)
Total Number of Shareholders on Record Date	8351
No. of Shareholders present in meeting either in person or through Proxy	
a) Promoter and Promoter group	7
b) Public	44
No. of Shareholders attended the meeting through video conferencing	
a) Promoter and Promoter group	Not Provided
b) Public	Not Provided
No. of resolution passed in the Meeting	6

SOHAN GAMANLAL NANAVATI

Digitally signed by SOHAN GAMANLAL NANAVATI
Date: 2018.09.01 16:38:57 +05'30'

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended 31.03.2018 and Reports of Board of Directirs and Auditors thereon				
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	5007827	98.7353	5007827	0	100.0000	0.0000
	Poll		24030	0.4738	24030	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5071974	5031857	99.2090	5031857	0	100.0000	0.0000
Public-Institutions	E-Voting	572554	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	572554	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	3455472	2924	0.0846	2921	3	99.8974	0.1026
	Poll		1280	0.0370	1280	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3455472	4204	0.1217	4201	3	99.9286	0.0714
Total		9100000	5036061	55.3413	5036058	3	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Declaration of Dividend @ Rs3.70 per equity shares				
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	5007827	98.7353	5007827	0	100.0000	0.0000
	Poll		24030	0.4738	24030	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5071974	5031857	99.2090	5031857	0	100.0000	0.0000
Public-Institutions	E-Voting	572554	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	572554	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	3455472	2924	0.0846	2921	3	99.8974	0.1026
	Poll		1280	0.0370	1280	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3455472	4204	0.1217	4201	3	99.9286	0.0714
Total		9100000	5036061	55.3413	5036058	3	99.9999	0.0001
				Whether resolution is Pass or Not.			Yes	

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. S G Nanavati (DIN: 00023526), who retires by rotation and been eligible, offers himself for re-appointment.				
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	5007827	98.7353	5007827	0	100.0000	0.0000
	Poll		24030	0.4738	24030	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5071974	5031857	99.2090	5031857	0	100.0000	0.0000
Public-Institutions	E-Voting	572554	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	572554	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	3455472	2924	0.0846	2614	310	89.3981	10.6019
	Poll		1280	0.0370	1280	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3455472	4204	0.1217	3894	310	92.6261	7.3739
Total		9100000	5036061	55.3413	5035751	310	99.9938	0.0062
				Whether resolution is Pass or Not.			Yes	

Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Re-appointment of Mr. K K Kanoria (DIN:- 00023328), as Executive Chairman of the Company for the period from 01.10.2018 to 30.09.2018				
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	5007827	98.7353	5007827	0	100.0000	0.0000
	Poll		24030	0.4738	24030	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5071974	5031857	99.2090	5031857	0	100.0000	0.0000
Public-Institutions	E-Voting	572554	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	572554	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	3455472	2924	0.0846	2766	158	94.5964	5.4036
	Poll		1280	0.0370	1280	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3455472	4204	0.1217	4046	158	96.2417	3.7583
Total		9100000	5036061	55.3413	5035903	158	99.9969	0.0031
					Whether resolution is Pass or Not.		Yes	

Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Re-appointment of Mr. Saket Kanoria (DIN:- 00040801), as Managing Director. of the Company for the period from 01.10.2018 to 30.09.2018				
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	5007827	98.7353	5007827	0	100.0000	0.0000
	Poll		24030	0.4738	24030	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5071974	5031857	99.2090	5031857	0	100.0000	0.0000
Public-Institutions	E-Voting	572554	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	572554	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	3455472	2924	0.0846	2766	158	94.5964	5.4036
	Poll		1280	0.0370	1280	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3455472	4204	0.1217	4046	158	96.2417	3.7583
Total		9100000	5036061	55.3413	5035903	158	99.9969	0.0031
					Whether resolution is Pass or Not.		Yes	

Resolution (6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Re-appointment of Mr. Akshay Kanoria (DIN:- 07289528), as Executive Director of the Company for the period from 01.10.2018 to 30.09.2018				
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	5007827	98.7353	5007827	0	100.0000	0.0000
	Poll		24030	0.4738	24030	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5071974	5031857	99.2090	5031857	0	100.0000	0.0000
Public-Institutions	E-Voting	572554	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	572554	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	3455472	2924	0.0846	2766	158	94.5964	5.4036
	Poll		1280	0.0370	1280	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3455472	4204	0.1217	4046	158	96.2417	3.7583
Total		9100000	5036061	55.3413	5035903	158	99.9969	0.0031
Whether resolution is Pass or Not.							Yes	

VIJAY KUMAR MISHRA

PARESH D PANDYA

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 : vkmassociates@yahoo.com

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

Combined Scrutinizer's Report (E-Voting & Poll)
For TCPL Packaging Limited

To,
Mr. K K Kanoria
Chairman,
Annual General Meeting of
TCPL Packaging Limited
Empire Mills Complex 414,
Senapati Bapat Marg, Lower
Parel Mumbai-400013.

Dear Sir,

Subject: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting by poll at the Thirtieth Annual General Meeting of TCPL Packaging Limited held on Friday, August 31, 2018 at 4.30 p.m at Sunville Deluxe Pavilion, 9 Dr. Annie Besant Road, Worli, Mumbai 400018.

I, Vijay Kumar Mishra, of VKM & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of TCPL Packaging Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the

Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 30th Annual General Meeting (AGM) of TCPL Packaging Limited on Friday, August 31, 2018 at 4.30 p.m.

1 was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on August 30, 2018.

At the request of the management, we hereby submit our Combined Scrutinizer report on e-voting and poll as under:

a. The notice dated May 25, 2018, along with a statement setting out material facts under Section 102 of the Act as confirmed by the Company was sent to the shareholders in respect of the below-mentioned resolutions passed at the AGM of the Company.

b. The Company had availed the e-voting facility offered by Central Depository Services Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company.

c. The Company had also provided voting by way of the poll to the shareholders present at the AGM and who had not cast their vote earlier through remote e-voting facility.

d. The shareholders of the company holding shares as on the "cut-off" date of 24th August, 2018 were entitled to vote on the resolutions as contained in the Notice of the AGM.

e. The voting period for remote e-voting commenced on Tuesday, 28th August, 2018 (9.00 a.m.) and ends on Thursday, 30th August, 2018 at (5.00 p.m.) and the CDSL e-voting platform was blocked thereafter.

f. After the closure of the voting at the AGM, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized by me.

g. The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the AGM the votes cast thereunder were counted.

h. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting system and voting by the poll at the AGM.

i. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and the poll conducted at the venue of the meeting on the resolutions contained in the notice of the AGM.

j. My responsibility as scrutinizer for the remote e-voting and the voting conducted through a poll at the venue of the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated Report as under on the result of the remote e-voting and voting by the electronic voting system at the AGM in respect of the said resolutions.

Resolution No. 1: Ordinary Resolution

To receive, consider, approve and adopt the Audited Financial Statement for the Financial Year ended 31st March 2018 and the Reports of the Board of Directors and the Auditors thereon.

(i) **Voted in favour of resolution.**

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
53	50,36,058	100.00 (Rounded Off)

(ii) **Voted against the resolution.**

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
3	3	0.00

(iii) **Invalid votes.**

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	NA

Resolution No. 2: Ordinary Resolution

To declare Dividend for the year ended 31st March, 2018.

(i) **Voted in favour of resolution.**

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
53	50,36,058	100.00 (Rounded Off)

(ii) **Voted against the resolution.**

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
3	3	0.00

(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	NA

Resolution No. 3: Ordinary Resolution

To appoint Director in place of Mr. S G Nanavati (DIN: 00023526), who retires by rotation and been eligible, offers himself for re-appointment.

(i) Voted in favour of resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
51	50,35,751	100.00 (Rounded Off)

(ii) Voted against the resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
5	310	0.006

(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	NA

Resolution No. 4: Special Resolution

Re-appointment of Mr. K. K. Kanoria (DIN: 00023328), as Executive Chairman of the Company and fixing his term of appointment and remuneration thereof.

(i) Voted in favour of resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
52	50,35,903	100.00 (Rounded Off)

(ii) Voted against the resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
4	158	0.003

(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	NA

Resolution No. 5: Special Resolution

Re-appointment of Mr. Saket Kanoria (DIN: 00040801), as Managing Director of the Company and fixing his term of appointment and remuneration thereof.

(i) Voted in favour of resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
52	50,35,903	100.00 (Rounded Off)

(ii) Voted against the resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
4	158	0.003

(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	NA

Resolution No. 6: Special Resolution

Re-appointment of Mr. Akshay Kanoria (DIN: 07289528), as Executive Director of the Company and fixing his term of appointment and remuneration thereof.

(i) Voted in favour of resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
52	50,35,903	100.00 (Rounded Off)

(ii) Voted against the resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
4	158	0.003

(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	NA

Thanking you,
Yours Faithfully

SOHAN GAMANLAL NANAVATI
Digitally signed by SOHAN GAMANLAL NANAVATI
Date: 2018.09.01 16:39:52 +05'30'

Vijay Kumar Mishra
Partner
VKM & Associates
Practising Company Secretaries
FSC: 5023 COP: 4279
116, Trinity Bldg, 1st Floor,
Dr. C H Street, Behind Parsi Dairy,
Marine Lines (E), Mumbai -400002.

Date: 01/09/2018
Place: Mumbai