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

31st July 2020

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,

Sub: Outcome of voting of 32nd Annual General Meeting (AGM) held on 30th July, 2020

In accordance with the circulars of Ministry of Corporate Affairs, Securities and Exchange Board of India (SEBI) and applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 32nd AGM of the Company was held on 30th July, 2020 through Video Conference (VC) / Other Audio Video Means (OAVM).

As per the requirements of the Companies Act, 2013, Listing Regulations and the relevant Circulars issued by the Ministry of Corporate Affairs the Company had provided remote e-voting as well as insta vote facility to its Shareholders for voting on the businesses transacted at the AGM. The Company had appointed Mr. Vijay Kumar Mishra, Practicing Company Secretary as the Scrutiniser for remote e-voting and e-voting at the AGM. As per the Scrutiniser's Report, all Resolutions as set out in the Notice of 32nd AGM have been duly approved by the Shareholders with requisite majority. The Scrutiniser's Report is enclosed.

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the consolidated outcome of voting held through remote e-voting and e-voting during the 32nd AGM of the Company.

You are requested to kindly take above information on your records.

Thanking You

For **TCPL Packaging Limited**

NANAVATI SOHAN GAMANLAL

Digitally signed by NANAVATI SOHAN GAMANLAL
Date: 2020.07.31 15:10:53 +05'30'

Compliance Officer

Encl.:- As above

TCPL packaging limited

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

Outcome of Voting at 32nd Annual General Meeting

BSE Scrip Code	523301
NSE Symbol	TCPLPACK
MSEI Symbol	NOT LISTED
ISIN	INE822C01015
Name of Company	TCPL Packaging Limited
Type of Meeting	AGM
Date of Annual General Meeting	30.07.2020
Start Time of Meeting	4.00 p.m.
End Time of Meeting	4.50 p.m.
Name of Scrutinizer	Mr. Vijay Mishra
Firms Name	VKM & Associates
Qualification	CS
Membership No	F5023
Date of Board Meeting in which appointed	12.06.2020
Date of Issuance of Report	31.07.2020
Record Date	23.07.2020
Total number of shareholders on record date	7612
Book Closure Dates	24.07.2020 to 30.07.2020 (both days inclusive)
No. of Shareholders present in meeting either in person or through Proxy	
a) Promoter and Promoter group	N.A.
b) Public	N.A.
No. of Shareholders attended the meeting through video conferencing	
a) Promoter and Promoter group	10
b) Public	41
No. of resolution passed in the Meeting	6

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Details of Agenda

Item No.	Particulars	Resolution Required
ORDINARY BUSINESS		
1	Consideration and adoption of the audited financial statement of the Company for the financial year ended 31.03.2020 and the reports of the Board of Directors and Auditors thereon	Ordinary Resolution
2	Declaration of dividend on equity shares at the rate of Rs. 4.00 (Rupees Four only) per equity share of Rs. 10/- (Ten rupees) each fully paid-up for the financial year ended 31.03.2020	Ordinary Resolution
3	Appointment of Mr. K K Kanoria, Director retiring by rotation	Ordinary Resolution
4	Appointment of Mr. Saket Kanoria, Director retiring by rotation	Ordinary Resolution
SPECIAL BUSINESS		
5	Re-appointment of Mr. S G Nanavati as Executive Director, for a period of 3 (three) years, with effect from 01.06.2020 and approving terms and conditions of his appointment, including remuneration	Special Resolution
6	Revision in remuneration of Mr. Vidur Kanoria	Ordinary Resolution

Note:- All the aforesaid resolutions have been passed with requisite majority.

For **TCPL Packaging Limited**

NANAVATI
SOHAN
GAMANLAL

Digitally signed by
NANAVATI SOHAN
GAMANLAL
Date: 2020.07.31 15:11:56
+05'30'

Compliance Officer

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 31.03.2020 and Reports of Board of Directors 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	5031857	99.2090	5031857	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	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**	783870	487227	62.1566	487227	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	783870	487227	62.1566	487227	0	100.0000	0.0000
Public- Non Institutions	**E-Voting**	3244156	12334	0.3802	12232	102	99.1730	0.8270
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3244156	12334	0.3802	12232	102	99.1730	0.8270
Total		9100000	5531418	60.7848	5531316	102	99.9982	0.0018
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 @ Rs 4.00 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	5031857	99.2090	5031857	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	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	783870	487227	62.1566	487227	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	783870	487227	62.1566	487227	0	100.0000	0.0000
Public- Non Institutions	E-Voting	3244156	12334	0.3802	12232	102	99.1730	0.8270
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3244156	12334	0.3802	12232	102	99.1730	0.8270
Total		9100000	5531418	60.7848	5531316	102	99.9982	0.0018
						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. K K Kanoria (DIN: 00023328) as Director, 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	5031857	99.2090	5031857	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	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	783870	487227	62.1566	487227	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	783870	487227	62.1566	487227	0	100.0000	0.0000
Public- Non Institutions	E-Voting	3244156	12334	0.3802	11967	367	97.0245	2.9755
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3244156	12334	0.3802	11967	367	97.0245	2.9755
Total		9100000	5531418	60.7848	5531051	367	99.9934	0.0066
Whether resolution is Pass or Not.							Yes	

Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Saket Kanoria (DIN: 00040801), 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	5031857	99.2090	5031857	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	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**	783870	487227	62.1566	487227	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	783870	487227	62.1566	487227	0	100.0000	0.0000
Public- Non Institutions	**E-Voting**	3244156	12334	0.3802	11967	367	97.0245	2.9755
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3244156	12334	0.3802	11967	367	97.0245	2.9755
Total		9100000	5531418	60.7848	5531051	367	99.9934	0.0066
Whether resolution is Pass or Not.							Yes	

Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. S. G. Nanavati (DIN: 00023526) as Executive Director of the Company and fixing his term of appointment and remuneration thereof				
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	99.2090	5031857	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	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**	783870	487227	62.1566	487227	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	783870	487227	62.1566	487227	0	100.0000	0.0000
Public- Non Institutions	**E-Voting**	3244156	10434	0.3216	9892	542	94.8054	5.1946
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3244156	10434	0.3216	9892	542	94.8054	5.1946
Total		9100000	5529518	60.7639	5528976	542	99.9902	0.0098
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				Revision in remuneration of Mr. Vidur Kanoria.				
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	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	5071974	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	**E-Voting**	783870	487227	62.1566	487227	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	783870	487227	62.1566	487227	0	100.0000	0.0000
Public- Non Institutions	**E-Voting**	3244156	12334	0.3802	11792	542	95.6056	4.3944
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3244156	12334	0.3802	11792	542	95.6056	4.3944
Total		9100000	499561	5.4897	499019	542	99.8915	0.1085
Whether resolution is Pass or Not.							Yes	

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 : vkmassociates@yahoo.com

SCRUTINIZER REPORT

The Chairman / Managing Director,
TCPL PACKAGING LIMITED,
Empire Mills Complex 414,
Senapati Bapat Marg, Lower Parel,
Mumbai - 400013.

Dear Sir(s),

Ref: Scrutinizer's Report on remote e-voting conducted in accordance with the 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 for the 32nd Annual General Meeting of TCPL Packaging Limited held on Thursday, July 30, 2020 at 4:00 p.m. through Video Conferencing ('VC')/ other audio visual means ('OVAM').

A. Pursuant to the resolution passed by the Board of Directors of M/s. TCPL Packaging Limited (hereinafter referred as "the Company") on 12th June, 2020, I, Vijay Kumar Mishra, Partner of M/s. VKM & Associates, Practicing Company Secretaries, have been appointed as a Scrutinizer to receive, process and scrutinize the remote e-voting process in respect of the below-mentioned Resolutions proposed at the 32nd Annual General Meeting ("AGM") of the Company on Thursday, 30th July, 2020 at 4:00 p.m. through VC/OVAM. I was also appointed as Scrutinizer to scrutinize the remote e-voting process during the said AGM.

B. Members approval was sought on the following Resolutions:

1) Consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2020 and the Reports of Board of Directors and Auditors thereon. (Ordinary Resolution)
2) Declaration of dividend for the financial year ended 31st March, 2020. (Ordinary Resolution)
3) Appointment of Mr. K. K. Kanoria, a director retiring by rotation. (Ordinary Resolution)
4) Appointment of Mr. Saket Kanoria, a director retiring by rotation. (Ordinary Resolution)

VKM & ASSOCIATES COMPANY SECRETARIES

5) Re-appointment of Mr. S. G. Nanavati as Executive Director of the Company.(Special Resolution)
6) Revision in remuneration of Mr. Vidur Kanoria. (Ordinary Resolution)

C. As required under Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company completed dispatch of Notice along with explanatory statement on Monday, 06th July, 2020 through electronic mode to those members whose email addresses are registered with the Company/Depositories, in compliance with the circulars dated May 05, 2020 issued by the Ministry of Corporate Affairs ("MCA") read with circulars dated April 08, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.

D. The remote e-voting facility was provided by National Securities Depositor Ltd ("NSDL") for conducting remote e-voting by Shareholders of Company.

E. The remote e-voting period commenced on Monday, 27th July, 2020 (9:00 a.m. IST) and ended on Wednesday, 29th July, 2020 (5:00 p.m. IST) and the NSDL e-voting platform was blocked thereafter.

F. The Company also provided insta e-voting facility to the shareholders present at the AGM who had not cast their vote earlier.

G. The shareholders of the Company holding shares as on the "cut-off" date of July 23, 2020 were entitled to vote on the resolutions as contained in the Notice of the AGM.

H. After the closure of insta e-voting at the AGM, the report on voting done at the AGM and the votes cast under remote e-voting facility done prior to the AGM were unblocked, counted and the e-voting summary statement was downloaded from e-voting website of NSDL.

I. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior and during the AGM on the resolutions contained in the notice of the AGM.

J. My responsibility as a scrutinizer 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 electronic voting system at the 32nd AGM in respect of the said resolutions.

Resolution Item No. 1: Ordinary Resolution

To receive, consider and adopt:

a. **Audited Financial Statements for the financial year ended 31st March, 2020 and the Reports of Board of Directors and 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
75	55,31,316	100%

(i) Voted against the resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
4	102	100%

(ii) 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, 2020.

(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
75	55,31,316	100%

(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	102	100%

(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. K. K. Kanoria (DIN: 00023328), 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
72	55,31,051	100%

(ii) Voted against the resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
7	367	100%

(iii) Invalid votes.

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

Resolution No. 4: Ordinary Resolution

To appoint Director in place of Mr. Saket Kanoria (DIN: 00040801), 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
72	55,31,051	100%

(ii) Voted against the resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
7	367	100%

(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

To re-appoint Mr. S G Nanavati (DIN: 00023526) 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
69	55,28,976	99.98%

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

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
8	542	100%

(iii) **Invalid votes.**

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
2	1900

Resolution No. 6: Ordinary Resolution

To revise remuneration of Mr. Vidur Kanoria.

(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
61	499019	9.03%

(ii) Voted against the resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
8	542	100%

(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
10	5031857

K. The above Resolutions No 1 to No. 6 were passed with majority of Votes.

L. All electronic data and relevant records of voting will remain in my custody until the Chairman considers, approves and sign the Minutes of 32nd Annual General meeting of the Company and after, the same will be handed over to Mr. Harish Anchan, Company Secretary, for safe keeping.

Thanking you,

Yours Faithfully
For VKM & Associates
Practising Company Secretaries

Vijay Kumar Mishra
Partner
Mem No.: F 5023 COP: 4279
UDIN No. : F005023B000537698

Date: 31/07/2020
Place: Mumbai