



THE TINPLATE COMPANY OF INDIA LIMITED

July 1, 2016

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001

Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex,
Bandra (East), Mumbai – 400051

Dear Sir,

Sub: Regulation 30 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 – Proceedings and details of voting results of the 97th Annual General Meeting of the Company

In compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 please find attached the details regarding the proceedings of the 97th Annual General Meeting (AGM), of the Company held on Thursday, 30th June, 2016 at 11.00 a.m. at the Williamson Magor Hall, The Bengal Chamber of Commerce & Industry, 6 Netaji Subhas Road, Kolkata 700001.

Further to the above, pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 we are submitting herewith the details regarding the voting results of the business transacted at the AGM in the prescribed format. We are also enclosing the consolidated report of the Scrutinizer on e-voting and voting through ballot form at the AGM.

The above details are also being uploaded on the Company's website.

Thanking you,

Yours faithfully,
THE TINPLATE COMPANY OF INDIA LIMITED

(KAUSHIK SEAL)
COMPANY SECRETARY

Encls.

The details of proceedings of the meeting:

Date of the AGM	Thursday, 30 th June, 2016
Total number of shareholders on record date (As of cut-off date: 23 rd June, 2016)	45,363
No. of shareholders present in the meeting either in person or through proxy : - Promoter and Promoter group - Public	1 1097
No. of shareholders present in the meeting either in person or through video conferencing: - Promoter and Promoter group - Public	NOT APPLICABLE

The Agenda-wise results of the meeting:

Item No.	Details of the Agenda	Resolutions required (Ordinary / Special)	Mode of voting :	Remarks
1.	To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2016, together with Report of Board of Directors and the Auditors thereon.	Ordinary	E-voting & Ballot Form at the AGM	The resolution was passed with requisite majority.
2.	To declare dividend on the Equity Shares of the Company.	Ordinary	E-voting & Ballot Form at the AGM	The resolution was passed with requisite majority.
3.	To appoint a Director in place of Mr. Anand Sen (DIN: 00237914), who retires by rotation and is eligible for re-appointment.	Ordinary	E-voting & Ballot Form at the AGM	The resolution was passed with requisite majority.
4.	Ratification of appointment of Auditors	Ordinary	E-voting & Ballot Form at the AGM	The resolution was passed with requisite majority.
5.	Ratification of Cost Auditors' remuneration	Ordinary	E-voting & Ballot Form at the AGM	The resolution was passed with requisite majority.
6.	Approval of material related party transaction.	Ordinary	E-voting & Ballot Form at the AGM	The resolution was passed with requisite majority.

The resolution-wise voting results are attached in the prescribed format.



THE TINPLATE COMPANY OF INDIA LTD.

Resolution No 1

To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2016, together with Report of Board of Directors and the Auditors thereon.

Resolution required : (Ordinary / Special) : Ordinary

Whether promoter/ promoter group are interested in the agenda/resolution? : No

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares $\frac{[3]}{[1]} \times 100$	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled $\frac{[6]}{[2]} \times 100$	% of Votes against on votes polled $\frac{[7]}{[2]} \times 100$
			[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
1	Promoter and Promoter Group	E-Voting	78457640	78457640	100.00	78457640	0	100.00	0.00
		Poll*	78457640	0	0.00	0	0	0.00	0.00
		Total	78457640	78457640	100.00	78457640	0	100.00	0.00
2	Public - Institutional holders	E-Voting	1009773	705680	69.89	705680	0	100.00	0.00
		Poll*	1009773	0	0.00	0	0	0.00	0.00
		Total	1009773	705680	69.89	705680	0	100.00	0.00
3	Public-Others	E-Voting	25200225	1501	0.01	1501	0	100.00	0.00
		Poll*	25200225	2646	0.01	2646	0	100.00	0.00
		Total	25200225	4147	0.02	4147	0	100.00	0.00
	Total	E-Voting	104667638	79164821	75.63	79164821	0	100.00	0.00
		Poll*	104667638	2646	0.00	2646	0	100.00	0.00
		Total	104667638	79167467	75.64	79167467	0	100.00	0.00

* voting through ballot form at the AGM



THE TINPLATE COMPANY OF INDIA LTD.

Resolution No 2

To declare dividend on the Equity Shares of the Company.

Resolution required : (Ordinary / Special) : Ordinary

Whether promoter/ promoter group are interested in the agenda/resolution?: No

	Promoter/Public	Mode of Voting	Total 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
1	Promoter and Promoter Group	E-Voting	78457640	78457640	100.00	78457640	0	100.00	0.00
		Poll *	78457640	0	0.00	0	0	0.00	0.00
		Total	78457640	78457640	100.00	78457640	0	100.00	0.00
2	Public - Institutional holders	E-Voting	1009773	739245	73.21	739245	0	100.00	0.00
		Poll *	1009773	0	0.00	0	0	0.00	0.00
		Total	1009773	739245	73.21	739245	0	100.00	0.00
3	Public-Others	E-Voting	25200225	1501	0.01	1501	0	100.00	0.00
		Poll *	25200225	2896	0.01	2896	0	100.00	0.00
		Total	25200225	4397	0.02	4397	0	100.00	0.00
	Total	E-Voting	104667638	79198386	75.67	79198386	0	100.00	0.00
		Poll *	104667638	2896	0.00	2896	0	100.00	0.00
		Total	104667638	79201282	75.67	79201282	0	100.00	0.00

* voting through ballot form at the AGM



THE TINPLATE COMPANY OF INDIA LTD.

Resolution No 3

To appoint a Director in place of Mr. Anand Sen (DIN: 00237914), who retires by rotation and is eligible for re-appointment.

Resolution required : (Ordinary / Special) : Ordinary

Whether promoter/ promoter group are interested in the agenda/resolution?: No

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares $\frac{[3]}{[1]} \times 100$	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled $\frac{[6]}{[2]} \times 100$	% of Votes against on votes polled $\frac{[7]}{[2]} \times 100$
			[1]	[2]	$\frac{[3]}{[1]} \times 100$	[4]	[5]	$\frac{[6]}{[2]} \times 100$	$\frac{[7]}{[2]} \times 100$
1	Promoter and Promoter Group	E-Voting	78457640	78457640	100.00	78457640	0	100.00	0.00
		Poll *	78457640	0	0.00	0	0	0.00	0.00
		Total	78457640	78457640	100.00	78457640	0	100.00	0.00
2	Public - Institutional holders	E-Voting	1009773	739245	73.21	739245	0	100.00	0.00
		Poll *	1009773	0	0.00	0	0	0.00	0.00
		Total	1009773	739245	73.21	739245	0	100.00	0.00
3	Public-Others	E-Voting	25200225	1501	0.01	1501	0	100.00	0.00
		Poll *	25200225	2646	0.01	2646	0	100.00	0.00
		Total	25200225	4147	0.02	4147	0	100.00	0.00
	Total	E-Voting	104667638	79198386	75.67	79198386	0	100.00	0.00
		Poll*	104667638	2646	0.00	2646	0	100.00	0.00
		Total	104667638	79201032	75.67	79201032	0	100.00	0.00

* voting through ballot form at the AGM



THE TINPLATE COMPANY OF INDIA LTD.

Resolution No 4

Ratification of appointment of Auditors

Resolution required : (Ordinary / Special) : Ordinary

Whether promoter/ promoter group are interested in the agenda/resolution? : No

	Promoter/Public	Mode of Voting	Total 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
1	Promoter and Promoter Group	E-Voting	78457640	78457640	100.00	78457640	0	100.00	0.00
		Poll*	78457640	0	0.00	0	0	0.00	0.00
		Total	78457640	78457640	100.00	78457640	0	100.00	0.00
2	Public - Institutional holders	E-Voting	1009773	739245	73.21	739245	0	100.00	0.00
		Poll*	1009773	0	0.00	0	0	0.00	0.00
		Total	1009773	739245	73.21	739245	0	100.00	0.00
3	Public-Others	E-Voting	25200225	1501	0.01	1501	0	100.00	0.00
		Poll*	25200225	2896	0.01	2896	0	100.00	0.00
		Total	25200225	4397	0.02	4397	0	100.00	0.00
	Total	E-Voting	104667638	79198386	75.67	79198386	0	100.00	0.00
		Poll*	104667638	2896	0.00	2896	0	100.00	0.00
		Total	104667638	79201282	75.67	79201282	0	100.00	0.00

* voting through ballot form at the AGM



THE TINPLATE COMPANY OF INDIA LTD.

Resolution No 5

Ratification of Cost Auditors remuneration

Resolution required : (Ordinary / Special) : Ordinary

Whether promoter/ promoter group are interested in the agenda/resolution? : No

	Promoter/Public	Mode of Voting	Total 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
1	Promoter and Promoter Group	E-Voting	78457640	78457640	100.00	78457640	0	100.00	0.00
		Poll*	78457640	0	0.00	0	0	0.00	0.00
		Total	78457640	78457640	100.00	78457640	0	100.00	0.00
2	Public - Institutional holders	E-Voting	1009773	739245	73.21	739245	0	100.00	0.00
		Poll*	1009773	0	0.00	0	0	0.00	0.00
		Total	1009773	739245	73.21	739245	0	100.00	0.00
3	Public-Others	E-Voting	25200225	1501	0.01	1501	0	100.00	0.00
		Poll*	25200225	2646	0.01	2646	0	100.00	0.00
		Total	25200225	4147	0.02	4147	0	100.00	0.00
	Total	E-Voting	104667638	79198386	75.67	79198386	0	100.00	0.00
		Poll*	104667638	2646	0.00	2646	0	100.00	0.00
		Total	104667638	79201032	75.67	79201032	0	100.00	0.00

* voting through ballot form at the AGM



THE TINPLATE COMPANY OF INDIA LTD.

Resolution No 6

Approval of material related party transaction

Resolution required : (Ordinary / Special) : Ordinary

Whether promoter/ promoter group are interested in the agenda/resolution? : Yes

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares $[3]=\frac{[2]}{[1]}\times 100$	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled $[6]=\frac{[4]}{[2]}\times 100$	% of Votes against on votes polled $[7]=\frac{[5]}{[2]}\times 100$
			[1]	[2]		[4]	[5]		
1	Promoter and Promoter Group	E-Voting	78457640	0	0.00	0	0	0.00	0.00
		Poll*	78457640	0	0.00	0	0	0.00	0.00
		Total	78457640	0	0.00	0	0	0.00	0.00
2	Public - Institutional holders	E-Voting	1009773	739245	73.21	739245	0	100.00	0.00
		Poll *	1009773	0	0.00	0	0	0.00	0.00
		Total	1009773	739245	73.21	739245	0	100.00	0.00
3	Public-Others	E-Voting	25200225	1501	0.01	1501	0	100.00	0.00
		Poll*	25200225	2646	0.01	2646	0	100.00	0.00
		Total	25200225	4147	0.02	4147	0	100.00	0.00
	Total	E-Voting	104667638	740746	0.71	740746	0	100.00	0.00
		Poll*	104667638	2646	0.00	2646	0	100.00	0.00
		Total	104667638	743392	0.71	743392	0	100.00	0.00

* voting through ballot form at the AGM





SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

The Chairman
The Tinsplate Company of India Limited
4, Bankshall Street
Kolkata - 700 001

Dear Sir,

I, Atul Kumar Labh, Practicing Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with 97th Annual General Meeting of the members of ***"The Tinsplate Company of India Limited"*** (***"Company"***) held on Thursday, 30th June, 2016 at the Williamson Magor Hall, The Bengal Chamber of Commerce and Industry, 6, Netaji Subhas Road, Kolkata-700001 at 11.00 A.M. for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority on e-voting and voting through physical ballot process carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, *as amended*, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated the 29th April, 2016. My responsibility as a scrutinizer for the voting process through electronic means and physical ballots is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system of Central Depository Services (India) Limited (CDSL) and of voting through physical ballots as provided by M/s TSR Darashaw Limited, the agencies engaged by the Company to provide e-voting / physical ballot facilities.

I submit my report as under:

1. The e-voting period remained open from 9.00 AM IST on Monday, the 27th June, 2016 up to 5.00 PM IST on Wednesday, the 29th June, 2016.





2. The Shareholders holding shares as on the "cut off" date, i.e. 23rd June, 2016 were entitled to vote on the proposed 6 (Six) resolutions as mentioned in the notice dated 29th April, 2016 of the Annual General Meeting of the Company.
3. The votes were unblocked on Thursday, the 30th June, 2016 around 4.00 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Raju Chowdhury residing at The C.A.B. Dr. B. C. Roy Club House, Eden Gardens, Kolkata – 700 021 and Mr. Biswarup Ganguly, residing at 27/2, Suren Tagore Road, Kolkata – 700019 who are not in employment of the Company.
4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-Voting website of CDSL (<https://www.evotingindia.com>)
5. The result of the e-voting [EVSN : 160519004] is as under:

<A> ORDINARY BUSINESS:**a) Resolution 1**

Adoption of Audited Financial Statements for the financial year ended 31st March 2016, together with the Reports of the Board of Directors and the Auditors thereon

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
79164821	79164821	0

b) Resolution 2

Declaration of dividend on the Equity Shares of the Company

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
79198386	79198386	0



**c) Resolution 3**

Appointment of a Director in place of Mr. Anand Sen (DIN : 00237914), who retires by rotation and is eligible for re-appointment

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
79198386	79198386	0

d) Resolution 4

Type of Resolution: Ordinary Resolution

Ratification of appointment of Auditors

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
79198386	79198386	0

** SPECIAL BUSINESS:****e) Resolution 5**

Type of Resolution: Ordinary Resolution

Ratification of Cost Auditors' Remuneration

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
79198386	79198386	0



**f) Resolution 6****Type of Resolution: Ordinary Resolution****Approval of material related party transaction**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
740746	740746	0

6. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.
7. The result of the voting through ballot forms are as under:

<A> ORDINARY BUSINESS:**a) Resolution 1****Adoption of Audited Financial Statements for the financial year ended 31st March 2016, together with the Reports of the Board of Directors and the Auditors thereon**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2646	2646	0

b) Resolution 2**Declaration of dividend on the Equity Shares of the Company**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2896	2896	0



**c) Resolution 3**

Appointment of a Director in place of Mr. Anand Sen (DIN : 00237914), who retires by rotation and is eligible for re-appointment

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
2646	2646	0

d) Resolution 4

Type of Resolution: Ordinary Resolution

Ratification of appointment of Auditors

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
2896	2896	0

** SPECIAL BUSINESS:****e) Resolution 5**

Type of Resolution: Ordinary Resolution

Ratification of Cost Auditors' Remuneration

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
2646	2646	0



**f) Resolution 6****Type of Resolution: Ordinary Resolution****Approval of material related party transaction**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2646	2646	0

8. Thus, the combined result of the e-voting [EVSN : 160519004] and votes casted through physical ballot papers distributed at the venue are as under:

<A> ORDINARY BUSINESS:**a) Resolution 1****Adoption of Audited Financial Statements for the financial year ended 31st March 2016, together with the Reports of the Board of Directors and the Auditors thereon**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
79167467	79167467 (100.00%)	0 (0.00%)

b) Resolution 2**Declaration of dividend on the Equity Shares of the Company**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
79201282	79201282 (100.00%)	0 (0.00%)



**c) Resolution 3**

Appointment of a Director in place of Mr. Anand Sen (DIN : 00237914), who retires by rotation and is eligible for re-appointment

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
79201032	79201032 (100.00%)	0 (0.00%)

d) Resolution 4

Type of Resolution: Ordinary Resolution

Ratification of appointment of Auditors

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
79201282	79201282 (100.00%)	0 (0.00%)

** SPECIAL BUSINESS:****e) Resolution 5**

Type of Resolution: Ordinary Resolution

Ratification of Cost Auditors' Remuneration

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
79201032	79201032 (100.00%)	0 (0.00%)



**f) Resolution 6****Type of Resolution: Ordinary Resolution****Approval of material related party transaction**

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
743392	743392 (100.00%)	0 (0.00%)

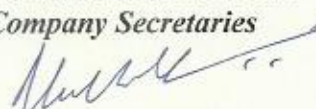
9. All the resolutions proposed hereinabove have been passed with requisite majority.

10. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in my safe custody until the Chairman considers, approves and signs the minutes in this regard and thereafter it will be handed over to Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking You,

Yours truly

For A. K. LABH & Co.
Company Secretaries


(CS A. K. LABH)
Practicing Company Secretary
FCS - 4848 / CP No. - 3238



Place: Kolkata
Dated: 30.06.2016

Witness :

1.



(Raju Chowdhury)
The C.A.B. Dr. B. C. Roy Club House,
Eden Gardens, Kolkata - 700 021

A. K. LABH

M.Com., MBA, FCS, ACMA (ICAI), ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practicing Company Secretary



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013
☎ (033) 2221-9381, 4063-0236, Fax : (033) 2221-9381
Mobile : 98300-55689 / 98300-57689
e-mail : aklabh@aklabh.com / aklabhcs@gmail.com
Website : www.aklabh.com

2. Biswarup Ganguly.

(Biswarup Ganguly)
27/2, Suren Tagore Road
Kolkata - 700 019

Verified the contents and received the Report of the Scrutinizer.
For The Tinsplate Company of India Limited

(Kaushik Seal)
Company Secretary