



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

4th December 2023

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:- Postal Ballot Notice – Compliance under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("Listing Regulations")

This is further to our letter dated 8th November 2023, inter-alia, intimating about appointment of Mr. Sanjiv Anand and Mr. Tarang Jain, as Additional Directors, to hold the office of Non-Executive Independent Directors of the Company. In terms of Regulation 30 of the Listing Regulations, enclosed please receive copy of Postal Ballot Notice sent to the shareholders of the Company whose names appear on the register of Members / List of Beneficial Owners as on Friday the 24th November 2023.

Item No	Description of Resolution
1	Special Resolution -Appointment of Mr. Sanjiv Anand (DIN: 00169309) as Independent Director from 23 rd November 2023 to 22 nd November 2028
2	Special Resolution -Appointment of Mr. Tarang Jain (DIN: 00027505) as Independent Director from 23 rd November 2023 to 22 nd November 2028

The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to members. Further kindly note the schedule of events for Postal Ballot / e-voting

Sr. No.	Activity	Date
1	Cut-off date (Benpos Date) for sending Notice to Members	24 th November 2023
2	Voting start date and time	5 th December 2023 from 09:00 hours
3	Voting end date and time	3 rd January 2024 till 17:00 hours
4	Scrutinizers Report and declaration of Results	4 th January 2023

The said Postal Ballot Notice alongwith Postal Ballot Form and further details can also be accessed from Company website www.tcpl.in. Kindly take the above on your records.

Thanking You
For **TCPL Packaging Limited**

Compliance Officer



CIN : L22210MH1987PLC044505

Registered Office : Empire Mills Complex, 414, Senapati Bapat Marg, Lower Parel, Mumbai 400013

Tel.:+91 22 61646000, Fax : +91 22 24935893, E-mail : info@tcpl.in, Website : www.tcpl.in

NOTICE OF POSTAL BALLOT AND E-VOTING

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 108 and 110 and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014, General Circular No. 11/2022 dated 28th December, 2022, clarification issued by Ministry of Corporate Affairs ('MCA') on 25th September 2023 and other relevant Circulars issued by the MCA from time to time ('MCA Circulars'), the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), and other applicable laws and regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), that the Special Resolution(s) as set out in this Notice are proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means (remote e-voting) only.

In accordance with Sections 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company has engaged the services of the National Securities Depository Limited ("NSDL"), an agency authorised by the MCA, to provide remote e-voting facility. The procedure for remote e-voting is detailed in the Notes to this Postal Ballot notice.

The remote e-voting period commences at 9.00 a.m. IST on Tuesday, 5th December 2023 and ends at 5.00 p.m. IST on Wednesday, 3rd January 2024.

An Explanatory Statement pertaining to the proposed resolution setting out the material facts and the reasons thereof forms part of this Postal Ballot notice.

The Board of Directors of the Company have appointed Mr. Vijay Mishra (Membership No.: FCS 5023, COP: 4279), of M/s. VKM & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot voting process through electronic means in a fair and transparent manner.

Members are requested to read the instructions and notes carefully while expressing their assent or dissent and cast votes through remote e-voting by not later than 5.00 p.m. IST on Wednesday, 3rd January 2024. The remote e-voting facility will be disabled by NSDL thereafter.

The Scrutinizer will submit his report to the Chairman of the Company (the 'Chairman') or any other person authorised by the Chairman, and the result of the voting by Postal Ballot will be announced on or before Thursday, 4th January, 2024. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot notice.

SPECIAL BUSINESS

1. Appointment of Mr. Sanjiv Anand (DIN: 00169309) as an Independent Director of the Company to hold office for a period of five consecutive years from 23rd November 2023 to 22nd November 2028

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT Mr. Sanjiv Anand (DIN: 00169309), who was appointed as an Additional Director, to hold the Office of Independent Director, by the Board of Directors of the Company, pursuant to the recommendations of the Nomination and Remuneration Committee and in accordance with sections 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, and who has submitted a declaration that he meets the criteria of independence as provided in section 149(6) of the Act read along with the Rules framed thereunder, and Regulation 16(1)(b) of Listing Regulations and in respect of whom the Company has received a notice in writing under section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation, to hold office for a period from 23rd November 2023 upto 22nd November 2028."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company, to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

2. Appointment of Mr. Tarang Jain (DIN: 00027505) as an Independent Director of the Company to hold office for a period of five consecutive years from 23rd November 2023 to 22nd November 2028

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT Mr. Tarang Jain (DIN:00027505), who was appointed as an Additional Director, to hold the Office of Independent Director, by the Board of Directors of the Company, pursuant to the recommendations of the Nomination and Remuneration Committee and in accordance with sections 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, and who has submitted a declaration that he meets the criteria of independence as provided in section 149(6) of the Act read along with the Rules framed thereunder, and Regulation 16(1)(b) of Listing Regulations and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of Director, be and

is hereby appointed as an Independent Director, not liable to retire by rotation, to hold office for a period from 23rd November 2023 upto 22nd November 2028."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company, to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**By Order of the Board of Directors
For TCPL Packaging Limited**

Harish Anchan
Company Secretary and
Compliance Officer
FCS 10481

Date:- 23rd November 2023

Registered Office:

Empire Mills Complex, 414 Senapati Bapat Marg, Lower Parel, Mumbai 400 013

Notes:

1. The Explanatory Statement and reasons for the proposed Special Resolution(s) pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below. Details in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) forms part of the Explanatory Statement forming part of this Notice.
2. In compliance with the MCA Circulars, the Notice is being sent by electronic mode alone to those Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company and as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (Depositories) as on Friday, 24th November 2023 and whose e-mail id's are registered with the Company / Depositories.
3. In accordance with the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
4. The Members, whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories as on Friday, 24th November 2023, being the cut-off date, are entitled to vote on the Resolution set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
5. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has availed the service of National Securities Depositories Limited (NSDL) for facilitating e-voting to enable the Members to cast their votes electronically.
6. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.tcpl.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on NSDL at www.evotingindia.com.

7. Relevant documents referred to in Explanatory Statements, pursuant to section 102 of the Act are available for inspection through electronic mode. Members are requested to write to the Company on info@tcpl.in for inspection of the said documents mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
8. Instructions and information relating to remote e-voting are as follows:
- i) In compliance with the provisions of Sections 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the members are provided with the facility to cast their vote by electronic means through the e-voting platform provided by NSDL.
 - ii) Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the members on Friday, 24th November 2023 ('cut-off date'). Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the cut-off date should treat this Postal Ballot notice for information purpose only.
 - iii) Voting rights through e-voting cannot be exercised by a proxy.
 - iv) The remote e-voting period commences at 9.00 a.m. IST on Tuesday, 5th December 2023 and ends at 5.00 p.m. IST on Wednesday, 3rd January 2024. The remote e-voting module will be disabled by NSDL for voting thereafter. The detailed process for remote e-voting is given below in point (vii).
 - v) The Scrutinizer shall immediately after the conclusion of voting through remote e-voting, make a Scrutinizer's Report of the total votes cast in favour or against, if any, and will submit his report to the Chairman of the Company or any person authorised by him. The result of the voting by Postal Ballot will be announced on or before Thursday, 4th January 2024. The result shall be announced on the website of the National Stock Exchange of India Limited and BSE Limited, Stock Exchanges, where equity shares of the Company are listed and intimated through a Press Release in newspapers. The results will also be disclosed on the Company's website at www.tcpl.in
 - vi) Resolution passed by the members by means of Postal Ballot will be deemed to have been passed at a General Meeting of the members. The resolution, if passed by requisite majority, will be deemed to have been passed on the last date specified for e-voting i.e., Wednesday, 3rd January 2024.
 - vii) The details of the process and manner for remote e-voting are explained herein below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and

Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

	NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

i) Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

Password details for shareholders other than Individual shareholders are given below:

- i) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- ii) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- iii) How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

ii) Now, you will have to click on "Login" button.

iii) After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- i) After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
- ii) Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- iii) Now you are ready for e-Voting as the Voting page opens.
- iv) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- v) Upon confirmation, the message "Vote cast successfully" will be displayed.
- vi) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- vii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vkmassociates@yahoo.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Prajakta Pavle at evoting@nsdl.co.in

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

- i) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company Registrar and Transfer Agents Link Intime India Private Limited at rnt.helpdesk@linkintime.co.in along with the copy of the signed request letter. In case of any queries / difficulties in registering the e-mail address, Members may write to info@tcpl.in
- ii) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@tcpl.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
- iii) Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- iv) In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION(S) 102 AND 110 OF THE COMPANIES ACT, 2013

ITEM NO 1 AND 2

APPOINTMENT OF MR. SANJIV ANAND AND MR. TARANG JAIN AS INDEPENDENT DIRECTORS OF THE COMPANY

The Board of Directors, pursuant to provisions of Sections 149, 150, 152 and 161 of the Companies Act 2013, Rules framed thereunder and Listing Regulations, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Sanjiv Anand (DIN: 00169309) and Mr. Tarang Jain (DIN:- 00027505) as Additional Directors to hold Office of Independent Directors of the Company. Their appointment is effective from 23rd November, 2023 to 22nd November 2028, (both days inclusive) subject to the approval of the shareholders through special resolution.

In compliance with the provisions of Section 161 of the Companies Act, 2013 Mr. Sanjiv Anand and Mr. Tarang Jain, holds the office up to the date of the next Annual General Meeting. However, pursuant to Regulation 17(1C) of Listing Regulations, approval of shareholders for appointment of Directors, is required to be taken at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier.

Mr. Sanjiv Anand and Mr. Tarang Jain are eligible to be appointed as Independent Directors for a term upto five consecutive years. The Company has received notice under Section 160 of the Act signifying their candidature for Office of Independent Directors of the Company.

The Company has also received a declaration of independence from the aforesaid Directors. In terms of Regulation 25(8) of the Listing Regulations, they have also confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties as Independent Directors without any external influence. Further, they are neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority and have successfully registered their names in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs.

The Nomination and Remuneration Committee considers candidates having knowledge, skill and expertise across industries for appointment on the Board. It also deliberates on various factors including current tenure of Directors, skill matrix including skill-gaps, diversity, time-commitment and statutory requirements while considering the appointment of any person on the Board. This ensures smooth transitions in key Board positions.

For appointment of the aforesaid Directors on the Board, the Nomination and Remuneration Committee took into consideration their knowledge, rich experience and the skills possessed by them. Further, the Nomination and Remuneration Committee also noted that expertise and competencies possessed by them were in alignment with the skills and expertise, identified by the Committee and the Board, for the directors of the Company.

Brief profile of Mr. Sanjiv Anand:

Mr. Sanjiv Anand, MBA, NYU Stern, AMP, Harvard Business School is a recognized global thought leader on strategy powered by the Balanced Scorecard. He is the Chairman of Cedar, a Forbes ranked global consulting firm.

For over 35 years he has helped Boards, CEO & leadership teams in the development of their strategy and the transformation of their business. He is the Former Chair of YPO & YPO Gold, Bombay. He has been a Member of the NYU Stern Alumni Council in New York, and is the NYU Stern Alumni Head, India. He has written 2 best-selling books - "Unlocking Human Capital to Drive Performance and A CEO HANDBOOK" by McGraw Hill & "Execution Excellence using the Balanced Scorecard".

Brief profile of Mr. Tarang Jain:

Mr. Tarang Jain is the Chairman and Managing Director of Varroc Engineering Limited. He holds a bachelor's degree in commerce from Sydenham College of Commerce and Economics, University of Bombay and a diploma in business administration from University of Lausanne, Switzerland. He has approximately 35 years of experience in the automotive industry.

Mr. Tarang Jain is a strong and visionary leader. He has earned accolades such as "The Autocar Professional Man of the Year" in 2012 and "Forbes India Next Generation Entrepreneur of the Year" in 2013.

In the opinion of the Board, Mr. Sanjiv Anand and Mr. Tarang Jain fulfils the conditions as set out in Section 149(6) and Schedule IV of the Act and Listing Regulations and is thereby eligible for appointment as an Independent Directors.

The letter for appointment of Independent Directors setting out terms and conditions is available for inspection by members on the website of the Company. The Directors recommend the passing of the resolution set out in Item No. 1 and 2 of the accompanying Notice as a special resolution.

Mr. Sanjiv Anand and Mr. Tarang Jain, being the appointee, are interested in the resolution set out at Item No.1 and 2 of the Notice respectively. Further, their relatives are also deemed to be interested in the resolution, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations. The Board recommends the Special Resolution, as set out in Item No. 1 and 2 of the Notice, for approval by the Members of the Company.

**By Order of the Board of Directors
For TCPL Packaging Limited**

Harish Anchan
Company Secretary and
Compliance Officer
FCS 10481

Date:- 23rd November 2023

Registered Office:

Empire Mills Complex, 414 Senapati Bapat Marg, Lower Parel, Mumbai 400 013

Additional Information as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of Director	Mr Sanjiv Anand	Mr. Tarang Jain
DIN	00169309	00027505
Age in years	63	61
Qualification	MBA, NYU Stern, AMP, Harvard Business School	Bachelor's degree in commerce from Sydenham College of Commerce and Economics, University of Bombay and a diploma in business administration from University of Lausanne, Switzerland.
Expertise in specific functional areas	For details, pls. refer to the Explanatory Statement to the Postal Ballot Notice	
Terms and condition of Re-appointment	Independent Director, not liable to retire by rotation, to hold office for a period of five consecutive years, with effect from 23 rd November 2023 upto 22 nd November 2028.	
Remuneration last drawn	Nil	
Remuneration proposed to be paid in the range	Sitting fees to be paid for attending meeting of Board / Committee as per Nomination and Remuneration Policy of the Company	
Date of first appointment on Board	23 rd November 2023	
Relationship with other Directors / Key Managerial Personnel	Nil	
Number of meetings of the Board attended during the financial year (upto the date of Postal Ballot notice)	1 (As an Invitee)	1 (As an Invitee)
Directorships of other Boards, excluding	Nil	Varroc Engineering Limited Varroc Polymers Limited

Directorship in Private and Section 8 companies as on the date of Postal Ballot notice		
Memberships/ Chairmanship of Committees of other Boards in which Director excluding Private and Section 8 companies as on the date of Postal Ballot notice	Nil	2
Listed companies from which ceased to be Director in the past three years	Nil	Nil
No. of Shares held in the Company	Nil	Nil
Justification for appointment of Director	The Company will benefit from the qualification, expertise and experience.	

Note:- Memberships/Chairmanships of Audit Committee and Stakeholders Relationship Committee have been considered