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

22nd February, 2019

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")**

The Board of Directors at their Meeting held on 11.02.2019 had inter-alia approved the Postal Ballot Notice ("Notice") for seeking approval of shareholders of the company for business specified therein.

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 15.02.2019.

| Item No | Description of Resolution |
|---|---|
| 1 | Special Resolution -Reappointment of Mr. Atul Sud as Independent Director for 2nd Term w.e.f. 01.04.2019 to 31.03.2024 |
| 2 | Special Resolution -Reappointment of Mr. Sudhir Merchant as Independent Director for 2nd Term w.e.f. 01.04.2019 to 31.03.2024 |
| 3 | Special Resolution -Reappointment of Mr. Rabindra Jhunjhunwala as Independent Director for 2nd Term w.e.f. 01.04.2019 to 31.03.2024 |

The Company has engaged services of Central Depository Services India Ltd (CDSL) 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 | 15.02.2019 |
| 2 | Voting start date and time | 25.02.2019 from 09:00 hours |
| 3 | Voting end date and time | 26.03.2019 till 17: hours |
| 4 | Scrutinizers Report and declaration of Results | 28.03.2019 |

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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

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**

SOHAN GAMANLAL NANAVATI

Digitally signed by SOHAN GAMANLAL NANAVATI
Date: 2019.02.22 14:13:05 +05'30'

Compliance Officer

CIN : L22210MH1987PLC044505
Regd. Office : Empire Mills Complex, 414, Senapati Bapat Marg, Lower Parel, Mumbai 400013
Tel.:+91 22 61646000, Fax : +91 22 24935893, E-mail : tcpl@tcpl.in, Website : www.tcpl.in

# POSTAL BALLOT NOTICE

To
The Members,

Notice is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014(including any statutory modification or re-enactment thereof, for the time being in force), Secretarial Standard on General Meetings("SS-2"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable laws and regulations, it is proposed to seek the consent of the members ("Members") of TCPL Packaging Limited ("Company"), for the resolutions appended below, through postal ballot using Postal Ballot Form /remote electronic voting ("E-voting").

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and the reasons thereof, is appended along with the postal ballot form ("Postal Ballot Form"). Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company, at its meeting held on February11, 2019, has appointed Mr. Vijay Kumar Mishra (Membership No. FCS 5023) of M/s. VKM & Associates, Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot and e-voting process in a fair and transparent manner.

The Members are requested to carefully read the instructions indicated in the Notice and printed overleaf of the Postal Ballot Form and record their assent (for) or dissent (against) in the Postal Ballot Form and return the same, in original duly completed and signed, in the enclosed postage prepaid self-addressed business reply envelope, so as to reach the Scrutinizer, on or before 17:00 hours (IST) on Tuesday, March 26, 2019. Postal Ballot Forms received after that date will be strictly treated as if a reply from such Member has not been received.

In compliance with the provision of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also offering facility of e-voting to all its Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the Notes.

Upon completion of the scrutiny of the Postal Ballot Forms and votes cast through e-voting in a fair and transparent manner, the Scrutinizer will submit his report to the Chairman or any person authorized by him. The results of the Postal Ballot will be announced not later than 48 hours of conclusion of the voting through Postal Ballot. The said results would be displayed at the Registered Office of the Company, intimated to the National Stock Exchange of India Limited and BSE Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.tcpl.in and on the website of Central Depository Services (India) Limited (CDSL) www.evotingindia.com.

## SPECIAL BUSINESS

### Item no. 1:- Re-appointment of Mr. Atul Sud (DIN-00016018) as an Independent Director of the Company

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment & Qualification of Directors) Rules, 2014, read with Schedule IV to the said Act, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, as amended from time to time, Mr. Atul Sud (DIN:00016018) who was appointed to hold the office of Independent Director till 31st March, 2019 by passing necessary resolution through Postal Ballot on 27th March, 2015 and who meets the criteria prescribed for Independent Directors under Section 149(6) of the Companies Act, 2013 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act 2013, from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, to hold office as such for a second term, commencing from April 1, 2019 upto March 31, 2024 and whose office shall not be liable to retire by rotation."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion it may consider necessary, expedient or desirable to give effect to this resolution."

**Item no. 2:- Re-appointment of Mr. Sudhir Merchant (DIN:- 00033406) as an Independent Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment & Qualification of Directors) Rules, 2014, read with Schedule IV to the said Act, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, as amended from time to time, Mr. Sudhir Merchant (DIN:00033406), who was appointed to hold the office of Independent Director till 31st March, 2019 by passing necessary resolution through Postal Ballot on 27th March, 2015 and who meets the criteria prescribed for Independent Directors under Section 149(6) of the Companies Act, 2013 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act 2013, from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, to hold office as such for a second term, commencing from April 1, 2019 upto March 31, 2024 and whose office shall not be liable to retire by rotation."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion it may consider necessary, expedient or desirable to give effect to this resolution."

**Item no. 3:- Re-appointment of Mr. Rabindra Jhunjhunwala (DIN:- 00050729) as an Independent Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment & Qualification of Directors) Rules, 2014, read with Schedule IV to the said Act, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, as amended from time to time, Mr. Rabindra Jhunjhunwala (DIN:00050729), who was appointed to hold the office of Independent Director till 31st March, 2019 by passing necessary resolution in the 26th Annual General Meeting of the Company held on 1st August, 2014 and who meets the criteria prescribed for Independent Directors under Section 149(6) of the Companies Act, 2013 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act 2013, from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, to hold office as such for a second term, commencing from April 1, 2019 upto March 31, 2024 and whose office shall not be liable to retire by rotation."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion it may consider necessary, expedient or desirable to give effect to this resolution."

By Order of the Board
For TCPL Packaging Limited

Sd/-
Harish Anchan
Company Secretary

Place : Mumbai
Date : February 11, 2019

Registered Office:
TCPL Packaging Limited
Empire Mills Complex,
414, Senapati Bapat Marg,
Lower Parel,
Mumbai - 400 013

## NOTES

### A. GENERAL INFORMATION

1. Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of Special Resolutions to be passed through Postal Ballot/E-voting is annexed hereto for your consideration.

2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners, as on the close of working hours on Friday, February 15, 2019 ("Cut Off Date"), as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"). Postal Ballot Notice shall also be placed on the website of the Company http://www.tcpl.in.

3. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's registrar and share transfer agent (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.

4. Members whose names appear on the Register of Members/List of Beneficial Owners as on the Cut-off Date i.e. Friday, February 15, 2019 will be considered for the purpose of voting. A person who is not a Member as on the relevant date should treat this notice for information purposes only.

5. The postal ballot period commences on Monday, February 25, 2019 (09:00 hours IST) and ends on Tuesday, March 26, 2019 (17:00 hours IST)

6. Voting rights in the postal ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorised representatives. Corporate and institutional members are requested to provide a proof of authorisation (board resolution/authority letter/power of attorney etc.) in favour of their authorised representatives to the scrutiniser.

7. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an email to enotice@linkintime.co.in or contact the Company or M/s. Link Intime India Private Limited, C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai – 400 083, Tel : 022-49186270, the registrar and share transfer agent of the Company. The registrar and share transfer agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.

8. The Address for correspondence shall be as follows: (a) Registered office of the Company: TCPL Packaging Limited, Empire Mills Complex, 414 Senapati Bapat Marg, Lower Parel, Mumbai 400 013 Email: harish.anchan@tcpl.in, Tel No.: 022-61646000 Fax No.: 022-24935893 (b) Registrar & Transfer Agents: M/s. Link Intime India Private Limited, C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai – 400 083, Tel : 022-49186270; Email: enotice@linkintime.co.in

9. The Board of Directors (Board) has appointed Mr. Vijay Kumar Mishra of M/s. VKM and Associates, Company Secretaries, (Membership No. FCS 5023 CP 4279) as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.

10. The Scrutinizer will submit his report to Chairman or in his absence to the Managing Director of the Company, after completion of scrutiny of Postal Ballot (including e-voting). The results of the Postal Ballot will be announced on Thursday, March 28 , 2019 at the registered office of the Company before 17:00 hours(IST), and will be displayed at the registered office of the Company and communicated to the Stock Exchanges i.e. BSE Limited (the "BSE") and National Stock Exchange of India Limited (the "NSE") where the equity shares of the Company are listed. The results of the Postal Ballot will also be displayed on the Company's website i.e. http://www.tcpl.in

11. The Scrutinizer's decision on the validity of a postal ballot/e-voting will be final.

12. Resolution if passed by Members with requisite majority, through postal ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.

13. All the material documents are available for inspection at the registered office of the Company on any working day, except Saturday and holiday, between 11:00 a.m. (IST) to 17:00 p.m. (IST) from the date of dispatch of notice till Tuesday, March 26, 2019.

14. Members may either vote through the physical Postal Ballot or through e-voting. However, it may be noted that Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case a Member cast its votes through both the modes, votes cast through evoting shall be treated as valid and votes cast through physical Postal Ballot Forms will be treated as invalid. The process of postal ballot and e-voting is provided below in para B and C.

## B. PROCESS OF VOTING THROUGH POSTAL BALLOT

Members wishing to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than the close of working hours (i.e. 17:00 hours IST) on Tuesday, March 26th, 2019. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. Postal Ballot Forms received after 17:00 hours IST on Tuesday, March 26th, 2019 shall be deemed invalid.

## C. PROCESS OF VOTING THROUGH ELECTRONIC MEANS

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, and Section 108, 110 and other applicable provisions of the Companies Act, 2013 read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL)for the purpose of providing e-voting facility to all its Members.

1. Instructions for e-voting:- The voting period begins on Monday, 25th February, 2019 (9.00 hours) IST and ends on Tuesday, 26th March, 2019 (17.00 hours) IST. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. Friday, the 15th February, 2019, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

   (i) The shareholders should log on to the e-voting website www.evotingindia.com.

   (ii) Click on “Shareholders / Members” tab.

   (iii) Now Enter your User ID
   a) For CDSL: 16 digits beneficiary ID,
   b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c) Members holding shares in Physical Form should enter Folio Number registered with the Company.

   (iv) Next enter the Image Verification as displayed and Click on Login.

   (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

   (vi) If you are a first time user follow the steps given below:

| | **For Members holding shares in Demat Form and Physical Form** |
|---|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)<br>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.<br>In case the sequence number is less than 8 digits enter the applicable number of 0's (zeros) before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| DOB | Enter the Date of Birth as recorded in your Demat account or in the company records for the said Demat account or folio in dd/mm/yyyy format. |
| Dividend Bank Details | Enter the Dividend Bank Details as recorded in your Demat account or in the company records for the said Demat account or folio.<br>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field |

   (vii) After entering these details appropriately, click on “SUBMIT” tab.

   (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein

they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN of TCPL Packaging Limited.

(xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

(xx) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by e-voting shall be able to exercise their right at the meeting through ballot paper.

(xxi) Kindly note that the shareholders can opt only one mode of voting, i.e. either physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical ballot also and vice-versa. However, in case shareholders cast their votes by physical ballot as well as through e-voting, then votes cast through e-voting shall prevail and votes cast through ballot form shall be considered invalid.

(xxii) The results alongwith the Scrutinizers Report shall be placed on the website of the Company www.tcpl.in and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Item Nos. 1 to 3:

Mr. Atul Sud, Mr. Sudhir Merchant and Mr. Rabindra Jhunjhunwala, were appointed as Non-Executive Independent Directors of the Company, pursuant to the provisions of Section 149 of the Companies Act, 2013 ("the Act") for the period of upto 31.03.2019.

Mr. Atul Sud, Mr. Sudhir Merchant and Mr. Rabindra Jhunjhunwala, Non-Executive and Independent Directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, each of these Directors fulfil the conditions specified in the Act, its rules framed thereunder and Listing Regulations for appointment as Independent Director and they are independent of the management.

Accordingly, based on the performance evaluation of the Independent Directors, the Nomination & Remuneration Committee at its meeting held on Monday, February 11, 2019, recommended the reappointment of the aforesaid Independent Directors and Board of Directors of the Company at its meeting held on same day i.e. February 11, 2019, have approved and recommended the reappointment of the aforesaid Independent Directors, for a second term for the period upto 31.03.2024, as provided in the resolutions.

Brief resume, the nature of their expertise in specific functional areas, names of companies in which they hold directorships, committee memberships/ chairmanships, their shareholding etc., are separately annexed hereto.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board of Directors recommends the special resolutions set out in item nos. 1 to 3 for your approval.

Other than Mr. Atul Sud, Mr. Sudhir Merchant and Mr. Rabindra Jhunjhunwala, and their respective relatives none of the Directors, Key Managerial Personnel of the Company or their relatives are considered to be interested in the resolutions.

By Order of the Board
For TCPL Packaging Limited
Sd/-
Harish Anchan
Company Secretary

Place : Mumbai
Date : February 11, 2019

Enclosures:
i) Postal Ballot Form
ii) Self - addressed Postage Pre-Paid Business Reply Envelope.

**DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT**

| Name of Director | Mr. Atul Sud | Mr. Sudhir Merchant | Mr. Rabindra Jhunjhunwala |
|---|---|---|---|
| Date of Birth & Age | 29/07/1956<br>62 Years | 25/08/1953<br>65 Years | 16/03/1973<br>45 Years |
| DIN | 00016018 | 00033406 | 00050729 |
| Date of Appointment / Re-appointment | April 01, 2019 | April 01, 2019 | April 01, 2019 |
| Qualification | MBA- IIM (Ahmedabad),<br>B.A. (Economics), M.A. (Economics) | Master of Management Studies (MMS), | B. A. LL.B., (Hons.) |
| Expertise in specific functional area | Expert in Finance and Advisory | Expert in Finance and Management | Expert in domestic and cross border Merger & Acquisition, PE investment, transaction documentation work and advisory in foreign investments |
| Term of re-appointment | 01.04.2019 To 31.03.2024 | 01.04.2019 To 31.03.2024 | 01.04.2019 To 31.03.2024 |
| List of other Companies in which Directorship held | i) Stratcap Wealth Management Pvt Ltd<br>ii) Strategic Capital Corporation Pvt Ltd<br>iii) Growell Consultants Pvt Ltd<br>iv) Saturn Advisory Services Pvt Ltd<br>v) Farmland Premium Foods LLP | i) The Indian Card Clothing Company Ltd<br>ii) Rudolf Atul Chemicals Ltd<br>iii) Gum Manufactureres' Association of India<br>iv) Shellac And Forest Products Export Promotion Council<br>v) Shivraj Sugar and Allied Products Pvt Ltd<br>vi) Indiaventure Advisor Pvt. Ltd.<br>vii) Encore Natural Polymers Pvt Ltd<br>viii) Saidarshan Business Centres Pvt Ltd<br>ix) Encore Business Centre LLP | i) Orient Cement Ltd<br>ii) Khaitan Consultants Ltd<br>iii) Henry Financial & Management Services Pvt Ltd.<br>iv) Rolland Financial & Management Services Pvt Ltd<br>v) LD Management Services Pvt Ltd<br>vi) DL Management Services Pvt Ltd<br>vii) JC Management Services Pvt Ltd<br>viii) JJ Management Services Pvt Ltd<br>ix) Fennel Investment And Finance Pvt Ltd<br>x) RSVD Developers Pvt. Ltd<br>xi) Kabari Pvt Ltd<br>xii) RN Management Services LLP<br>xiii) R J Management Services LLP<br>xiv) Khaitan& Co LLP |
| Chairman / Member of the Committee of Board of Directors of other Companies | Nil | 1) Member of Audit Committee in The Indian Card Clothing Company Ltd.<br>2) Member/Chairman of Audit Committee in Rudolf Atul Chemicals Ltd. | Member of Audit Committee in Orient Cement Ltd |

| | | | |
|---|---|---|---|
| Shareholding in the Company | Nil | Nil | Nil |
| Relationship with other Directors | No | No | No |
| Date of first appointment by the Board of Directors of the Company | 25/09/1993 | 30/10/2009 | 30/06/2014 |
| Number of Board meetings attended out of 4 meetings held | 2 | 2 | 3 |
| Justification for appointment of Independent Director | Experience and knowledge will be beneficial to the Company | | |

Note: Membership / Chairmanships of Audit Committee and Stakeholders Relationship Committee have been considered.

# TCPL Packaging Limited

CIN : L22210MH1987PLC044505
Regd. Office : Empire Mills Complex, 414, Senapati Bapat Marg, Lower Parel, Mumbai 400013
Tel.:+91 22 61646000, Fax : +91 22 24935893, E-mail : tcpl@tcpl.in Website : www.tcpl.in

## POSTAL BALLOT FORM

(Please read the instructions printed on the overleaf carefully before completing this form)

**Postal Ballot Form No.:**

| | | |
|---|---|---|
| 1. | Name and Registered Address of the Sole / First named Member | |
| 2. | Names of joint holder, if any | |
| 3. | Folio No./DP & Client ID | |
| 4. | No. of Equity Shares held | |

I/We hereby exercise my/our vote in respect of Special Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated 11th February, 2019 by conveying my/our assent or dissent to the said resolution by placing the tick(√) mark at the appropriate box:

| Item No. | Description | No. of Shares | I/we assent to the resolution (FOR) | I/we dissent to the resolution (AGAINST) |
|---|---|---|---|---|
| 1. | To approve re-appointment of Mr. Atul Sud (DIN:- 00016018) as an Independent Director | | | |
| 2 | To approve re-appointment of Mr. Sudhir Merchant (DIN:- 00033406) as an Independent Director | | | |
| 3 | To approve re-appointment of Mr. Rabindra Jhunjhunwala (DIN:- 00050729) as an Independent Director | | | |

Place:
Date:

_____
Signature of Shareholder(s)

(NOTE THIS PORTION MAY BE TEARED OFF AND RETAINED BY THE MEMBER)

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**ELECTRONIC VOTING PARTICULARS**

| EVSN (Electronic Voting Sequence No.) | USER ID (16 Digits Demat Account/ Folio No.) | PASSWORD/PIN |
|---|---|---|
| 190211007 | | |

Note: Please read notes/ instructions for postal Ballot/ remote e-voting before filling the form. Last date for receipt of Postal Ballot Forms by the Scrutinizer/ casting your vote by remote e-voting is Tuesday, 26th March, 2019 (5.00 p.m.).

**INSTRUCTIONS**

1. Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer viz. M/s. VKM and Associates in the attached postage prepaid self addressed envelope which shall be properly sealed. However, envelopes containing postal ballot form deposited in person or sent by courier at the expense of the member will also be accepted.

2. Self-addressed postage pre-paid envelope bears the postal address of the Scrutinizer appointed by the Company. The envelopes containing the Postal Ballot should reach the Scrutinizer not later than 17.00 hours (IST) on Tuesday, 26th March, 2019 . Postal ballot form received after the said date and time will be treated as if the reply from such member has not been received and shall not be counted for the purposes of passing of resolution.

3. The Postal Ballot Form should be completed and signed by the Member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. In case of joint holding, this Form should be completed and signed (as per the specimen signature of the Company) by the first named Member and in his / her absence, by the next named Member. In case Postal Ballot Form is signed through a delegate, a copy of the power of attorney shall be annexed to the Postal Ballot Form. There will be one Postal Ballot Form for every folio / client ID irrespective of the number of joint holders

4. In case of shares held by Companies, Trust, Societies etc., a duly completed Postal Ballot Forms should be signed by its authorised signatories. In such cases the duly completed Postal Ballot Forms should also be accompanied by a certified true copy of the Board resolution/ Authority together with the specimen signature(s) of the authorised signatory(ies) duly verified.

5. Assent/Dissent to the proposed resolution may be recorded by placing tick mark (√) in the appropriate column. Postal Ballot Form bearing (√) mark in both the column will render the form invalid. The assent or dissent received in any other form or on a photo copy of the Postal Ballot Form shall be considered invalid.

6. The Postal Ballot Form should be completed and signed by the Member. An unsigned postal Ballot Form will be rejected. Exercise of vote by postal ballot is not permitted through proxy.

7. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, overwritten, wrongly signed Postal Ballot Form, if the member has marked all his shares both in favour and also against the resolution, if voting is done through any other form will be rejected. The Postal Ballot shall not be exercised by a proxy. The Scrutinizers' decision on the validity of Postal Ballot Form will be final.

8. Voting right shall be reckoned on the paid up value of shares registered in the name of Member/ List of beneficial owners as received from NSDL / CDSL as on the cut-off date i.e. 15th February, 2019.

9. Members are requested not to send any other paper along with the Postal Ballot Form as all Postal Ballot(s) will be sent to the Scrutinizer and any extraneous paper would be destroyed by the Scrutinizer.

10. The results of Postal Ballot will be declared on 28th March, 2019 and will be placed at the Registered Office of the Company as specified in the notice. The results thereafter will be hosted on website of the Company and intimated to the Stock Exchanges on which the shares of the Company are listed, i.e. BSE Limited and National Stock Exchange of India Limited.

11. Any query in relation to the resolution proposed to be passed by Postal Ballot may be addressed to the Company Secretary at the Registered Office of the Company or by email at harish.anchan@tcpl.in

12. The Company is pleased to provide E-Voting as an alternative for the Members of the Company to enable them to cast their votes electronically instead of through Physical Postal Ballot. E-Voting is optional. In case a member has voted through E-Voting facility, he does not need to send a physical Postal Ballot Form. In case a Member votes through E-Voting facility as well as sends his vote through Postal Ballot, vote casted through e-voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer. Members are requested to refer to the Postal Ballot Notice and notes thereto, for detailed instructions with respect to e-voting.

If undelivered, please return to :

**LINK** Intime

Link Intime India Pvt. Ltd.

**Unit : TCPL PACKAGING LIMITED**

C-101, 247 Park, L.B.S. Marg, Vikhroli (West),

**Mumbai - 400 083.**

LINK INTIME
BNPL A/C
NO.MR/DA/NE/29/02
BPC TAGORE NAGAR, MUMBAI - 83

***b*Link - Free Mobile App from Link Intime**

Register once and receive regular updates for upto ten demat accounts

**SPEED POST**

**Reason for Return, Please tick [☑]**

***Addressee***

- ☐ Door Locked / Out of Station
- ☐ Left
- ☐ Unknown
- ☐ Unclaimed

***Others***

- ☐ Deceased
- ☐ Refused
- ☐ No Such Address
- ☐ Insufficient Address

Postage
will be
paid by
addressee

# BUSINESS REPLY ENVELOPE

BR Permit No. : MH/BY/NE/BR/238/18-19
Tagore Nagar, P.O., Mumbai - 400 083.

No Postage
Stamp
Necessary
if posted
in India

To,

**Mr. Vijay Kumar Mishra**

Practicing Company Secretaries
Scrutinizer
C/o : LINK INTIME INDIA PRIVATE LIMITED
Unit : **TCPL PACKAGING LIMITED**
C-101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai - 400 083.