



THE TINPLATE COMPANY OF INDIA LIMITED

August 27, 2019

Manager – Listing Department
The National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra Kurla Complex, Bandra (E),
Mumbai- 400 051.
Maharashtra, India.
Stock Code – TINPLATE

The Secretary – Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001.
Maharashtra, India.
Stock Code - 504966

Dear Madam, Sir,

Sub: Proceedings and Voting Results of the 100th Annual General Meeting of The Tinplate Company of India Limited ('the Company')

The 100th AGM of the Company was held on Monday, August 26, 2019 at 3:00 p.m (IST) at 'Kala Mandir', 48, Shakespeare Sarani, Kolkata- 700017, to transact the business as stated in the Notice dated April 15, 2019, convening the AGM.

In this regard, please find enclosed the following:

1. Summary of proceedings of the AGM as required under Regulation 30 read with part A of Schedule-III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations') - **Annexure – 1;**
2. Voting results of the business transacted at the AGM as required under Regulation 44 (3) of the Listing Regulations – **Annexure-2;**
3. The Scrutinizer's Report dated August 27, 2019, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) and Rules, 2014, each as amended – **Annexure-3.**

The meeting concluded at 5.30 p.m. (IST).

The Voting results along with the Scrutinizer's Report is available on the Company's website at www.tatatinplate.com and will also be made available on the website of Central Depository Services (I) Limited at www.evotingindia.com.

This is for your information and records.

Yours faithfully,
The Tinplate Company of India Limited

Kaushik Seal
Company Secretary

Encl: As above

Summary of proceedings of the 100th Annual General Meeting

The 100th Annual General Meeting ('AGM / Meeting') of The Tinplate Company of India Limited ('the Company') was held on Monday, August 26, 2019 at 3.00 p.m. (IST) at Kala Mandir, Sangit Kala Mandir Trust, 48, Shakespeare Sarani, Kolkata 700017.

Mr. Koushik Chatterjee chaired the Meeting. All Directors as on date of the AGM were present at the Meeting except Mr Anand Sen, Mr. Dipak Kumar Banerjee, Ms. Atrayee Sanyal, Mr. Shashi Kant Maudgal and Mr. Subir Bose. After declaring the requisite quorum to be present, the Chairman called the meeting to order. The Chairman then introduced the Board of Directors and Workers' Union leaders to the Members of the Company.

With the consent of the Members present at the Meeting, the Notice convening the AGM and the Auditor's Report for the year ended March 31, 2019 were taken as read. There were no qualifications, observations or adverse remarks in the Statutory and Secretarial Auditors' Reports. The Chairman then made his opening remarks with respect to the macro economic environment & industry, Company's performance and strategic directions.

The Chairman informed the Members that in compliance with the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('the Listing Regulations'), read along with the Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, each as amended, the Company has provided to its Members the facility to cast their votes electronically through remote e-voting on all Resolutions set forth in the Notice of the AGM. Further, the Chairman informed the Members that the facility of voting through ballot was also made available at the venue of the Meeting for Members who had not cast their votes through remote e-voting.

The Chairman informed the Members that the Board of Directors appointed Mr. A. K. Labh of M/s A K Labh & Co., Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process as well as the voting by ballot to be conducted at the venue of the AGM.

The Chairman informed the Members about the business to be transacted at the Meeting. As per the Notice dated April 15, 2019 convening the 100th AGM of the Company, the following business were transacted at the meeting. Whilst the requirement for proposing and seconding the Resolutions were not mandatory under SS-2, the Company voluntarily provided the same at the Meeting. Resolution Nos. 1 to 4 and 7 to 9 were Ordinary Resolutions and Resolution Nos. 5 & 6 were Special Resolutions.

1. Adoption of the Audited Financial Statements for the financial year ended March 31, 2019 and Reports of the Board of Directors and Auditors thereon.
2. Declaration of dividend of Rs.2/- per fully paid Equity Shares of face value Rs.10/- each for the Financial Year 2018-19.
3. Appointment of a Director in place of Mr. Anand Sen (DIN: 00237914), who retires by rotation and being eligible, seeks re-appointment.



4. Appointment of Mr. R N Murthy (DIN: 06770611) as Managing Director.
5. Re-appointment of Dr. Sougata Ray (DIN: 00134136) as an Independent Director.
6. Re-appointment of Mr. B N Samal (DIN: 00429902) as an Independent Director.
7. Ratification of excess quantum of Material Related Party Transaction(s) with Tata Steel Limited relating to purchase of Hot Rolled Coils in FY 2018-19.
8. Approval of Material Related Party Transaction(s) with Tata Steel Limited relating to purchase of Hot Rolled Coils in FY 2019-20 and subsequent financial years.
9. Ratification of Cost Auditors' remuneration.

Members present at the AGM were given an opportunity to ask questions and seek clarifications. The Chairman appropriately responded to the questions raised.

Post the question and answer session, the Chairman thanked all the Members present at the Meeting and concluded the Meeting by authorizing Mr. Kaushik Seal, Company Secretary to carry out the voting process and declare the voting results. He informed the Members that the consolidated voting results will be disseminated to the Stock Exchanges on which the Company's shares are listed and will be made available on the Company's website at www.tatatinplate.com and the website of CDSL at www.evotingindia.com within 48 hours of the conclusion of the AGM.

Post the conclusion of the voting at the venue, the Scrutinizer's Report was received.

All the Resolutions have been passed with requisite majority.

Yours faithfully,
The Tinplate Company of India Limited


Kaushik Seal
Company Secretary

Encl: As above



Annexure-2

100th Annual General Meeting Voting Results

Date of the Annual General Meeting	Monday, August 26, 2019
Total number of Shareholders on Record date (August 19, 2019)	67,978
Number of Shareholders present in the meeting either in person or through proxy: • Promoters and Promoter group • Public	1 1,216
Number of Shareholders attended the meeting through Video Conferencing: • Promoters and Promoter group • Public	NIL - -



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Resolution (1)

Resolution required: (Ordinary / Special)

ORDINARY

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

No

Description of Resolution considered

Consider and adopt the Audited Financial Statements of the Company for the financial year ended March31, 2019, together with the Reports of the Board of Directors and the Auditors thereon.

S.No.	Category	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	Invalid Votes
			[1]	[2]	[3]=[(2)/ (1)]*100	[4]	[5]	[6]=[(4)/ (2)]*100	[7]=[(5)/ (2)]*100	[8]
1	Promoter and Promoter Group	E-Voting	78457640	78457640	100.00	78457640	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		78457640	100.00	78457640	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	1429958	897965	62.80	897965	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		897965	62.80	897965	0	100.00	0.00	0
3	Public-Others	E-Voting	24780040	9573	0.04	9063	510	94.67	5.33	0
		Poll		2250056	9.08	2249796	260	99.99	0.01	274
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		2259629	9.12	2258859	770	99.97	0.03	274
Total (1+2+3)			104667638	81615234	77.98	81614464	770	100.00	0.00	274
Whether resolution is Passed or Not			Yes							



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Resolution (2)										
Resolution required: (Ordinary / Special)				ORDINARY						
Whether promoter/ promoter group are interested in the agenda/resolution?				No						
Description of Resolution considered				Declaration of dividend on the Equity Shares of the Company for the financial year 2018-19.						
S.No.	Category	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	Invalid Votes
			[1]	[2]	[3]=[(2)/ (1)]*100	[4]	[5]	[6]=[(4)/ (2)]*100	[7]=[(5)/ (2)]*100	[8]
1	Promoter and Promoter Group	E-Voting	78457640	78457640	100.00	78457640	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		78457640	100.00	78457640	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	1429958	926566	64.80	926566	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		926566	64.80	926566	0	100.00	0.00	0
3	Public-Others	E-Voting	24780040	9573	0.04	9463	110	98.85	1.15	0
		Poll		2250056	9.08	2249796	260	99.99	0.01	274
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		2259629	9.12	2259259	370	99.98	0.02	274
Total (1+2+3)			104667638	81643835	78.00	81643465	370	100.00	0.00	274
Whether resolution is Passed or Not										Yes



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Resolution (3)

Resolution required: (Ordinary / Special)

ORDINARY

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

No

Description of Resolution considered

Appointment of a Director in place of Mr. Anand Sen (DIN : 00237914), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.

S.No.	Category	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/[1]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/[2]*100	% of Votes against on votes polled [7]=[5]/[2]*100	Invalid Votes
			[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100	[8]
1	Promoter and Promoter Group	E-Voting	78457640	78457640	100.00	78457640	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		78457640	100.00	78457640	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	1429958	926566	64.80	0	926566	0.00	100.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		926566	64.80	0	926566	0.00	100.00	0
3	Public-Others	E-Voting	24780040	9573	0.04	8663	910	90.49	9.51	0
		Poll		2250060	9.08	2249800	260	99.99	0.01	270
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		2259633	9.12	2258463	1170	99.95	0.05	270
Total (1+2+3)			104667638	81643839	78.00	80716103	927736	98.86	1.14	270
Whether resolution is Passed or Not										Yes



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Resolution (4)										
Resolution required: (Ordinary / Special)				ORDINARY						
Whether promoter/ promoter group are interested in the agenda/resolution?				No						
Description of Resolution considered				Appointment of Mr. R. N. Murthy (DIN : 06770611) as Managing Director.						
S.No.	Category	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	Invalid Votes
			[1]	[2]	[3]=[(2)/ (1)]*100	[4]	[5]	[6]=[(4)/ (2)]*100	[7]=[(5)/ (2)]*100	[8]
1	Promoter and Promoter Group	E-Voting	78457640	78457640	100.00	78457640	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		78457640	100.00	78457640	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	1429958	926566	64.80	926566	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		926566	64.80	926566	0	100.00	0.00	0
3	Public-Others	E-Voting	24780040	9573	0.04	8962	611	93.62	6.38	0
		Poll		2250061	9.08	2249806	255	99.99	0.01	269
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		2259634	9.12	2258768	866	99.96	0.04	269
Total (1+2+3)			104667638	81643840	78.00	81642974	866	100.00	0.00	269
Whether resolution is Passed or Not										Yes



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Resolution (5)

Resolution required: (Ordinary / Special)

SPECIAL

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

No

Description of Resolution considered

Re-appointment of Dr. Sougata Ray (DIN : 00134136) as an Independent Director.

S.No.	Category	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	Invalid Votes
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100	[8]
1	Promoter and Promoter Group	E-Voting	78457640	78457640	100.00	78457640	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		78457640	100.00	78457640	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	1429958	926566	64.80	926566	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		926566	64.80	926566	0	100.00	0.00	0
3	Public-Others	E-Voting	24780040	9398	0.04	8655	743	92.09	7.91	0
		Poll		2250061	9.08	2249797	264	99.99	0.01	269
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		2259459	9.12	2258452	1007	99.96	0.04	269
Total			104667638	81643665	78.00	81642658	1007	100.00	0.00	269
Whether resolution is Passed or Not			Yes							



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Resolution (6)

Resolution required: (Ordinary / Special)

SPECIAL

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

No

Description of Resolution considered

Re-appointment of Mr. B. N. Samal (DIN : 00429902) as an Independent Director

S.No.	Category	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[(2) / (1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[(4) / (2)]*100	% of Votes against on votes polled [7]=[(5) / (2)]*100	Invalid Votes
			[1]	[2]	[3]=[(2) / (1)]*100	[4]	[5]	[6]=[(4) / (2)]*100	[7]=[(5) / (2)]*100	[8]
1	Promoter and Promoter Group	E-Voting	78457640	78457640	100.00	78457640	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		78457640	100.00	78457640	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	1429958	926566	64.80	0	926566	0.00	100.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		926566	64.80	0	926566	0.00	100.00	0
3	Public-Others	E-Voting	24780040	9398	0.04	8655	743	92.09	7.91	0
		Poll		2250056	9.08	2249806	250	99.99	0.01	274
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		2259454	9.12	2258461	993	99.96	0.04	274
Total			104667638	81643660	78.00	80716101	927559	98.86	1.14	274
Whether resolution is Passed or Not										Yes



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Resolution (7)

Resolution required: (Ordinary / Special)

ORDINARY

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

YES

Description of Resolution considered

Ratification of excess quantum of Material Related Party Transaction(s) with Tata Steel Limited relating to purchase of Hot Rolled Coils in FY 2018-19.

S.No.	Category	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	Invalid Votes
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100	[8]
1	Promoter and Promoter Group	E-Voting	78457640	0	0.00	0	0	0.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		0	0.00	0	0	0.00	0.00	0
2	Public - Institutional holders	E-Voting	1429958	926566	64.80	926566	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		926566	64.80	926566	0	100.00	0.00	0
3	Public-Others	E-Voting	24780040	9573	0.04	9063	510	94.67	5.33	0
		Poll		2250061	9.08	2249806	255	99.99	0.01	269
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		2259634	9.12	2258869	765	99.97	0.03	269
Total			104667638	3186200	3.04	3185435	765	99.98	0.02	269
Whether resolution is Passed or Not										Yes



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Resolution (8)										
Resolution required: (Ordinary / Special)					ORDINARY					
Whether promoter/ promoter group are interested in the agenda/resolution?					YES					
Description of Resolution considered					Approval of Material Related Party Transaction(s) with Tata Steel Limited relating to purchase of Hot Rolled Coils in FY 2019-20 and subsequent financial years.					
S.No.	Category	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)]*100	% of Votes against on votes polled [7]=[5]/(2)]*100	Invalid Votes
			[1]	[2]		[4]	[5]			[8]
1	Promoter and Promoter Group	E-Voting	78457640	0	0.00	0	0	0.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		0	0.00	0	0	0.00	0.00	0
2	Public - Institutional holders	E-Voting	1429958	926566	64.80	148083	778483	15.98	84.02	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		926566	64.80	148083	778483	15.98	84.02	0
3	Public-Others	E-Voting	24780040	9573	0.04	9073	500	94.78	5.22	0
		Poll		2250042	9.08	2249792	250	99.99	0.01	288
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		2259615	9.12	2258865	750	99.97	0.03	288
Total			104667638	3186181	3.04	2406948	779233	75.54	24.46	288
Whether resolution is Passed or Not										Yes



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Resolution (9)

Resolution required: (Ordinary / Special)					ORDINARY					
Whether promoter/ promoter group are interested in the agenda/resolution?					No					
Description of Resolution considered					Ratification of Cost Auditors' Remuneration					
S.No.	Category	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[(2)/ (1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[(4)/ (2)]*100	% of Votes against on votes polled [7]=[(5)/ (2)]*100	Invalid Votes
			[1]	[2]		[4]	[5]			[8]
1	Promoter and Promoter Group	E-Voting	78457640	78457640	100.00	78457640	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		78457640	100.00	78457640	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	1429958	926566	64.80	926566	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		926566	64.80	926566	0	100.00	0.00	0
3	Public-Others	E-Voting	24780040	9398	0.04	8887	511	94.56	5.44	0
		Poll		2250056	9.08	2249806	250	99.99	0.01	274
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		2259454	9.12	2258693	761	99.97	0.03	274
Total			104667638	81643660	78.00	81642899	761	100.00	0.00	274
Whether resolution is Passed or Not										Yes



A. K. LABH

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



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013

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Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

CONSOLIDATED 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
of the 100th Annual General Meeting of
The Tinplate 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 the 100th Annual General Meeting of the members of “*The Tinplate Company of India Limited*” (“Company”) held on Monday, 26th August, 2019 at Kala Mandir, Sangit Kala Mandir Trust, 48, Shakespeare Sarani, Kolkata-700017 at 03.00 P.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 for the said voting 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 remote e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated 15th April, 2019. My responsibility as a scrutinizer for the remote voting process through electronic means and voting through 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 remote e-voting / physical ballot facilities.



A. K. LABH

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



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013

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I submit my report as under:

1. The remote e-voting period remained open from 9.00 A.M. IST on Friday, the 23rd August, 2019 up to 5.00 P.M. IST on Sunday, the 25th August, 2019.
2. The Shareholders holding shares as on the "cut off" date, i.e. 19th August, 2019 were entitled to vote on the proposed 9 (Nine) resolutions as mentioned in the Notice dated 15th April, 2019 of the Annual General Meeting of the Company.
3. 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.
4. The locked ballot box was subsequently opened in my presence and poll/ballot papers were diligently scrutinized. The poll/ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
5. The votes were unblocked on Monday, the 26th August, 2019 around 06:00 P.M. after the completion of the Annual General Meeting in the presence of two witnesses, namely, Ms. Anushree Dasgupta residing at 28/N Dwijen Mukherjee Road, Behala, Kolkata – 700060 and Mr. Sanjay Sharma residing at 414, Belilious Road, South Howrah – 711101 who are not in employment of the Company.
6. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
7. The combined result of the remote e-voting [EVSN : 190517002] and votes casted through physical ballot papers distributed at the AGM venue are as under:



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<A> ORDINARY BUSINESS:

a) Resolution 1

Consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2019, together with the Reports of the Board of Directors and the Auditors thereon

(i) **Voted in favour of the Resolution:**

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	41	79364668	
Voting by ballot	21	2249796	
Total	62	81614464	99.99%

(ii) **Voted against the Resolution:**

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	4	510	
Voting by ballot	6	260	
Total	10	770	0.01%

(iii) **Invalid Votes:**

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
5	274



**b) Resolution 2*****Declaration of dividend on the Equity Shares of the Company for the financial year 2018-19******(i) Voted in favour of the Resolution:***

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	44	79393669	
Voting by ballot	21	2249796	
Total	65	81643465	99.99%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	2	110	
Voting by ballot	6	260	
Total	8	370	0.01%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	274



**c) Resolution 3**

Appointment of a Director in place of Mr. Anand Sen (DIN : 00237914), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment

(i) Voted in favour of the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	31	78466303	
Voting by ballot	21	2249800	
Total	52	80716103	98.86%

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	15	927476	
Voting by ballot	6	260	
Total	21	927736	1.14%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
5	270



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 SPECIAL BUSINESS:

d) Resolution 4 : Ordinary Resolution

Appointment of Mr. R. N. Murthy (DIN: 06770611) as Managing Director

(i) Voted **in favour** of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	40	79393168	
Voting by ballot	26	2249806	
Total	66	81642974	99.99%

(ii) Voted **against** the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	6	611	
Voting by ballot	2	255	
Total	8	866	0.01%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
4	269



**e) Resolution 5 : Special Resolution*****Re-appointment of Dr. Sougata Ray (DIN: 00134136) as an Independent Director******(i) Voted in favour of the Resolution:***

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	37	79392861	
Voting by ballot	26	2249797	
Total	63	81642658	99.99%

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	8	743	
Voting by ballot	2	264	
Total	10	1007	0.01%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
4	269



**f) Resolution 6 : Special Resolution*****Re-appointment of Mr. B. N. Samal (DIN: 00429902) as an Independent Director******(i) Voted in favour of the Resolution:***

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	28	78466295	
Voting by ballot	26	2249806	
Total	54	80716101	98.86%

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	17	927309	
Voting by ballot	1	250	
Total	18	927559	1.14%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
5	274



**g) Resolution 7 : Ordinary Resolution*****Ratification of excess quantum of Material Related Party Transaction(s) with Tata Steel Limited relating to purchase of Hot Rolled Coils in FY 2018-19******(i) Voted in favour of the Resolution:***

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	40	935629	
Voting by ballot	26	2249806	
Total	66	3185435	99.98%

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	4	510	
Voting by ballot	2	255	
Total	6	765	0.02%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
4	269



**h) Resolution 8 : Ordinary Resolution**

Approval of Material Related Party Transaction(s) with Tata Steel Limited relating to purchase of Hot Rolled Coils in FY 2019-20 and subsequent financial years

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	33	157156	
Voting by ballot	25	2249792	
Total	58	2406948	75.54%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	11	778983	
Voting by ballot	1	250	
Total	12	779233	24.46%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	288



**i) Resolution 9 : Ordinary Resolution*****Ratification of Cost Auditors' remuneration******(i) Voted in favour of the Resolution:***

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	40	79393093	
Voting by ballot	26	2249806	
Total	66	81642899	99.99%

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	5	511	
Voting by ballot	1	250	
Total	6	761	0.01%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
5	274



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8. All the resolutions proposed hereinabove have been passed with requisite majority.
9. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in my safe custody until the Chairman of the meeting 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: 27.08.2019



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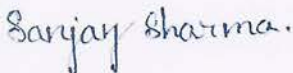
e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

Witness:

1. 

(Anushree Dasgupta)
28/N, Dwijen Mukherjee Road, Behala
Kolkata – 700060

2. 

(Sanjay Sharma)
414, Belilious Road
South Howrah 711101



Received the Report of the Scrutinizer
For The Tinplate Company of India Limited



(Kaushik Seal)
Company Secretary

