



P Sriram & Associates
Practising Company Secretaries

CONSOLIDATED REPORT OF THE SCRUTINIZER

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

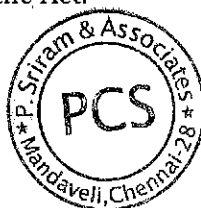
To,

**THE CHAIRMAN OF 48TH ANNUAL GENERAL MEETING OF TCP LTD,
HAVING REGISTERED OFFICE AT:
TCP SAPTAGIRI BHAVAN,
NO.4 (OLD NO.10) KARPAGAMBAL NAGAR,
MYLAPORE, CHENNAI-600004.**

**FORTY EIGHTH ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF
TCP LIMITED HELD ON FRIDAY 18TH DECEMBER, 2020 AT 04:00P.M. THROUGH
VIDEO CONFERENCING/OTHER AUDIO VISUAL MEANS ("VC"/ OAVM")**

In light of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA circulars ") permitted the holding of the Annual General Meeting ("AGM") through VC/Other Audio Visual Means ("OAVM") without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), and MCA circulars, the AGM of the Company was held through VC/OAVM and the facility to appoint proxy(ies) to attend and cast vote for the members was not made available at this AGM. Members were given the option of voting via remote e- voting and e-voting at the meeting as detailed in the Notice of the AGM and the Members who attended the meeting through VC/OAVM were counted for the purpose of reckoning the quorum under Section 103 of the Act.

Sriram Parthasarathy
Scrutinizer



Initial of the Chairman

No.10/17, Anandam Colony, South Canal Bank Road, Mandaveli, Chennai - 600 028.

Phone : 044-4215 3510, 4512 8000. Mobile : 95660 33011 E-mail : info@prowiscorporate.com



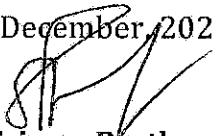
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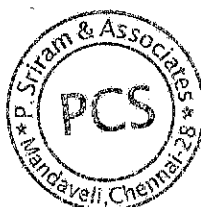
I, P. Sriram, Proprietor of P. Sriram & Associates, Practising Company Secretaries, was appointed as Scrutinizer by the Board of Directors of **TCP LIMITED**, CIN:U24200TN1971PLC005999("the Company") for the purpose of voting by electronic means(remote e-voting) and was also appointed as the scrutinizer for the purpose of e- voting at the Company's Annual General Meeting held on 18thDecember,2020through video conferencing/ other audio visual means pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended ('Rules') in respect of resolutions contained in the Notice dated 18thNovember, 2020 of the AGM held on 18th December, 2020.

The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules relating to voting through electronic means i.e. by remote e-voting and e-voting at the AGM through VC/OAVM for the resolutions contained in the Notice. My responsibility as scrutinizer is restricted to ensure conduct of remote e-voting and e-voting at the AGM in fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast 'For' or 'Against' the resolutions stated in the Notices.

Report on scrutiny:

1. The Company has entered into an arrangement with Central Depository Services (India) Ltd (CDSL), the Agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means to all the members who were eligible to take part in the remote e-voting and e-voting at the AGM.
2. The cut-off date for the purposes of identifying the shareholders who will be entitled to vote on the resolution placed for approval of the shareholders was 11th December, 2020.


Sriram Parthasarathy
Scrutinizer



Initial of the Chairman



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3. As prescribed in the Rules, remote e-voting facility was kept open for three days from Tuesday, 15th December, 2020 (9:00 Hours IST) till Thursday, 17th December, 2020 (17:00 Hours IST) preceding the date of the AGM.
4. As on the cut-off date i.e. 11th December, 2020, there were 190 Shareholders.
5. At the end of remote e-voting period on 17th December, 2020 at 17:00 HRS IST, voting portal of CDSL was blocked forthwith.
6. 7 Shareholders attended the AGM through VC/OAVM and were counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. After the conclusion of the AGM on Friday, December 18 2020 at 04:16 P.M, the votes cast through remote e-voting and e-voting at the AGM were unblocked by me in the presence of Ms. Nithya Pasupathy and Mr. Ganeshram.
8. The voting records of votes cast at the AGM and remote e-voting records were reconciled with the records maintained by M/s. Cameo Corporate Services Limited the Registrar and Share Transfer Agents (RTA) of the Company along with the authorizations lodged with the RTA/Company. The voters were also scrutinized for the purpose of eliminating duplicate voting (i.e.) on remote e-voting as well as voting at the AGM through VC/OAVM.
9. The total votes casted in favour or against all the resolutions proposed in the Notice of the AGM are as under :

Sriram Parthasarathy
Scrutinizer

Initial of the Chairman



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**CONSOLIDATED REPORT ON RESULT OF VOTING THROUGH ELECTRONIC MEANS AND
E- VOTING AT THE AGM IS AS UNDER:**

ITEM NO. 1: AS AN ORDINARY RESOLUTION

**TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS
AND CONSOLIDATED FINANCIAL STATEMENT OF THE COMPANY FOR THE
FINANCIAL YEAR ENDED 31ST MARCH 2020 AND THE REPORTS OF BOARD
OF DIRECTORS AND AUDITORS THEREON:**

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting
Number of Members voted	0	8	-	-	0	2
Number of Votes Cast by Members	0	33,62,045	-	-	-	4,51,158
% of total number of valid votes cast	0	88.17%	-	-	0	11.83%

CONSOLIDATED RESULT ON VOTING ITEM NO: 1

Percentage of Votes in Favour –88.17%

Percentage of Votes against –0.00%




**Sriram Parthasarathy
Scrutinizer**

Initial of the Chairman



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ITEM NO.2: AS AN ORDINARY RESOLUTION

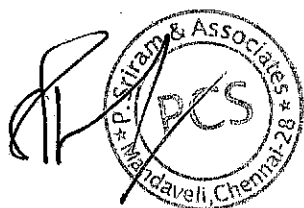
**TO DECLARE A DIVIDEND OF RE.1/- PER EQUITY SHARE OF RS.10/- EACH FOR
THE FINANCIAL YEAR ENDED 31ST MARCH, 2020:**

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting
Number of Members voted	0	8	-	-	0	2
Number of Votes Cast by Members	0	33,62,045	-	-	-	4,51,158
% of total number of valid votes cast	0	88.17%	-	-	0	11.83%

CONSOLIDATED RESULT ON VOTING ITEM NO: 2

Percentage of Votes in Favour -88.17%

Percentage of Votes against -0.00%



**Sriram Parthasarathy
Scrutinizer**

Initial of the Chairman



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ITEM NO. 3: AS AN ORDINARY RESOLUTION

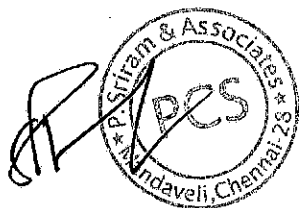
RE- APPOINTMENT OF SHRI A. S. THILLAINAYAGAM (DIN 00054102) AS DIRECTOR, WHO RETIRES BY ROTATION AND, BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT:

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting
Number of Members voted	0	8	-	-	0	2
Number of Votes Cast by Members	0	33,62,045	-	-	-	4,51,158
% of total number of valid votes cast	0	88.17%	-	-	0	11.83%

CONSOLIDATED RESULT ON VOTING ITEM NO: 3

Percentage of Votes in Favour - 88.17%

Percentage of Votes against - 0.00%



Sriram Parthasarathy
Scrutinizer

Initial of the Chairman



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ITEM NO.4 AS AN ORDINARY RESOLUTION

**RE- APPOINTMENT OF SHRI V. SENGUTUVAN (DIN 00053629)AS DIRECTOR,
WHO RETIRES BY ROTATION AND, BEING ELIGIBLE, OFFERS HIMSELF FOR RE-
APPOINTMENT:**

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting
Number of Members voted	0	8	-	-	0	2
Number of Votes Cast by Members	0	33,62,045	-	-	-	4,51,158
% of total number of valid votes cast	0	88.17%	-	-	0	11.83%

CONSOLIDATED RESULT ON VOTING ITEM NO: 4

Percentage of Votes in Favour – 88.17%

Percentage of Votes against - 0.00%



Sriram Parthasarathy
Scrutinizer

Initial of the Chairman



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ITEM NO.5 AS AN ORDINARY RESOLUTION

**TO RATIFY THE APPOINTMENT OF SMT T. AMUDHA AS GENERAL MANAGER -
(MARKETING - CHEMICAL DIVISION) OF THE COMPANY WITH EFFECT FROM 1ST JUNE
2020 UNDER SECTION 188 (3) OF THE COMPANIES ACT, 2013:**

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting
Number of Members voted	0	6	-	-	-	2
Number of Votes Cast by Members	0	26,93,866	-	-	0	4,51,158
% of total number of valid votes cast	0	85.66%	-	-	0	14.34%

CONSOLIDATED RESULT ON VOTING ITEM NO: 5

Percentage of Votes in Favour - 85.66%

Percentage of Votes against - 0.00%



**Sriram Parthasarathy
Scrutinizer**

Initial of the Chairman



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ITEM NO.6 AS AN ORDINARY RESOLUTION

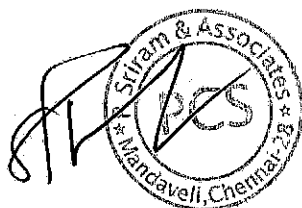
TO RATIFY THE APPOINTMENT OF SMT S. ARUNDATI AS GENERAL MANAGER - (HUMAN RESOURCES & INDUSTRIAL RELATIONS) OF THE COMPANY WITH EFFECT FROM 1ST JUNE 2020 UNDER SECTION 188 (3) OF THE COMPANIES ACT, 2013:

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting
Number of Members voted	0	7	-	-	0	2
Number of Votes Cast by Members	0	28,28,866	-	-	0	4,51,158
% of total number of valid votes cast	0	86.25%	-	-	0	13.75%

CONSOLIDATED RESULT ON VOTING ITEM NO: 6

Percentage of Votes in Favour - 86.25%

Percentage of Votes against - 0.00%



**Sriram Parthasarathy
Scrutinizer**

Initial of the Chairman



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ITEM NO.7 AS AN ORDINARY RESOLUTION

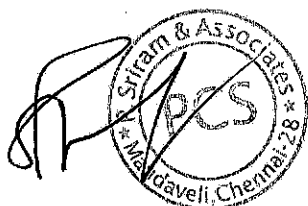
TO RATIFY THE APPOINTMENT OF SMT PADMA AS GENERAL MANAGER – (MARKETING – POWER DIVISION) OF THE COMPANY WITH EFFECT FROM 1ST JUNE 2020 UNDER SECTION 188 (3) OF THE COMPANIES ACT, 2013:

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting
Number of Members voted	0	7	-	-	0	2
Number of Votes Cast by Members	0	28,28,866	-	-	0	4,51,158
% of total number of valid votes cast	0	86.25%	-	-	0	13.75%

CONSOLIDATED RESULT ON VOTING ITEM NO: 7

Percentage of Votes in Favour - 86.25%

Percentage of Votes against - 0.00%



**Sriram Parthasarathy
Scrutinizer**

Initial of the Chairman



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ITEM NO.8 AS AN ORDINARY RESOLUTION

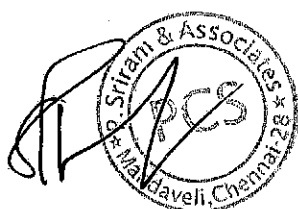
**TO APPROVE THE REMUNERATION OF THE COST AUDITOR FOR THE FINANCIAL YEAR
ENDING 31ST MARCH, 2021:**

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting
Number of Members voted	0	8	-	-	0	2
Number of Votes Cast by Members	0	33,62,045	-	-	-	4,51,158
% of total number of valid votes cast	0	88.17%	-	-	0	11.83%

CONSOLIDATED RESULT ON VOTING ITEM NO: 8

Percentage of Votes in Favour - 88.17%

Percentage of Votes against - 0.00%



**Sriram Parthasarathy
Scrutinizer**

Initial of the Chairman



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ITEM NO.9 AS A SPECIAL RESOLUTION

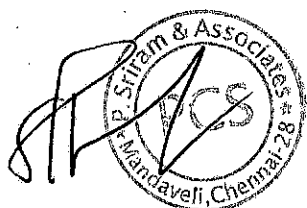
TO APPROVE THE WAIVER OF THE RECOVERY OF THE AMOUNT REFUNDABLE TO THE COMPANY BY SHRI V. R. VENKATAACHALAM, MANAGING DIRECTOR [DIN 00037524] AND SHRI V. RAJASEKARAN, EXECUTIVE DIRECTOR [DIN 00037006] IN RESPECT OF THE MANAGERIAL REMUNERATION DRAWN IN EXCESS OF THE LIMITS PRESCRIBED IN SECTION 197 OF THE COMPANIES ACT, 2013,;

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting
Number of Members voted	0	8	-	-	0	2
Number of Votes Cast by Members	0	33,62,045	-	-	-	4,51,158
% of total number of valid votes cast	0	88.17%	-	-	0	11.83%

CONSOLIDATED RESULT ON VOTING ITEM NO: 9

Percentage of Votes in Favour - 88.17%

Percentage of Votes against - 0.00%



Sriram Parthasarathy
Scrutinizer

Initial of the Chairman



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10. It is to be noted that

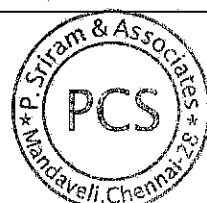
- a. The shareholders/members who abstained from voting on specific resolutions under remote e-voting and e-voting at the AGM were not considered for reckoning valid votes.
- b. There were certain invalid votes cast which were not considered for reckoning the valid votes.
- c. The shareholders/members who have voted by way of remote e-voting and voted through e-voting at the AGM, then votes cast by him/ her by way of remote e-voting were only considered.
- d. The shareholders /members who have voted through e-voting at the AGM made available during the AGM but did not participate in the meeting through VC/OAVM then the votes cast by the shareholders were considered as invalid as e-voting during the meeting was available only to shareholders attending the meeting.

11. Based on the voting reported in the above table, all resolutions are passed with requisite majority, I request the Chairman of the AGM to announce the results accordingly.

12. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed herewith.

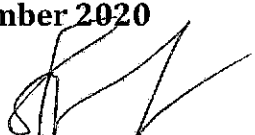
13. The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,

 P. Sriram Practicing Company Secretary Membership No: F4862 Certificate of practice No: 3310 UDIN:F004862B001562572	 SIGNATURE OF THE CHAIRMAN
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Date: 19th December 2020

Place: Chennai


Sriram Parthasarathy
Scrutinizer

Initial of the Chairman