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 49TH ANNUAL GENERAL MEETING OF TCP LTD,
HAVING REGISTERED OFFICE AT:
TCP SAPTAGIRI BHAVAN,
NO.4 (OLD NO.10) KARPAGAMBAL NAGAR,
MYLAPORE, CHENNAI-600004.

FORTY NINTH ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF TCP LIMITED HELD ON FRIDAY 26TH NOVEMBER, 2021 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 No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No.20/2020 dated May 5, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 29, 2020, Circular No. 39/2020 dated December 31, 2020 and Circular No. 10/2021 dated June 23, 2021 (collectively referred to as "MCA circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing/Other Audiovisual means ("VC"/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.

P.Sriram
Scrutinizer

P.Sriram & Associates PCS Mandaveli, Chennai-28

Initial of the Chairman

I, P. Sriram, Proprietor of P. Sriram& Associates, Practicing 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 26th November,2021through 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 2nd November, 2021 of the AGM held on 26th November,2021.

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 19th November, 2021.

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P.Sriram
Scrutinizer

Initial of the Chairman

3. As prescribed in the Rules, remote e-voting facility was kept open for three days from Tuesday, 23rdNovember, 2021 (9:00 Hours IST) till Thursday, 25th November, 2021(17:00 Hours IST) preceding the date of the AGM.

4. As on the cut-off date i.e.19thNovember, 2021, there were 190 Shareholders.

5. At the end of remote e-voting period on 25thNovember, 2021 at 17:00 HRS IST, voting portal of CDSLwas 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, 26th November, 2021at 04:07 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 Ms. SrimathiA K.

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 :

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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 STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2021AND 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	-	9	-	-	-	-
Number of Votes Cast by Members	-	2763074	-	-	-	-
% of total number of valid votes cast	-	100	--		-	-

CONSOLIDATED RESULT ON VOTING ITEM NO: 1

Percentage of Votes in Favour – 100%

Percentage of Votes against – 0%

P.Sriram
Scrutinizer

P. Sriram & Associates * Mandaveli, Chennai-28 * PCS

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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 (10% OF PAID-UP VALUE OF RS.10/- PER SHARE) FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021 FROM OUT OF THE PROFITS OF THE COMPANY FOR PREVIOUS FINANCIAL YEARS AND REMAINING UNDISTRIBUTED:

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	-	9	-	-	-	-
Number of Votes Cast by Members	-	2763074	-	-	-	-
% of total number of valid votes cast	-	100	--		-	-

CONSOLIDATED RESULT ON VOTING ITEM NO: 2

Percentage of Votes in Favour – 100%

Percentage of Votes against – 0%

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ITEM NO. 3: AS AN ORDINARY RESOLUTION

TO APPOINT A DIRECTOR IN PLACE OF SMT V. SAMYUKTHA (DIN 02691981), WHO RETIRES BY ROTATION UNDER SECTION 152(6) OF THE COMPANIES ACT, 2013 AND BEING ELIGIBLE, OFFERS HERSELF 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	-	9	-	-	-	-
Number of Votes Cast by Members	-	2763074	-	-	-	-
% of total number of valid votes cast	-	100	--		-	-

CONSOLIDATED RESULT ON VOTING ITEM NO: 3

Percentage of Votes in Favour – 100%

Percentage of Votes against - 0%

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ITEM NO.4 AS AN ORDINARY RESOLUTION

TO APPOINT A DIRECTOR IN PLACE OF DR. T. BHASKER RAJ (DIN 02724086), WHO RETIRES BY ROTATION UNDER SECTION 152(6) OF THE COMPANIES ACT, 2013 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	-	9	-	-	-	-
Number of Votes Cast by Members	-	2763074	-	-	-	-
% of total number of valid votes cast	-	100	--		-	-

CONSOLIDATED RESULT ON VOTING ITEM NO: 4

Percentage of Votes in Favour –%

Percentage of Votes against - %

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ITEM NO.5 AS AN ORDINARY RESOLUTION

TO APPROVE THE REMUNERATION OF THE COST AUDITOR SHRI M. KANNAN, CMA (FELLOW MEMBERSHIP NO.9167), COST ACCOUNTANT IN PRACTICE FOR THE FINANCIAL YEAR ENDING 31ST MARCH, 2022:

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	-	9	-	-	-	-
Number of Votes Cast by Members	-	2763074	-	-	-	-
% of total number of valid votes cast	-	100	--		-	-

CONSOLIDATED RESULT ON VOTING ITEM NO: 5

Percentage of Votes in Favour – 100%

Percentage of Votes against – 0%

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Scrutinizer

Initial of the Chairman

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ITEM NO.6 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, DURING THE FINANCIAL YEAR ENDED 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	-	9	-	-	-	-
Number of Votes Cast by Members	--	2763074	-	-	-	-
% of total number of valid votes cast	-	100	--		-	-

CONSOLIDATED RESULT ON VOTING ITEM NO: 6

Percentage of Votes in Favour- 100%

Percentage of Votes against -0%

P.Sriram
Scrutinizer

P. Sriram & Associates PCS Mandaveli, Chennai-28

Initial of the Chairman

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. 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.
   c. 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 Managing Director 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: F004862C001594098**	**SIGNATURE OF THE CHAIRMAN**

Date: 30th November 2021
Place: Chennai

P.Sriram
Scrutinizer

P. Sriram & Associates PCS Mandaveli Chennai-28

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