SPNP

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,

TCP LIMITED,

TCP SAPTAGIRI BHAVAN,

NO.4 (OLD NO.10) KARPAGAMBAL NAGAR,

MYLAPORE, CHENNAI-600004.

FIFTYFIRST ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF TCP LIMITED HELD ON FRIDAY, THE20TH OCTOBER, 2023 AT 03:00P.M. THROUGH VIDEO CONFERENCING/OTHER AUDIO-VISUAL MEANS ("VC"/ OAVM")

The Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/ 2020 dated April 8, 2020, 17/ 2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 5, 2022, 10/2022 dated December 28,2022 and read with General Circular No. 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") has permitted the holding of the Annual General Meeting (AGM) through Video Conferencing ("VC") or through 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 (the "Act") and MCA Circulars, the Company held it's AGM through VC / OAVM.

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.

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I, P. Sriram, Partner of SPNP & 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 20thOctober,2023 through 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 14th September, 2023 of the AGM held on 20th October,2023.

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 13thOctober, 2023.

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3. As prescribed in the Rules, remote e-voting facility was kept open for three days from Tuesday, 17thOctober, 2023 (9:00 Hours IST) till Thursday, 19th October, 2023(17:00 Hours IST) preceding the date of the AGM.

4. As on the cut-off date i.e.,13th October,2023, there were 185 Shareholders.

5. At the end of remote e-voting period on 19th October, 2023 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, 20th October,2023 at 3:15 P.M, the votes cast through remote e-voting and e-voting at the AGM were unblocked by me in the presence of K.Kanmani and S.Sudhanwho are/were not the employees of the Company.

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:

ORDINARY BUSINESS:

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 2023 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	-	10	-	-	-	-
Number of Votes Cast by Members	-	3296253	-	-	-	-
% 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%

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ITEM NO.2: AS AN ORDINARY RESOLUTION

TO APPOINT A DIRECTOR IN PLACE OF SHRI A.S. THILLAINAYAGAM (DIN: 00054102), 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	-	10	-	-	-	-
Number of Votes Cast by Members	-	3296253	-	-	-	-
% 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 SHRI V. SENGUTUVAN (DIN: 00053629), 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	-	8	-	-	-	-
Number of Votes Cast by Members	-	2402610	-	-	-	-
% 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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SPECIAL BUSINESS

ITEM NO.4 AS AN ORDINARY RESOLUTION

TO APPROVE THE REMUNERATION OF THE COST AUDITOR FOR THE FINANCIAL YEAR ENDING 31ST MARCH, 2024:

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	-	10	-	-	-	-
Number of Votes Cast by Members	-	3296253	-	-	-	-
% of total number of valid votes cast	-	100	--		-	-

CONSOLIDATED RESULT ON VOTING ITEM NO: 4

Percentage of Votes in Favour –100%
Percentage of Votes against - 0%

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Initial of the Chairman

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ITEM NO.5 AS SPECIAL RESOLUTION

TO APPROVE THE RE-APPOINTMENT OF SHRI V.R. VENKATAACHALAM [DIN: 00037524] AS MANAGING DIRECTOR OF THE COMPANY FOR A FURTHER TERM OF FIVE YEARS FROM 1ST SEPTEMBER 2023:

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	-	8	-	-	-	-
Number of Votes Cast by Members	-	2402610	-	-	-	-
% 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%

Initial of the Chairman

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ITEM NO.6 AS SPECIAL RESOLUTION

TOAPPROVE THE WAIVER OF THE RECOVERY OF THE AMOUNT REFUNDABLE TO THE COMPANY BY SHRI V. R. VENKATAACHALAM, MANAGING DIRECTOR [DIN: 00037524] 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 2023, IN ACCORDANCE WITH THE PROVISIONS OF SECTION 197 (10) 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	-	8	-	-	-	-
Number of Votes Cast by Members	-	2402610	-	-	-	-
% 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%

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Initial of the Chairman

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ITEM NO.7 AS A SPECIAL RESOLUTION

TO APPROVE THE WAIVER OF THE RECOVERY OF THE AMOUNT REFUNDABLE TO THE COMPANY BY SHRI V. RAJASEKARAN, 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 22-23, FOR THE PERIOD 1ST APRIL 2022 TO 14TH NOVEMBER 2022, CALCULATED ON PRO-RATA BASIS, IN ACCORDANCE WITH THE PROVISIONS OF SECTION 197 (10) 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	-	10	-	-	-	-
Number of Votes Cast by Members	-	3296253	-	-	-	-
% of total number of valid votes cast	-	100	--		-	-

CONSOLIDATED RESULT ON VOTING ITEM NO: 7

Percentage of Votes in Favour- 100%
Percentage of Votes against -0%

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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 no invalid votes cast.
   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. 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,

SPNP & ASSOCIATES PCS Mandaveli, Chennai-28

SIGNATURE OF THE CHAIRMAN	**P. SRIRAM** Practicing Company Secretary Membership No: F4862 Certificate of practice No: 3310 UDIN: F004862E001450891
Date:25/10/2023 **Place: Chennai**	**Date:25/10/2023** **Place: Chennai**