



**K. ELANGOVAN,**  
MBA ML FCS FCMA  
**ELANGOVAN & ASSOCIATES**  
**COMPANY SECRETARIES**

NEW NO.10, OLD NO.71,  
KASI ESTATE 2 ND STREET,  
JAFFERKHANPET, CHENNAI -600083  
Mob: 9444304990/9840311717  
E mail:srbcos@gmail.com

**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,**  
**NO.4 (OLD NO.10), KARPAGAMBAL NAGAR,**  
**MYLAPORE,**  
**CHENNAI-600004.**

**ANNUAL GENERAL MEETING OF THE MEMBERS OF TCP LIMITED HELD ON SATURDAY , 29<sup>TH</sup>  
NOVEMBER, 2025 AT 11 AM (IST) THROUGH VIDEO CONFERENCING/OTHER AUDIO-VISUAL  
MEANS ("VC"/OAVM")**

The Ministry of Corporate Affairs ("MCA") vide its General Circular Nos.14/2020 dated April 08, 2020, CircularNo.17/2020 dated April 13, 2020, Circular No.20/2020 dated May 05, 2020, Circular No.02/2021 dated January 13, 2021, Circular No.19/2021 dated December 08, 2021,Circular No.21/2021 dated December 14, 2021, Circular No.02/2022 dated May 05, 2022 and Circular No.10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 ("MCA Circulars") and Circulars issued by the Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/POD-2/P/CIR/2023/4 dated January 5, 2023 and other subsequent circulars issued in this regard, has permitted the companies to hold the General Meetings through video conferencing ("VC") or other audio-visual means ("OAVM"), without the physical presence of the Members at a common venue.

CHAIRMAN



K. ELANGOVAN  
Company Secretary  
C.P. No: 3552



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Hence, in compliance with the above Circulars, the Annual General Meeting ('AGM') of the Company is being held through VC / OAVM. The deemed venue for the AGM is the Registered Office of the Company at No.4, Karpagambal Nagar, Mylapore, Chennai 600004.

In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and MCA circulars, the appointment of proxy (ies) to attend and cast vote for the Members at this AGM was not necessary. 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.

I, K.Elangovan, Partner, Elangovan&Associates Chennai 600083 Practicing Company Secretaries, holding M.No.F1808 and CP No.3552 was appointed as Scrutinizer by the Board of Directors of **M/s. 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 29<sup>TH</sup> November , 2025 ("AGM") 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 of AGM dated 03<sup>rd</sup> November, 2025.

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 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 Notice.

  
T. Balaji  
CHAIRMAN



  
K. ELANGOVAN  
Company Secretary  
C.P. No: 3552



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**Report on scrutiny:**

1. The Company has entered into an arrangement with Central Depository Services (India) Limited ("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 **22<sup>nd</sup> November, 2025**.
3. As prescribed in the Rules, remote e-voting facility was kept open for three days from **Wednesday , 26<sup>th</sup> November, 2025 (9:00 Hours IST)** till **Friday, 28<sup>th</sup> November, 2025 (17:00 Hours IST)** preceding the date of the AGM.
4. As on the cut-off date i.e. 22<sup>nd</sup> November ,2025 there were 143 Shareholders.
5. At the end of remote e-voting period on 28<sup>th</sup> November , 2025 at 5.00 PM, voting portal of CDSL was blocked forthwith.
6. 16 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 Saturday , 29<sup>th</sup> November , 2025 at 11.20 A.M. (IST) the votes cast through remote e-voting and e-voting at the AGM were unblocked by me at 17.29 P.M in the presence of Mr.M.Chinnarasu and Mr.Sathish Kumar who are not 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.

CHAIRMAN



K. ELANGOVAN  
Company Secretary  
C.P. No: 3552



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9. The total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

**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**

**“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon, be and are hereby received, considered and adopted.”**

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

Number of Members voted	Number of Votes Cast by Members	% of total number of valid votes cast
12	2702645	100%

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

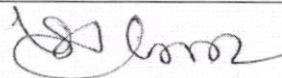
Number of Members voted	Number of Votes Cast by Members	% of total number of valid votes cast
0	0	-

**(iii) Invalid Votes:**

Number of Members voted whose votes were declared invalid	Number of Votes Cast by Members
0	0

  
T. Balaji  
CHAIRMAN



  
K. ELANGOVAN  
Company Secretary  
G.P. No: 3552



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**CONSOLIDATED RESULT ON VOTING ITEM NO: 1**

Percentage of Votes in Favor – 100%

Percentage of Votes against – 0%

**ITEM NO.2: AS AN ORDINARY RESOLUTION:**

“RESOLVED THAT Shri A.S. Thillainayagam (DIN: 00054102), Director, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

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

Number of Members voted	Number of Votes Cast by Members	% of total number of valid votes cast
12	2702645	100%

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

Number of Members voted	Number of Votes Cast by Members	% of total number of valid votes cast
0	0	0

**(iii) Invalid Votes:**

Number of Members voted whose votes were declared invalid	Number of Votes Cast by Members
0	0

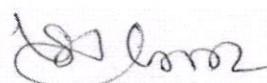
**CONSOLIDATED RESULT ON VOTING ITEM NO: 2.**

Percentage of Votes in Favor – 100%

Percentage of Votes against – 0%

  
T. R. Elango  
CHAIRMAN



  
K. ELANGOVAN  
Company Secretary  
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**ITEM NO.3: AS AN ORDINARY RESOLUTION:**

"RESOLVED THAT Shri V. Sengutuvan (DIN: 00053629), Director, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

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

Number of Members voted	Number of Votes Cast by Members	% of total number of valid votes cast
12	2702645	100%

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

Number of Members voted	Number of Votes Cast by Members	% of total number of valid votes cast
0	0	0

**(iii) Invalid Votes:**

Number of Members voted whose votes were declared invalid	Number of Votes Cast by Members
0	0

**CONSOLIDATED RESULT ON VOTING ITEM NO: 3.**

Percentage of Votes in Favor – 100%

Percentage of Votes against – 0%

**ITEM NO.4: AS AN ORDINARY RESOLUTION:**

"RESOLVED THAT, pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force,

CHAIRMAN



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Company Secretary  
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M/s. Elangovan & Associates Company Secretaries in Practice, Chennai 600083 (Peer Reviewed Unit), be and are hereby appointed as the Secretarial Auditors of the Company, for a term of five (5) consecutive financial years commencing from financial year 2025-26 to financial year 2029-2030, at such remuneration of Rupees 90,000/- (ninety thousand) only plus the Goods and Services tax as applicable and reimbursement of expenses incurred by him in connection with the aforesaid audit be and is hereby approved and confirmed

" RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolution and in connection with any matters incidental thereto."

(i) Voted in favour of the resolution:

Number of Members voted	Number of Votes Cast by Members	% of total number of valid votes cast
12	2702645	100%

(ii) Voted against the resolution:

Number of Members voted	Number of Votes Cast by Members	% of total number of valid votes cast
0	0	0

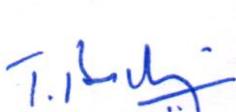
(iii) Invalid Votes:

Number of Members voted whose votes were declared invalid	Number of Votes Cast by Members
0	0

**CONSOLIDATED RESULT ON VOTING ITEM NO: 4.**

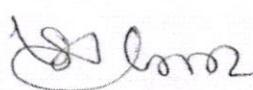
Percentage of Votes in Favor – 100%

Percentage of Votes against – 0%

  
T. I. Balaji

CHAIRMAN



  
K. ELANGOVAN  
Company Secretary  
C.P. No: 3552



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**ITEM NO.5: AS A SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 149 (10) and (11), 150, 152, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 Shri R.Vijayaragavan (DIN: 10386738) be and is hereby re-appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a second term of five consecutive years with effect from 03rd November , 2025 up to 27th October 2030 be and is hereby approved” .

“RESOLVED FURTHER THAT All the Directors of the Company, be and is hereby authorized to do all such acts, deeds and things as necessary or expedient to give effect to this resolution.”

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

Number of Members voted	Number of Votes Cast by Members	% of total number of valid votes cast
12	2702645	100%

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

Number of Members voted	Number of Votes Cast by Members	% of total number of valid votes cast
0	0	0

**(iii) Invalid Votes:**

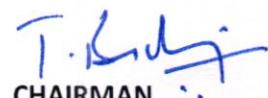
Number of Members voted whose votes were declared invalid	Number of Votes Cast by Members
0	0

**CONSOLIDATED RESULT ON VOTING ITEM NO: 5.**

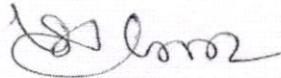
Percentage of Votes in Favor – 100%

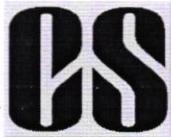
Percentage of Votes against – 0%

ALL THE RESOLUTIONS AS PER AGM NOTICE HAVE BEEN  
PASSED WITH REQUISITE MAJORITY

  
T. Elango  
CHAIRMAN



  
K. ELANGOVAN  
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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.

10 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.

11 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 Chairman for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.



K. ELANGOVAN  
Company Secretary  
C.P. No: 3552

For ELANGOVAN&ASSOCIATES,

**K.ELANGOVAN**  
**PARTNER**  
Practising Company Secretaries  
Membership No: F1808  
CP NO: 3552  
PEER REVIEW NO: 7346/2025  
UDIN: F001808G002137471

Place: Chennai

Date: 01-12-2025