



TCM Limited

(Formerly Travancore Chemical & Mfg. Co. Ltd.)

Regd. Office : House No.28/2917, "Aiswarya",

Ponneth Temple Road, Shanthi Nagar,

Kadavanthra, Cochin - 682 020.

Phone - 0484 - 2316771, 0484 - 2315294

Email : info@tcmlimited.in / Web. www.tcmlimited.in

CIN : L24299KL 1943PLC001192

GSTIN-32AAACT6206A1Z4

TCM No.234/ 2022

30th July 2022

M/s The Bombay Stock Exchange,
Registered Office
25th Floor, P.J. Towers,
Dalal Street,
Mumbai – 400 001

BSE SCRIPT CODE - 524156

Dear Sir/ Madam,


Sub:- Consolidated Scrutinizer's Report on e-voting conducted for the Extra Ordinary General Meeting of the Company held on 29th July 2022

We are enclosing herewith the Consolidated Scrutinizer's Report on e-voting conducted for the Extra Ordinary General Meeting of our Company held on Friday, the 29th July 2022 at 03:00 PM through Video Conference

Please take the same in your records.

Thanking you,

Yours faithfully
For TCM Limited


Gokul V Shenoy
Company Secretary





JKM ASSOCIATES
Company Secretaries

G-25, 1st Cross Road-D
Panampilly Nagar, Ernakulam - 682 036
Phone : 0484 - 4042498, 2322498
Mobile : +91 94460 92641
E-mail : info@jkmassociates.co.in
Website : www.jkmassociates.co.in
GST : 32AAEFJ8215A1ZZ

CONSOLIDATED SCRUTINIZER REPORT

To,

The Chairman

TCM LIMITED

HOUSE NO.28/2917 (GROUND FLOOR)

'AISWARYA' SHANTHI NAGAR, PONNETH TEMPLE ROAD

KADAVANTHRA KOCHI ERNAKULAM - 682020

Sub: - E - Voting Report and Virtual Voting Report -Extra Ordinary General Meeting held on Friday, the 29th day of July, 2022 through Video Conferencing/Other Audio Visual Means (VC).

I, P K Krishnamurthy, Partner, JKM Associates, Company Secretaries G-25, First Cross Road, Panampilly Nagar, Ernakulam- 682036, appointed as scrutinizer for the purpose of electronic voting and for the virtual voting in the Extra Ordinary General Meeting of the members of the Company held on Friday, the 29th day of July, 2022 through Video Conferencing/Other Audio Visual Means (VC) and submitting the Consolidated report of Electronic voting and Virtual Voting as under:-

Resolution No. 1 - Special Resolution

	No of members present and voting (in person or by proxy and e-voting)	No of votes cast by them in favor of the resolutions	No of votes cast by them against the resolution	% of total number of valid vote casted
E -Voting	40	5210398	23242	100%
Virtual Voting	1	10000	0	100%
Total	41	5220398	23242	100%



Resolution No. 2 - Special Resolution

	No of members in present and voting (in person or by proxy and e- voting	No of votes cast by them in favor of the resolutions	No of votes cast by them against the resolution	% of total number of valid vote casted
E -Voting	40	4417781	815859	100%
Virtual Voting	1	10000	0	100%
Total	41	4427781	815859	100%

Resolution No. 3- Special Resolution

	No of members in present and voting (in person or by proxy and e- voting	No of votes cast by them in favor of the resolutions	No of votes cast by them against the resolution	% of total number of valid vote casted
E -Voting	40	4417781	815859	100%
Virtual Voting	1	10000	0	100%
Total	41	4427781	815859	100%



Resolution No. 4- Special Resolution

	No of members in present and voting(in person or by proxy and e- voting	No of votes cast by them in favor of the resolutions	No of votes cast by them against the resolution	% of total number of valid vote casted
E -Voting	40	4417781	815859	100%
Virtual Voting	1	10000	0	100%
Total	41	4427781	815859	100%

Based on the above voting patterns, I hereby report that the resolutions 1 to 4 have been approved by the shareholders.

The separate scrutinizer reports on Electronic Voting and Virtual Voting have been submitted to the Chairman of the Company.

Thanking you,
Yours faithfully,

For JKM ASSOCIATES
Company Secretaries

P.K. KRISHNAMURTHY
Partner

M. No: FCS 3721
C.P. No: 3671



UDIN: F003721D000709426

Place: Cochin

Date: 29.07.2022



JKM ASSOCIATES
Company Secretaries

G-25, 1st Cross Road-D
Panampilly Nagar, Ernakulam - 682 036
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To

The Chairman

TCM LIMITED

HOUSE NO.28/2917 (GROUND FLOOR)

'AISWARYA' SHANTHI NAGAR, PONNETH TEMPLE ROAD

KADAVANTHRA KOCHI ERNAKULAM - 682020

Extra Ordinary General Meeting held on Friday the 29th day of July, 2022 at 03.00 PM through Video Conferencing/Other Audio Visual Means (VC)

Dear Sir,

Sub: Scrutinizer report on Electronic voting

I, P K Krishnamurthy, Partner, JKM Associates, Company Secretaries G-25, First Cross Road, Panampilly Nagar, Ernakulam- 682036, appointed as scrutinizer for the electronic voting of resolutions mentioned in the notice calling the Extra Ordinary General Meeting of the Members of TCM Limited, submit my report as under:

1. Electronic voting remained open for the members from 26.07.2022, 09.00 AM to 29.07.2022, 03.00 PM.
2. I have unblocked the votes on 29th July, 2022 in the presence of two witnesses, who were not the employees of the Company. Name and signatures of the witnesses have been provided at the end of this report and the same is in compliance with the provisions of Rule 20 (3) (xi) of the Companies (Management and Administration) Rules 2014.

An extract of the Electronic voting is given below:-

Detailed report of the voting generated from the website is annexed with this report.



Total Follos Voted: -

Pattern of voting is given below.

Reso lutio n No	Subject matter of Resolution	No of Votes Assenting the resolution	No of Votes Dissenting the resolution	Total
1	<p>ALTERATION IN THE MAIN OBJECT OF THE COMPANY</p> <p>To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:</p> <p>"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013, if any and the rules framed there under and subject to the approval of the Registrar of Companies, Kerala, the consent of the Share- holders be and is hereby accorded to alter the main object clause of the Memorandum of Association for broadening the existing line of business by adding the following clauses in addition to the existing clause: Development of townships, construction of residential/ commercial premises, recreational facilities and allied infrastructures or any other revenue generating projects including by way of partnership or joint venture with third party."</p> <p>"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things that are required to give effect to the change in main object of the Company."</p>	5210398	23242	5233640
2	To consider and if thought fit, to pass with or without modification(s), the following	4417781	815859	5233460



	<p>resolution as a SPECIAL RESOLUTION:</p> <p>"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose), to lease, sell, transfer, convey, assign the Company's immovable property/ies as the case may be, in particular the piece and parcel of land admeasuring approximately 21.66 acres situated in survey no of 316/1, 312/2 & 313/4 Kalamassery municipality Ernakulam district, Kerala for land development purpose in the form of Development of townships, construction of residential/ commercial premises, recreational facilities and allied infrastructures including by way of partnership or joint venture with third party or otherwise dispose off in the best interest of the Company."</p> <p>"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution."</p>			
3	<p>To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:</p> <p>"RESOLVED THAT pursuant to</p>	4417781	815859	5233640



<p>the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose), to lease, sell, transfer, convey, assign or otherwise dispose off the Company's immovable property/ies as the case may be, in particular the piece and parcel of land.</p> <p>(i) admeasuring approximately 12.45 acres situated in various sy. nos. in Gonur West Village of Mettur Taluk in Salem District, (ii) admeasuring approximately 105 acres situated in various survey Nos of 16/2,5,8/4,10/1E,5A,5B,5C,6,11/5,9,11,12,13A,11/13B,13C,13D,13E,14A,14B,14C1,14C2,12/3,4,13/1A,1B,13/2A,2B,14/1,2A,2B,3,4,6,15/2,15/3A1,3A2,3B2,,3B3,15/3B4,3B5,16/1A,1B,2A,2B,3,4A,4B,5A,5B,5C,6A,6B,25/2,25/3A,3B,26/2B,3B,4B,7,8,9,10,11,12,13,27/4B,6B,28/1B,5A,5B,29/2,5A2,5B,6A2,6B,7A2,7B,30/1,2,3,4,31/1,2,3,4,32/1,2,3,4,5,6,33/B1,33/B2,34A/1,34B/1,34B/2,34B/3,34/B4,34B/5,34B/6,34B/7</p> <p>Ulundurpet, Tamil Nadu with clear and marketable title free from all encumbrances and claims (hereinafter referred to as "the said properties") to any person(s) and /or entity(ies) as may be determined by the Board, for such consideration and</p>			
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	<p>on such terms and conditions as the Board may deem fit in the best interest of the Company and application of the proceeds for Business Development and settlement of pending long term liabilities of the Company."</p> <p>"RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, matters deeds and things as may be necessary, without further referring the matter to the members of the Company, including finalizing the suitable lessee(s)/purchaser(s)/ assignee(s), developer as the case may be, of the said properties, the terms and conditions, methods and modes in respect thereof, determining the exact effective date, and finalizing and executing and registering the necessary documents including agreements, sale deed, agreement for sale, development agreement, deeds of conveyance and irrevocable powers of attorney etc. and such other document(s) as may be necessary or expedient in its own discretion and in the best interest of the Company, including the power to delegate, to give effect to this resolution."</p> <p>"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution."</p>			
4	<p>To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:</p> <p>"RESOLVED THAT pursuant to Section 188 (1)(b) of the Companies Act, 2013, and the</p>	4417781	815859	5233640



	<p>Rules made there under, the Board of Directors on behalf of the Company be and is hereby authorized to buy immovable property/ies as the case may be, in particular the piece and parcel of land admeasuring 97.827 cents situated in Re.Survey No of 315/2, 316/2, 316/3 at Kalamassery municipality Ernakulam district, Kerala owned by M/s Aquastream in which, Mr. Joseph Varghese, Managing Director of the Company is a partner, and admeasuring 4.00 cents situated in Re Survey No. 314/1 at Kalamassery municipality Ernakulam district, Kerala owned by Mr. Joseph Varghese Managing Director of the Company for a price of Rs. 6 lakh per cent"</p> <p>RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things which are required to give effect to the aforesaid resolution."</p>			
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Votes Unblocked in the presence of following witnesses:

1. Sasikanth Bhat S
G-25, First Cross Road, Panampilly Nagar, Cochin - 682036
2. Thomas Paul
G-25, First Cross Road, Panampilly Nagar, Cochin - 682036

For JKM ASSOCIATES
Company Secretaries

P. K. KRISHNAMURTHY
Partner M. No: FCS 3721
C.P. No: 3671

UDIN: F003721D000709426

Place: Cochin
Date: 29.07.2022





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Company Secretaries

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FORM No. MGT-13
Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To

The Chairman

TCM LIMITED

HOUSE NO.28/2917 (GROUND FLOOR)

'AISWARYA' SHANTHI NAGAR, PONNETH TEMPLE ROAD

KADAVANTHRA KOCHI ERNAKULAM - 682020

Dear Sir,

I, P K Krishnamurthy, Partner, JKM Associates, Company Secretaries, G-25, First Cross Road, Panampilly Nagar, Ernakulam- 682036 appointed as Scrutinizer for the purpose of the virtual votes taken on the below mentioned resolution(s), at the Extra Ordinary General Meeting of the Members of the Company, held on Friday, the 29th day of July, 2022 at 3.00 PM through Video Conferencing/Other Audio Visual Means ("VC/OAVM") and submit my report as under:

1. Chairman informed that there was an arrangement made for voting for those members who attending the meeting online and those who could not cast their votes through E voting/Remote voting.
2. Subsequently the virtual voting facility has been opened and recorded in CDSL portal which were diligently scrutinized.
3. The result of the Virtual Voting are as under:



(i) Voted in favour of resolutions 1 to 4

Number of persons present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid voted cast
1	10000	10000

(ii) Voted against of resolutions 1 to 4

Number of persons present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid voted cast
0	0	0

(iii) Invalid Votes

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
0	0

Thanking you,
Yours faithfully,

For JKM ASSOCIATES
Company Secretaries

P. K. KRISHNAMURTHY
Partner



M. No: FCS 3721
C.P. No: 3671

UDIN: F003721D000709426

Place: Cochin
Dated: 29.07.2022