

SOLID CONTAINERS LIMITED

2006, Fossberry Road, Next to Reliance Industries, Near ICI Ltd., Reay Road (E), Mumbai - 400033.
Tel. : 2481 9067 Website : www.solidcontainers.net Grams : LAMIBOARD
CIN No.: L28100MH1964PLC013064

21 September 2018

To,
Dept. of Corporate Services (CRD)
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

Scrip Code: 502460

Dear Sir,

Sub: Disclosure of:

- i. **Combined Voting Results of the Business transacted at the National Company Law Tribunal convened Meeting of the equity shareholders of Solid Containers Limited ("Company") held on Friday, 21st September, 2018; and**
- ii. **Voting Result, pursuant to Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017 ("SEBI Circular")**

Ref: Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to the Order dated 3rd August, 2018 passed by the National Company Law Tribunal, Mumbai Bench ("Tribunal"), a meeting of equity shareholders of the Company was held on Friday, 21st September, 2018 at 11:00 A.M. at 2006, Fossberry Road, near ICI Limited, Reay Road, (East) Mumbai 400 033, Maharashtra.

Further, pursuant to the provisions of Section 230 and Section 108 of the Companies Act, 2013 read with Rule 6(3)(xi) of Companies (Comprises, Arrangements and Amalgamations) Rules 2016, and Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014, the Company has provided facility of e-voting to its equity shareholders for approval of the Scheme.

Accordingly, voting by equity shareholders of the Company for approval of the Scheme has been carried out through (i) e-voting and (ii) physical voting at the venue of the meeting, which was held on 21st September, 2018.



MANUFACTURERS OF SOLID FIBREBOARD PACKAGING & SOLID EDGE PROTECTOR

Factory : Valdavli, P. O. Mohone, Kalyan, Dist. Thane. Tel. : 2270310 Gram : SOLICON

Further, in terms of the SEBI Circular, the Scheme is also required to be approved by the Public Shareholders of the Company and accordingly, voting by Public Shareholders of the Company has been carried out through (i) e-voting and (ii) physical voting at the venue of the meeting, which was held on 21st September, 2018.

As per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed, the following disclosures:

In terms of the Companies Act, 2013 and NCLT Order – voting results of the business transacted through (i) e-voting and (ii) physical voting at the venue of the meeting along with the Scrutinizer's Report – **Annexure A**

In terms of the SEBI Circular – voting results of the Public Shareholders, along with the Scrutinizer's Report – **Annexure B**.

The proposed resolution approving the Scheme was passed with requisite majority by Equity Shareholders of the Company (including Public Shareholders), as required by NCLT Order and the SEBI Circular.


The above reports are also being uploaded on the Company's website.

Kindly take the aforesaid on records and acknowledge receipt of the same.

Thanking you,

Yours faithfully,

For Solid Containers Limited


Kundan Tanawade
Company Secretary



COMBINED SCRUTINIZER'S REPORT

ON

The E-voting and Poll conducted at the meeting of Equity Shareholders of Solid Containers

Limited convened by the National Company Law Tribunal, Mumbai Bench on Friday 21st

September, 2018.

COMBINED SCRUTINIZER'S REPORT

To,

Mr. Francis Miranda

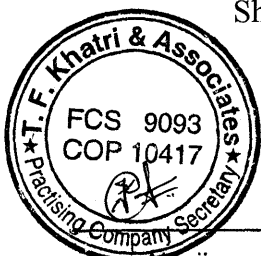
Chairman appointed by the National Company Law Tribunal, Mumbai Bench for the Meeting of the Equity Shareholders of Solid Containers Limited pursuant to Company Scheme Application No. 748 of 2018

Dear Sir,

I, Tehseen Fatima Khatri, Practicing Company Secretary (Membership No. FCS 9093) of M/s. T. F. Khatri & Associates, Company Secretaries, Mumbai have been appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT"), by its Order dated 3rd August, 2018, as "the Scrutinizer" for the purpose of conducting the voting done through e-voting and the voting conducted through poll at the venue of the meeting of the Equity Shareholders (including Public Shareholders) of Solid Containers Limited held at 2006, Fossberry Road, Near ICI Limited, Reay Road (E), Mumbai – 400 033 on Friday, 21st September, 2018 at 11:00 a.m., pursuant to provisions of the Companies Act, 2013 read with applicable rules made thereunder and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulation, 2015, on the resolution seeking approval of the Equity Shareholders to the Scheme of Amalgamation of Ayepee Lamitubes Limited ('ALL' or 'the Transferor Company') with Solid Containers Limited ('SCL' or 'the Transferee Company') and their respective shareholders ('the Scheme'), in terms of the Notice dated 10th August, 2018, convening the said meeting.

I do hereby submit my report as under:

1. The Company has appointed Central Depository Services (India) Limited ("CDSL") as the Agency for providing the e-voting platform to the equity shareholders of the Company.
2. The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules thereunder, and SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015 relating to voting done through e-voting and voting conducted through poll at the venue of the meeting on the resolution contained in the Notice of the Meeting.
3. The **Cut-off date** was **Friday, 10th August, 2018** for the purpose of deciding the Equity Shareholders entitled to vote through e-voting and voting conducted through poll at the



venue of the meeting by the equity shareholders on the resolution seeking their approval.

4. The voting through e-voting had commenced at **9:00 a.m.** on **Tuesday, 21st August, 2018** and has closed at **5:00 p.m.** on **Thursday, 20th September, 2018.**
5. My responsibility as a Scrutinizer for the voting process (through e-voting and voting conducted through poll at the venue of the meeting) is restricted to scrutinize the e-voting process and voting conducted through poll at the venue of the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in **Favour or Against** the resolution stated in the Notice, based on the reports generated from the e-voting system provided by CDSL and voting conducted through poll at the venue of the meeting.
6. The Company has, on the basis of the Register of Members and the list of beneficiary owners made available by the Depositories, completed the dispatch of the Notice of the Meeting along with the relevant annexures referred thereto, to the Equity Shareholders of the Company (holding the equity shares as of the cut-off date, i.e. 03rd August, 2018) by Monday, 13th August, 2018 and also published an advertisement in this regard, in English language in Free Press Journal and translation thereof in Marathi language in Navshakti on Wednesday, 15th August, 2018.
7. The e-voting module was disabled and blocked by CDSL for voting on **20th September, 2018 at 5:00 p.m.**
8. On Friday, 21st September, 2018, at the venue of the NCLT convened Meeting, at the end of discussion, the Chairman of the Meeting directed for conducting the voting through poll for the Equity Shareholders who were present at the meeting but did not cast their vote earlier through the e-voting module of CDSL.
9. On completion of the voting at the NCLT convened Meeting, CDSL provided to me the list of shareholders who were present at the meeting either in person or through proxies and who had cast their votes, their holding details and the details of the votes cast on the Resolution.
10. I first counted the votes cast at the venue of the meeting. The votes cast through poll were reconciled with the records maintained by the Company through their Registrar and Share Transfer Agents M/s. Bigshare Services Private Limited and the authorisations/proxies lodged with the Company.
11. I then unblocked the votes cast through the e-voting module of CDSL in the presence of two witnesses, viz., Ms. Nikita More and Mr. Hammad Ansari who are not in employment of the Company.
12. There are no such vote through e-voting and voting done through poll, which were incomplete and/or which were otherwise found to be defective have been treated as invalid.
13. The consolidated result of the voting seeking approval of the equity shareholders of the



Company to the Scheme is as under:

Resolution

Approval of the Scheme of Amalgamation of Ayepee Lamitubes Limited (“ALL” or “Transferor Company”) with Solid Containers Limited (“SCL” or “Transferee Company”) and their respective shareholders.

Consolidated Report on result through E-voting and the Voting conducted through poll at the venue of the meeting of Equity Shareholders.

a) Votes in favour of the Resolution:

Manner of Voting	Number of members voted (in person or by proxy)	No. of votes cast by members	% of total number of votes cast
E-voting	4	1,27,700	6.26
Poll	10	19,12,576	93.74
Total	14	20,40,276	100.00

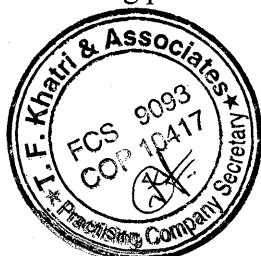
b) Votes against the Resolution:

Manner of Voting	Number of members voted (in person or by proxy)	No. of votes cast by members	% of total number of votes cast
E-voting	0	0	0
Poll	0	0	0
Total	0	0	0

c) Invalid Votes:

Manner of Voting	Number of members voted (in person or by proxy)	No. of votes cast by members	% of total number of votes cast
E-voting	0	0	0
Poll	0	0	0
Total	0	0	0

14. The combined list of Equity Shareholders who voted “FOR/AGAINST/INVALID” for the above resolution through voting conducted through poll at the venue of the meeting and e-voting process is handed over to the Company Secretary.



15. All other relevant records of the voting conducted through poll at the venue of the meeting and e-voting are handed over to the Company Secretary of the Company for safe keeping.

For T.F. Khatri & Associates



Tehseen Famita Khatri

(Proprietor)

Membership No. FCS 9093,
Certificate of Practice No.10417
Practicing Company Secretary



Place: Mumbai

Dated: 21st September, 2018

SCRUTINIZER'S REPORT

ON

The E-voting and voting conducted through poll by Public Shareholders of Solid Containers Limited convened by the National Company Law Tribunal, Mumbai Bench on Friday 21st September, 2018.

SCRUTINIZER'S REPORT

To,

Mr. Francis Miranda

CFO of Solid Containers Limited
2006, Fossberry Road, Near ICI Limited,
Reay Road (E), Mumbai – 400 033

Dear Sir,

I, Tehseen Fatima Khatri, Practicing Company Secretary (Membership No. FCS 9093) of M/s. T. F. Khatri & Associates, Company Secretaries, Mumbai have been appointed by the Board of Directors of Solid Containers Limited (the Company), as "the Scrutinizer" for the purpose of conducting the voting done through e-voting and voting conducted through poll by the Public Shareholders of the Company, on the resolution seeking approval of Public Shareholders of the Company, pursuant to Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017 issued by the Securities and Exchange Board of India ("SEBI Circular"), to the Scheme of Amalgamation of Ayepee Lamitubes Limited ('ALL' or 'the Transferor Company') with Solid Containers Limited ('SCL' or 'the Transferee Company') and their respective shareholders ('the Scheme') in terms of the Notice dated 10th August, 2018.

I do hereby submit my report as under:

1. The Company had appointed Central Depository Services (India) Limited ("CDSL") as the Agency for providing the e-voting platform to the equity shareholders of the Company.
2. The Management of the Company is responsible for ensuring compliance with the requirements of the SEBI Circular dated 10th March 2017, relating to voting done through e-voting and voting conducted through poll.
3. The **Cut-off date** was **Friday, 10th August 2018**, for the purpose of deciding the Public Shareholders entitled to vote through e-voting on the resolution seeking their approval.
4. The voting through e-voting had commenced at **9:00 a.m. on Tuesday, 21st August, 2018** and has closed at **5:00 p.m. on Thursday, 20th September, 2018**.
5. My responsibility as a Scrutinizer for the voting process through e-voting and voting conducted through poll is restricted to scrutinize the e-voting and voting conducted through

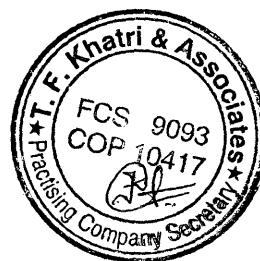


poll process in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in Favour or Against the resolution stated in the Notice, based on the reports generated from the e-voting system provided by CDSL.

6. The Company has, on the basis of the Register of Members and the list of beneficiary owners made available by the Depositories, completed the dispatch of the Notice of the Meeting along with the relevant annexures referred thereto, to the Public Shareholders of the Company (holding the equity shares as of the cut-off date, i.e. 03rd August 2018) Monday, 13th August, 2018 and has also published an advertisement in this regard, in English language in Free Press Journal and translation thereof in Marathi language in Navshakti, on Wednesday, 15th August, 2018.
7. The e-voting module was disabled and blocked by CDSL for voting on **20th September, 2018 at 5:00 p.m.**
8. On Friday, 21st September, 2018, at the venue of the NCLT convened Meeting, at the end of discussion, the Chairman of the Meeting directed for conducting the voting through poll for the Public Equity Shareholders who were present at the meeting but who did not cast their vote earlier through the e-voting module of CDSL.
9. The voting done through e-voting and voting conducted through poll were reconciled with the records maintained by the Company through their Registrar and Share Transfer Agents M/s. Bigshare Services Private Limited and CDSL and the authorizations lodged with the Company.
10. There are no such vote through e-voting and voting done through poll, which were incomplete and/or which were otherwise found to be defective have been treated as invalid.
11. The result of the voting seeking approval of the Public Shareholders of the Company to the Scheme is as under:

Resolution

Approval of the Scheme of Amalgamation of Ayepee Lamitubes Limited (“ALL” or “Transferor Company”) with Solid Containers Limited (“SCL” or “Transferee Company”) and their respective shareholders.



Report on result of voting through E-voting and voting conducted through poll by Public Shareholders

a) Votes in Favour of the Resolution

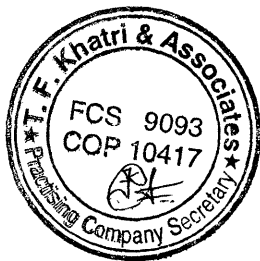
Manner of voting	Number of members voted	No. of votes cast by members	% of total number of votes cast
E-voting	4	1,27,700	24.98
Poll	6	3,83,610	75.02
Total	10	5,11,310	100

b) Votes Against the Resolution

Manner of voting	Number of members voted	No. of votes cast by members	% of total number of votes cast
E-voting	0	0	0
Poll	0	0	0
Total	0	0	0

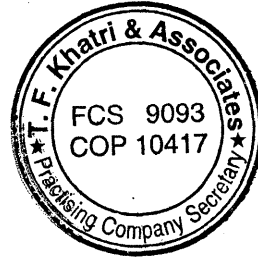
c) Invalid votes

Manner of voting	Number of members voted	No. of votes cast by members	% of total number of votes cast
E-voting	0	0	0
Poll	0	0	0
Total	0	0	0



12. The combined list of Public Shareholders who voted "FOR/AGAINST/INVALID" for above resolution through e-voting and voting conducted through poll process and other relevant records, electronic data files related to e-voting and voting conducted through poll are handed over to the Company Secretary of the Company.

For T.F. Khatri & Associates



Tehseen Famita Khatri

(Proprietor)

Membership No. FCS 9093,
Certificate of Practice No.10417
Practicing Company Secretary

Place: Mumbai

Dated: 21stSeptember, 2018