



**MANOJ SHAW & CO.**  
COMPANY SECRETARIES

"PODDAR COURT" 18, Rabindra Sarani  
Gate no. 1, 3rd Floor, Room No. 331,  
Kolkata - 700001

☎ :033-46031517  
E-mail : shawmanoj2003@gmail.com  
shawmanoj2003@yahoo.co.in

### **CONSOLIDATED SCRUTINIZER'S REPORT**

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and subsequent amendments thereon]

**The Chairman**  
**Tide Water Oil Co. (India) Ltd**  
**8, Dr. Rajendra Prasad Sarani,**  
**Kolkata 700001**

**Consolidated Scrutinizer's Report on Remote E-Voting in terms of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (and subsequent amendments thereon) and Voting through Electronic Voting System on the date of AGM at the Ninety Ninth Annual General Meeting (AGM) of Tide Water Oil Co. (India) Ltd, held on 24<sup>th</sup> August, 2022 at 10:15 A.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")**

Dear Sir,

I, Manoj Prasad Shaw, Company Secretary in Practice, having membership no. FCS: 5517, CP: 4194, Proprietor of Manoj Shaw & Co. was appointed by the Board of Directors of **Tide Water Oil Co. (India) Ltd** ("the Company") as the Scrutinizer for the purpose of scrutinizing the Remote E-voting and E-Voting on the date of AGM, made available to those shareholders who attended the AGM and did not cast their votes through Remote E-voting process, in a fair and transparent manner and ascertaining the requisite majority carried out, as per the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and subsequent amendments thereon and Regulation 44(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendments thereon, at the 99<sup>th</sup> Annual General Meeting (AGM) of the Company, in respect of the resolutions contained in the Notice convening the said AGM for approval of the members therein.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules made thereon and SEBI (Listing Obligation and Disclosure Requirement)



Regulations, 2015, and subsequent amendments thereon, relating to voting through electronic means on the resolutions contained in the Notice of the said AGM.

My responsibility as a scrutinizer for the E-Voting on the date of AGM and Remote E-voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and to make a Scrutinizer's Report for the votes cast "In Favour" or "Against" the resolutions as stated in the Notice of the said AGM, based on the report generated from the e-voting system provided by NSDL, the authorized Agency to provide e-voting facility, engaged by the Company.

In this regard, I submit my report as hereunder:-

1. The Company had provided facility of casting vote to the members of the Company through electronic means.
2. The Remote e-voting period remained open from Sunday, 21st August, 2022 (10:00 A.M. IST) and ended on Tuesday, 23rd August, 2022 (5:00 P.M. IST) both days inclusive.
3. The members of the Company holding shares as on Cut-off date i.e. 17th August, 2022 were entitled to vote on the Resolutions as set out in the Notice.
4. The Company had followed the process as required under Rule 20 of the Companies (Management and Administration) Rules, 2014 and subsequent amendments thereon, in respect of providing voting through electronic means.
5. Fifteen minutes after the conclusion of the time allowed for voting at the Ninety Ninth AGM through VC / OAVM, I unblocked the votes cast through E-Voting on the date of AGM and remote e-voting, in the presence of two witnesses who were not in employment of the Company, and e-voting result/ list of equity shareholders who have voted "IN FAVOUR" and "AGAINST" were downloaded from the e-voting website of National Securities Depository Limited (NSDL) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
6. The particulars of all the votes cast through e- voting process have been recorded in a register separately maintained for the purpose.
7. The Consolidated results of voting i.e. remote e-voting and voting through electronic means on the date of AGM by NSDL is as hereunder:-





## **ORDINARY BUSINESS:**

### **Item No. 1- Ordinary Resolution:**

Consideration and adoption of the Statement of Profit and Loss Account for the year ended 31st March, 2022, the Balance Sheet as at that date and the Reports of the Board of Directors and the Auditors thereon:

	Remote e-voting		E-voting on the date of AGM		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted	Number of shares for which votes cast	Total number of members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	358	10811012	3	161	361	10811173	99.9966
Voted against the resolution	5	370	0	0	5	370	0.0034
Invalid votes	0	0	0	0	0	0	0
<b>Total</b>	<b>363</b>	<b>10811382</b>	<b>3</b>	<b>161</b>	<b>366</b>	<b>10811543</b>	<b>100</b>

### **Item No. 2- Ordinary Resolution:**

Approval to confirmation of First and Second Interim Dividends and declaration of Final Dividend for the financial year ended 31st March, 2022:

	Remote e-voting		E-voting on the date of AGM		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted	Number of shares for which votes cast	Total number of members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	359	10814757	3	161	362	10814918	99.9989
Voted against the resolution	4	120	0	0	4	120	0.0011
Invalid votes	0	0	0	0	0	0	0
<b>Total</b>	<b>363</b>	<b>108184877</b>	<b>3</b>	<b>161</b>	<b>366</b>	<b>10815038</b>	<b>100</b>



**Item No. 3- Ordinary Resolution:**

Approval to re-appointment of Shri D. S. Chandavarkar, Director (DIN: 00176277) retiring by rotation:

	Remote e-voting		E-voting on the date of AGM		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted	Number of shares for which votes cast	Total number of members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	332	10736386	3	161	335	10736547	99.2742
Voted against the resolution	31	78491	0	0	31	78491	0.7258
Invalid votes	0	0	0	0	0	0	0
<b>Total</b>	<b>363</b>	<b>10814877</b>	<b>3</b>	<b>161</b>	<b>366</b>	<b>10815038</b>	<b>100</b>

**Item No. 4- Ordinary Resolution:**

Approval to re-appointment of M/s Price Waterhouse Chartered Accountants LLP, Chartered Accountants as Statutory Auditors of the Company:

	Remote e-voting		E-voting on the date of AGM		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted	Number of shares for which votes cast	Total number of members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	348	10812369	3	161	351	10812530	99.9912
Voted against the resolution	14	948	0	0	14	948	0.0088
Invalid votes	0	0	0	0	0	0	0
<b>Total</b>	<b>362</b>	<b>10813317</b>	<b>3</b>	<b>161</b>	<b>365</b>	<b>10813478</b>	<b>100</b>



**SPECIAL BUSINESS:****Item No. 5- Ordinary Resolution:**

Approval to appointment of Shri Vijay Mittal (DIN: 09548096) as Director:

	Remote e-voting		E-voting on the date of AGM		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted	Number of shares for which votes cast	Total number of members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	339	10736677	3	161	342	10736838	99.2814
Voted against the resolution	22	77718	0	0	22	77718	0.7186
Invalid votes	0	0	0	0	0	0	0
<b>Total</b>	<b>361</b>	<b>10814395</b>	<b>3</b>	<b>161</b>	<b>364</b>	<b>10814556</b>	<b>100</b>

**Item No. 6- Special Resolution:**

Approval to re-appointment of Shri S. Das (DIN: 00199255) as Independent Director:

	Remote e-voting		E-voting on the date of AGM		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted	Number of shares for which votes cast	Total number of members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	332	10735598	3	161	335	10735759	99.2714
Voted against the resolution	29	78797	0	0	29	78797	0.7286
Invalid votes	0	0	0	0	0	0	0
<b>Total</b>	<b>361</b>	<b>10814395</b>	<b>3</b>	<b>161</b>	<b>364</b>	<b>10814556</b>	<b>100</b>





**Item No. 7- Ordinary Resolution:**

Approval to related party transactions with Standard Greases & Specialities Private Limited:

	Remote e-voting		E-voting on the date of AGM		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted	Number of shares for which votes cast	Total number of members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	352	833896	3	161	355	834057	99.9154
Voted against the resolution	9	706	0	0	9	706	0.0846
Invalid votes	0	0	0	0	0	0	0
<b>Total</b>	<b>361</b>	<b>834602</b>	<b>3</b>	<b>161</b>	<b>364</b>	<b>834763</b>	<b>100</b>

*\* Votes cast by the related parties of the Company have not been considered for the purpose of calculating voting results.*

**Item No. 8- Ordinary Resolution:**

Approval to related party transactions with JX Nippon TWO Lubricants India Private Limited:

	Remote e-voting		E-voting on the date of AGM		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted	Number of shares for which votes cast	Total number of members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	348	834000	3	161	351	834161	99.9287
Voted against the resolution	11	595	0	0	11	595	0.0713
Invalid votes	0	0	0	0	0	0	0
<b>Total</b>	<b>359</b>	<b>834595</b>	<b>3</b>	<b>161</b>	<b>362</b>	<b>834756</b>	<b>100</b>

*\* Votes cast by the related parties of the Company have not been considered for the purpose of calculating voting results.*



**Item No. 9- Ordinary Resolution:**

Ratification of remuneration payable to M/s DGM and Associates, Cost Accountants, Cost Auditor for undertaking cost audit for the year ended 31st March, 2023:

	Remote e-voting		E-voting on the date of AGM		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted	Number of shares for which votes cast	Total number of members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	346	10813871	3	161	349	10814032	99.9953
Voted against the resolution	15	511	0	0	15	511	0.0047
Invalid votes	0	0	0	0	0	0	0
<b>Total</b>	<b>361</b>	<b>10814382</b>	<b>3</b>	<b>161</b>	<b>364</b>	<b>10814543</b>	<b>100</b>

**Item No. 10- Ordinary Resolution:**

Approval for varying the remuneration payable to Shri R. N. Ghosal, Managing Director (DIN: 00308865):

	Remote e-voting		E-voting on the date of AGM		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted	Number of shares for which votes cast	Total number of members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	337	10813597	3	161	340	10813758	99.9883
Voted against the resolution	25	1265	0	0	25	1265	0.0117
Invalid votes	0	0	0	0	0	0	0
<b>Total</b>	<b>362</b>	<b>10814862</b>	<b>3</b>	<b>161</b>	<b>365</b>	<b>10815023</b>	<b>100</b>



All the relevant records have been handed over to the Company Secretary of the Company as authorized by the Board of Directors in this behalf for safe keeping.

Yours faithfully

Date: 24.08.2022  
Place: Kolkata



For Manoj Shaw & Co.

*Manoj Prasad Shaw*

(Manoj Prasad Shaw)  
(Scrutinizer)

FCS-5517; CP-4194  
UDIN: F005517D000839350

WITNESS 1: *Arif Karmakar*  
(ARIT KARMAKAR)

WITNESS 2: *Abhishek Pal*  
(ABHISHEK PAL)

Counter-signed by  
FOR TIDE WATER OIL CO. (INDIA) LTD

*Manoj Prasad Shaw*  
(Chairman)