



**MANOJ SHAW & CO.**  
COMPANY SECRETARIES

"COMMERCE HOUSE"  
2A, GANESH CHANDRA AVENUE  
8TH FLOOR, R.NO.8C, KOLKATA-700013  
☎: 033-2213-2007, Cell: 9830271137  
E-mail : shawmanoj2003@yahoo.co.in  
shawmanoj2003@gmail.com

### **SCRUTINIZER REPORT**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Amendment Rules, 2015 and Section 109 of the Companies Act, 2013 and Rule 21 of the Companies (Management and Administration) Rules, 2014]

**The Chairman**

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

**95<sup>th</sup> Annual General Meeting of the Members of Tide Water Oil Co. (India) Ltd. ("the Company") held on Tuesday, 14<sup>th</sup> August, 2018 at 10.00 a.m. at Williamson Magor Hall of The Bengal Chamber of Commerce & Industry, Royal Exchange, 6, Netaji Subhas Road, Kolkata- 700001.**

Dear Sir,

I, Manoj Prasad Shaw, Proprietor of Manoj Shaw & Co. appointed by the Board of Directors of the Company to act as the Scrutinizer in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 read with Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of scrutinizing the process of remote e-voting and physical votes through ballot paper, pursuant to the provisions of Section 109 of the Companies Act, 2013 and Rule 21 of the Companies (Management and Administration) Rules, 2014, at the 95<sup>th</sup> Annual General Meeting (AGM) of the Company in respect of the Resolutions for approval at the said AGM.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relating to voting through electronic means (i.e. by remote e-voting) and voting by Ballot at the AGM for the resolutions contained in the Notice to the AGM of the Company. My responsibility as a scrutinizer for the voting process of voting through electronic means (i.e. by remote e-voting) is restricted to make a consolidated scrutinizer's report of the votes cast "In Favour" or "Against" the resolutions, based on the reports generated from the e-voting system provided by NSDL, the Agency authorized under the Rules and from Ballot Papers received at the venue of the AGM of the Company.

I submit my report as under:-



The Remote e-voting period remained open from Saturday 11<sup>th</sup> August, 2018 (10:00 a.m. IST) and ended on Monday 13<sup>th</sup> August, 2018, (5:00 p.m. IST).

The members of the Company as on the "cut off" date i.e., Friday, 10<sup>th</sup> August, 2018 were entitled to vote on the resolutions as set out in the notice of the AGM of the Company.

The votes cast on remote e- voting were unblocked at 11:34 a.m. on 14<sup>th</sup> August 2018, 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. website [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

After the time fixed for closing of the physical voting at the AGM by the Chairman, one ballot box kept for physical voting was locked in my presence with due identification marks placed by me.

The locked ballot box was subsequently opened in my presence and two witnesses not in employment of the Company and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.

None of the ballot papers were found as invalid.

The combined results of voting i.e. remote e-voting through e-voting services by NSDL and physical voting at the AGM is hereunder:-

**ORDINARY BUSINESS:**

**Item No.1- Ordinary Resolution**

Consideration and adoption of Statement of Profit & Loss Account for the year ended 31<sup>st</sup> March, 2018, the Balance Sheet as at that date and the Reports of the Board of Directors and the Auditors thereon:

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted (in person or by proxy)	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	49	2388070	5	1716	54	2389786	100
Voted against the resolution	0	0	0	0	0	0	0
Invalid votes	0	0	0	0	0	0	0
Total	49	2388070	5	1716	54	2389786	100





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

Confirmation of payment of Interim Dividend and to declare Final Dividend for the financial year ended 31<sup>st</sup> March, 2018:

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted (in person or by proxy)	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	49	2388070	5	1716	54	2389786	100
Voted against the resolution	0	0	0	0	0	0	0
Invalid votes	0	0	0	0	0	0	0
Total	49	2388070	5	1716	54	2389786	100

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

Re-appointment of Shri Vinod S. Vyas, Director (DIN: 00176206), retiring by rotation:

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted (in person or by proxy)	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	46	2388057	5	1716	51	2389773	99.99983262
Voted against the resolution	1	4	0	0	1	4	0.00016738
Invalid votes	0	0	0	0	0	0	0
Total	47	2388061	5	1716	52	2389777	100



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

Appointment of Messrs. Price Waterhouse Chartered Accountants LLP (Firm Registration No. 012754N/N500016) as Statutory Auditors and fixation of their remuneration:

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted (in person or by proxy)	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	46	2387881	5	1716	51	2389597	99.99230055
Voted against the resolution	2	184	0	0	2	184	0.00769945
Invalid votes	0	0	0	0	0	0	0
Total	48	2388065	5	1716	53	2389781	100

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

Appointment of Shri Debasis Jana (DIN: 07046349) as Director:

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted (in person or by proxy)	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	43	2240725	5	1716	48	2242441	99.99126029
Voted against the resolution	3	196	0	0	3	196	0.008739711
Invalid votes	0	0	0	0	0	0	0
Total	46	2240921	5	1716	51	2242637	100



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

Appointment of Shri P.Y. Gurav (DIN: 02004317), as an Independent Director:

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted (in person or by proxy)	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	43	2240830	5	1716	48	2242546	99.99594228
Voted against the resolution	3	91	0	0	3	91	0.004057723
Invalid votes	0	0	0	0	0	0	0
Total	46	2240921	5	1716	51	2242637	100

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

Appointment of Shri P.S. Bhattacharyya (DIN: 00329479), as an Independent Director:

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted (in person or by proxy)	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	45	2387982	5	1716	50	2389698	99.99669425
Voted against the resolution	2	79	0	0	2	79	0.003305748
Invalid votes	0	0	0	0	0	0	0
Total	47	2388061	5	1716	52	2389777	100





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

Approval for entering into related party transactions with Standard Greases & Specialities Private Limited, during the financial year ending on 31.03.2019;

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted (in person or by proxy)	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	40	391918	5	1716	45	393634	99.96876246
Voted against the resolution	5	123	0	0	5	123	0.03123754
Invalid votes	0	0	0	0	0	0	0
Total	45	392041	5	1716	50	393757	100

*\* 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:**

Approval for entering into related party transactions with JX Nippon TWO Lubricants India Private Limited, during the financial year ending on 31.03.2019;

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted (in person or by proxy)	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	43	392029	5	1716	48	393745	99.99695244
Voted against the resolution	2	12	0	0	2	12	0.003047565
Invalid votes	0	0	0	0	0	0	0
Total	45	392041	5	1716	50	393757	100

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



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

Ratification of remuneration of Messrs. DGM & Associates, Cost Accountants (Firm Registration No. 000038), Cost Auditors for conducting audit of the cost records of the Company for the financial year ending on 31st March, 2019:

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted (in person or by proxy)	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	46	2388059	5	1716	51	2389775	99.99983262
Voted against the resolution	1	4	0	0	1	4	0.000167379
Invalid votes	0	0	0	0	0	0	0
Total	47	2388063	5	1716	52	2389779	100

**Item No.11- Ordinary Resolution:**

Approval for varying the remuneration payable to Shri R.N. Ghosal, Managing Director with effect from 1st January, 2017 till his remaining term i.e. upto 28th February, 2019:

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted (in person or by proxy)	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	42	2388008	5	1716	47	2389724	99.99778222
Voted against the resolution	5	53	0	0	5	53	0.00221778
Invalid votes	0	0	0	0	0	0	0
Total	47	2388061	5	1716	52	2389777	100



The Electronic data and the ballot papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Yours faithfully

Date: 16.08.2018

Place: Kolkata



For Manoj Shaw & Co.

*Manoj Prasad Shaw*

(Manoj Prasad Shaw)

(Scrutinizer)

FCS-5517

CP-4194

WITNESS 1: *Arit Karmakar*

(ARIT KARMAKAR)

WITNESS 2: *Abhishek Pal*

(ABHISHEK PAL)

Counter-signed by  
FOR TIDE WATER OIL CO. (INDIA) LTD  
*[Signature]*  
(Chairman)