



**MANOJ SHAW & CO.**  
COMPANY SECRETARIES

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### 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

**96<sup>th</sup> Annual General Meeting of the Members of Tide Water Oil Co. (India) Ltd. ("the Company") held on Friday, 30<sup>th</sup> August, 2019 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 96<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 Tuesday 27<sup>th</sup> August, 2019 (10:00 a.m. IST) and ended on Thursday 29<sup>th</sup> August, 2019, (5:00 p.m. IST).

The members of the Company as on the “cut off” date i.e., Friday, 23<sup>rd</sup> August, 2019 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 11:52 a.m. on 30<sup>th</sup> August 2019, 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.

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, 2019, 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	65	2390869	7	18	72	2390887	100
Voted against the resolution	0	0	0	0	0	0	0
Invalid votes	0	0	0	0	0	0	0
Total	65	2390869	7	18	72	2390887	100



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

Confirmation of payment of first and second interim dividends and to declare final dividend for the financial year ended 31<sup>st</sup> 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	66	2391581	7	18	73	2391599	100
Voted against the resolution	0	0	0	0	0	0	0
Invalid votes	0	0	0	0	0	0	0
Total	66	2391581	7	18	73	2391599	100

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

Re-appointment of Shri Subir Das, Director (DIN: 00199255), 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	62	2391561	7	18	69	2391579	99.99916374
Voted against the resolution	4	20	0	0	4	20	0.00083626
Invalid votes	0	0	0	0	0	0	0
Total	66	2391581	7	18	73	2391599	100



**SPECIAL BUSINESS:**

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

Appointment of Shri Pravin Agrawal (DIN: 05277383), Additional Director, as a Director of the Company:

	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	VOTES CAST ON THIS ITEM HAVE NOT BEEN CONSIDERED FOR THE PURPOSE OF CALCULATING VOTING RESULTS, PURSUANT TO WITHDRAWAL OF THIS ITEM BY THE COMPANY VIDE ADDENDUM TO THE NOTICE DATED 30.05.2019 CONVENING THE 96TH ANNUAL GENERAL MEETING (AGM) OF THE COMPANY WHICH WAS ISSUED ON 13.08.2019						
Voted against the resolution							
Invalid votes							
Total							

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

Approval for entering into related party transactions with Standard Greases & Specialities Private Limited, during the financial year ending on 31.03.2020, up to an amount of Rs. 256 crores :

	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	56	395352	7	18	63	395370	99.97698888
Voted against the resolution	4	91	0	0	4	91	0.02301112
Invalid votes	0	0	0	0	0	0	0
Total	60	395443	7	18	67	395461	100

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



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

Approval for entering into related party transactions with JX Nippon TWO Lubricants India Private Limited, during the financial year ending on 31.03.2020, up to an amount of Rs. 272 crores:

	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	58	395438	7	18	65	395456	99.9959542
Voted against the resolution	3	16	0	0	3	16	0.0040458
Invalid votes	0	0	0	0	0	0	0
Total	61	395454	7	18	68	395472	100

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

**Item No.7- 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, 2020:

	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	61	2391540	7	18	68	2391558	99.99916373
Voted against the resolution	4	20	0	0	4	20	0.00083627
Invalid votes	0	0	0	0	0	0	0
Total	65	2391560	7	18	72	2391578	100



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

Approval for extending the term of appointment of Shri R.N. Ghosal (DIN: 00308865), Managing Director of the Company, till the close of business on 28th February, 2021:

	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	61	2391486	7	18	68	2391504	99.99602776
Voted against the resolution	5	95	0	0	5	95	0.00397224
Invalid votes	0	0	0	0	0	0	0
Total	66	2391581	7	18	73	2391599	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.

Date: 30.08.2019

Place: Kolkata



Yours faithfully  
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)