



**MANOJ SHAW & CO.**  
COMPANY SECRETARIES

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### **SCRUTINIZER'S REPORT- COMBINED**

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and subsequent amendments thereon]

To,

**The Chairman**

**TIDE WATER OIL CO INDIA LTD  
8 DR RAJENDRA PRASAD SARANI,  
KOLKATA- 700001**

**Combined Report of Scrutinizer on Voting by Postal Ballot including Remote E-Voting in terms of Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (and subsequent amendments thereon)**

I, Manoj Prasad Shaw, Company Secretary in Practice having membership no. FCS: 5517, CP: 4194, Proprietor of Manoj Shaw & Co. have been appointed by the Board of Directors of **TIDE WATER OIL CO (INDIA) LTD** ("the Company") as the Scrutinizer for the purpose of scrutinizing the Postal Ballot & Remote E-voting process in a fair and transparent manner and ascertaining the requisite majority on Postal Ballot and Remote E-Voting carried out as per the provision of section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and subsequent amendments thereon, on the resolution set out in the Notice of the Postal Ballot dated 14th November, 2019.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereon and SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, and subsequent amendments thereon, relating to voting through electronic means and Postal Ballot on the resolution contained in the Notice of Postal Ballot.

My responsibility as a scrutinizer for the Postal Ballot voting process 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 Postal Ballot, based on the Postal Ballots received from shareholders and report generated from the e-voting system provided by NSDL, the authorized Agency to provide e-voting facility, engaged by the Company.

The members of the Company holding shares as on Cut-off date i.e. 22nd November, 2019 are entitled to vote on the Resolutions proposed as set out in the Notice.



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

1. The Company had provided facility of casting vote to the members of the Company through postal ballot voting process and also through electronic means.
2. The Company had followed the process as required under Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules 2014 (and subsequent amendments thereon), in respect of providing voting through postal ballot and electronic means.
3. The Company dispatched postal ballot forms along with postage prepaid business reply envelope to its members whose name(s) appeared on the Register of Members/depositories as on Friday, 22nd November, 2019 and whose email ids were not registered for remote e- voting.
4. All Postal Ballot forms received up to the close of working hours on 6<sup>th</sup> January, 2020 (5:00 p.m. IST) being the last date and time fixed by the Company for receipt of the Postal Ballot forms, were considered for scrutiny for the purpose of this report.
5. The Postal Ballot forms were kept under my safe custody in sealed and tampered proof ballot boxes before commencing the scrutiny of such Postal Ballot forms.
6. The Remote e-voting period remained open from Sunday 8th December 2019 (10:00 a.m. IST) and ended on Monday 6th January, 2020, (5:00 p.m. IST).
7. At the end of the e- voting period, I blocked the electronic votes in the presence of two witnesses not in the employment of the company.
8. The details containing list of the shareholders who voted for or against the resolutions that were put to vote were downloaded from the e-voting website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)).
9. The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched/ confirmed with the Register of Members of the Company/ list of beneficiaries as on, 22<sup>nd</sup> November, 2019, being the cut- off date for dispatch of postal ballot notice.
10. The particulars of all the votes casted by postal ballots as well as through e- voting process have been recorded in a register separately maintained for the purpose.
11. The ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
12. The combined results of voting i.e. remote e-voting through e-voting services by NSDL and votes casted through postal ballot process is as hereunder:-





**Resolution No.1****Special Resolution for approval of amendment to Tide Water Oil Company (India) Limited Employee Benefit Scheme:**

	Remote e-voting		Voting through postal Ballot		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 valid votes cast	Percentage of votes to total number of valid votes cast
Total Votes in the resolution	101	2307452	69	2137	170	2309589	
Invalid votes	0	0	5	33	5	33	
Total Valid Votes	101	2307452	64	2104	165	2309556	100.00
Valid Votes in Favour of the resolution	90	2307183	60	2054	150	2309237	99.99
Valid Voted against the resolution	11	269	4	50	15	319	0.01

**Resolution No.2****Special Resolution for approval of variation of terms of Tide Water Oil Company (India) Limited Employee Benefit Trust:**

	Remote e-voting		Voting through postal Ballot		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 valid votes cast	Percentage of votes to total number of valid votes cast
Total Votes in the resolution	101	2307452	69	2137	170	2309589	
Invalid votes	0	0	5	33	5	33	
Total Valid Votes	101	2307452	64	2104	165	2309556	100.00
Valid Votes in Favour of the resolution	90	2307183	60	2054	150	2309237	99.99
Valid Voted against the resolution	11	269	4	50	15	319	0.01



**You may accordingly declare the results of the voting.**

All the relevant records were 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: 06.01.2020

Place: Kolkata



*Manoj Prasad Shaw*

**For Manoj Shaw & Co.**

**(Manoj Prasad Shaw)**

(Scrutinizer)

(FCS-5517; CP-4194)

UDIN:F005517B000014229

WITNESS 1:

*Nikita Chokhani*

(NIKITA CHOKHANI)

WITNESS 2:

*Arjit Karmakar*

(ARIT KARMAKAR)

Counter-signed by  
**FOR TIDE WATER OIL CO INDIA LTD**



*[Signature]*  
(CHAIRMAN)