



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

97th Annual General Meeting of the Members of Tide Water Oil Co. (India) Ltd. ("the Company") held on Friday, 28th August, 2020 at 10.15 a.m. at the Registered Office of the Company at Yule House, 8, Dr. Rajendra Prasad Sarani, 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 97th 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 25th August, 2020 (10:00 a.m. IST) and ended on Thursday 27th August, 2020, (5:00 p.m. IST).

The members of the Company as on the "cut off" date i.e., Friday, 21st August, 2020 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 11:22 a.m. on 28th August 2020, 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 31st March, 2020, 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	86	2298014	3	3	89	2298017	99.574
Voted against the resolution	6	9839	0	0	6	9839	0.426
Invalid votes	0	0	0	0	0	0	0
Total	92	2307853	3	3	95	2307856	100



Item No.2- Ordinary Resolution:

Approval to confirmation of First Interim Dividend and Second Interim Dividend and declaration of Final Dividend for the financial year ended 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	89	2308432	3	3	92	2308435	99.994
Voted against the resolution	4	133	0	0	4	133	0.006
Invalid votes	0	0	0	0	0	0	0
Total	93	2308565	3	3	96	2308568	100

Item No.3- Ordinary Resolution:

Approval to re-appointment of Shri D. S. Chandavarkar, Director (DIN: 00176277) 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	79	2297709	3	3	82	2297712	99.530
Voted against the resolution	14	10856	0	0	14	10856	0.470
Invalid votes	0	0	0	0	0	0	0
Total	93	2308565	3	3	96	2308568	100



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

Approval to appointment of Shri Amit Varadan (DIN: 08401348) 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	88	2308517	3	3	91	2308520	99.998
Voted against the resolution	5	48	0	0	5	48	0.002
Invalid votes			0	0	0	0	0
Total	93	2308565	3	3	96	2308568	100

Item No.5- Ordinary Resolution:

Approval to appointment of Shri Subir Das (DIN: 00199255) as 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	82	2150811	3	3	85	2150814	99.509
Voted against the resolution	10	10614	0	0	10	10614	0.491
Invalid votes	0	0	0	0	0	0	0
Total	92	2161425	3	3	95	2161428	100



Item No.6- Ordinary Resolution:

Approval to related party transactions with Standard Greases and Specialities Private Limited for the year 2020-21.:

	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	84	312462	3	3	87	312465	99.990
Voted against the resolution	5	32	0	0	5	32	0.010
Invalid votes			0	0	0	0	0
Total	89	312494	3	3	92	312497	100

Item No.7- Ordinary Resolution:

Approval to related party transactions with JX Nippon TWO Lubricants India Private Limited for the year 2020-21:

	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	84	312417	3	3	87	312420	99.971
Voted against the resolution	6	92	0	0	6	92	0.029
Invalid votes			0	0	0	0	0
Total	90	312509	3	3	93	312512	100



Item No.8- Ordinary Resolution:

Ratification of remuneration payable to Cost Auditor for undertaking cost audit for the year 2020-21:

	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	90	2308542	3	3	93	2308545	99.999
Voted against the resolution	3	23	0	0	3	23	0.001
Invalid votes	0	0	0	0	0	0	0
Total	93	2308565	3	3	96	2308568	100

Item No.9- Ordinary Resolution:

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

	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	79	2308387	3	3	82	2308390	99.993
Voted against the resolution	13	154	0	0	13	154	0.007
Invalid votes	0	0	0	0	0	0	0
Total	92	2308541	3	3	95	2308544	100



Item No.10- Special Resolution:

Approval for alteration of the Objects Clause of the Memorandum of Association 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	85	2308431	3	3	88	2308434	99.994
Voted against the resolution	7	132	0	0	7	132	0.006
Invalid votes	0	0	0	0	0	0	0
Total	92	2308563	3	3	95	2308566	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: 28.08.2020

Place: Kolkata

For Manoj Shaw & Co.

 (Manoj Prasad Shaw)
 (Scrutinizer)
 FCS-5517; CP-4194
 UDIN: F005517B000626489

WITNESS 1: Arit Karmakar

(ARIT KARMAKAR)

WITNESS 2: Abhishek Pal

(ABHISHEK PAL)

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



(Chairman)