



SCRUTINIZER'S REPORT

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014]

To

The Chairman of

125TH Annual General Meeting of the Equity Shareholders of

M/s Tongani Tea Company Limited

Held on 7th September, 2018 at 15B, Hemanta Basu Sarani, 3rd Floor, Kolkata-700 001

SUBJECT: Passing of Resolution through electronic and Poll conducted at the 125th Annual General Meeting of M/s Tongani Tea Company Limited held on 7th September, 2018

Dear Sir

I, **Ajay Kumar Agarwal**, Practising Company Secretary, holding Membership Number FCS 7604 and Certificate of Practice Number 13493, Proprietor of M/s AGARWAL A & ASSOCIATES, Company Secretaries at 9 Mangoe Lane, 2nd Floor, Room No.-12, Kolkata- 700 001 have been appointed by the **Board of Directors of M/s Tongani Tea Company Limited** as a Scrutinizer for the purpose of scrutinizing the voting by electronics means ("remote e-voting") and through Physical Ballot voting carried by the Company pursuant to Section 108 of the Companies Act, 2013 read with the Rule 20(4)(ix) of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions contained in the notice of the 125th Annual General Meeting ("AGM") of the members of the Company, held on Friday on September 7, 2018 at 10:30 AM, at 15B, Hemanta Basu Sarani, 3 rd Floor, Kolkata-700 001

The Notice dated 8th August, 2018 along with the explanatory statement convening the 125th Annual General Meeting of the Company setting out the material facts under section 102 of the Companies Act, 2013 were sent to the Shareholders in respect of the resolutions to be passed at the said AGM of the Company.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronics means and ballot forms on the resolutions contained in the Notice of the Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process and ballot forms is restricted to make Scrutinizer's Report of the votes cast "in favour" or "against" the resolution and "invalid" and "abstained" ballots and votes, based on the reports generated from the E-voting system provided by the Central Depository Services (India) Limited (CDSL), the authorized agency to provide E-voting facilities, engaged by the Company to provide remote e-voting facilities and ballot forms received.

Further to the above, I submit my report as under:



9 mangoe lane, 2nd floor, room no.-12, kolkata-700 001, west bengal, india

E-mail: ajay_agarwal45@yahoo.com; cs.aaa.2014@gmail.com

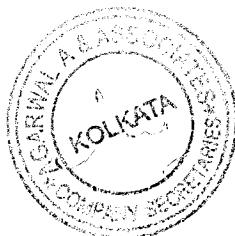
Phone: +91 33 4062 5062 (o) ; +91 9833362775 (m)

- I. The remote e-voting period remained open from Tuesday, 4th September, 2018 (09:00 AM) to Thursday, 6th September, 2018 (05:00 PM).
- II. The members of the Company as on the "cut off" date i.e. 31st August, 2018 were entitled to e-vote on the resolutions (item no. 1 to 4 as set out in the notice of the AGM of the Company).
- III. The Ballot Forms facility was also provided at the AGM on Friday 7th September, 2018 for those members who attending the meeting not voted through remote e-voting facility.
- IV. On completion of voting at the meeting M/s Niche Technologies Pvt. Ltd.. (RTA) provided us with the list of shareholders who had cast their votes, with their holding details of vote cast on the Resolutions.
- V. The votes were reconciled with the records maintained by the Company and RTA with respect to the Authorizations / Proxies lodged with the Company. If any;
- VI. The votes cast were unblocked on 7th September, 2018 at around 11.07 am in the presence of two witnesses, Ms. Sridhi Deorah and Mr. Lokesh Anchalia who are not in employment of the Company.
- VII. Thereafter, considering remote e-voting and votes casted through physical Ballot forms, the combined results of the voting is annexed. The details containing *inter alia*, list of Equity Share Holders, who voted "for", "against" each of the resolutions that were put to vote, and whose votes became invalid or who abstained from voting, were generated from the e-voting website of Central Depository Services (India) Limited (CDSL) i.e. <https://www.evotingindia.com/> and is based on such reports generated.
- VIII. Nine Members have cast their votes through remote e-voting and all such votes are valid, Five members and/or their proxies have cast their votes through poll at the AGM venue and all such votes are valid.
- IX. OUTCOME: All the resolutions stand passed with unanimous majority under combined results of both e-voting and ballot process.
- X. The relevant records relating to e-voting , physical ballot etc. at the AGM is handed over to the Company Secretary / Director authorized by the Board for safe keeping

Thanking you,

Place: Kolkata

Date: 7th September 2018

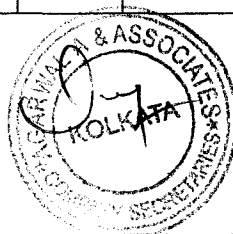


For AGARWAL A & ASSOCIATES
Company Secretaries

Aj A
CS Ajay Kumar Agarwal
Proprietor

M No.: F7604; C.P No.:13493

M/s Tongani Tea Company Limited (CIN: L01132WB1893PLC000742)												
Date of AGM: 7 th September, 2018												
SUMMARY OF COMBINED SCRUTINIZER'S REPORT IN RESPECT OF E-VOTING ALONGWITH THE BALLOT FORM FOR PASSING ORDINARY RESOLUTIONS												
Res olution No.	Subject Matter of the Resolution	Mode	Total No. of Memb ers Voted	Total No. of Shares Voting	Assent/ in Favour of			Dissent/ Against			Invalid	
					No. of Membe rs voted	No. of Votes	% of votes in favo ur of votes	No. of Mem bers vote d	No. of Vot es	% of votes against of votes	No. of Mem bers vote d	No. of Votes
1	ORDINARY RESOLUTION: To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31 st March 2018 along with Report of the Board of Directors and Auditors thereon.	Electronic	9	1,60,821	9	1,60,821	100	--	--	--	--	--
		Physical	5	441	5	441	100	--	--	--	--	--
		Total	14	1,61,262	14	1,61,262	100	--	--	--	--	--
2	ORDINARY RESOLUTION2. To declare dividend on Equity Shares of the Company	Electronic	9	1,60,821	9	1,60,821	100	--	--	--	--	--
		Physical	5	441	5	441	100	--	--	--	--	--
		Total	14	1,61,262	14	1,61,262	100	--	--	--	--	--
3	ORDINARY RESOLUTION: To Appoint Mr. Manoj Kumar Daga, (DIN 00123386) , who retires by rotation and is eligible, offers himself for re-appointment.	Electronic	9	1,60,821	9	1,60,821	100	--	--	--	--	--
		Physical	5	441	5	441	100	--	--	--	--	--
		Total	14	1,61,262	14	1,61,262	100	--	--	--	--	--
4	ORDINARY RESOLUTION: To Appoint Mrs. Sumana Raychaudhuri, (DIN 07308451) , who was appointed as Director in order to Fill Casual Vacancy, be and is hereby appointed as Director of the Company	Electronic	9	1,60,821	9	1,60,821	100	--	--	--	--	--
		Physical	5	441	5	441	100	--	--	--	--	--
		Total	14	1,61,262	14	1,61,262	100	--	--	--	--	--




Continuation sheet...

Agarwal A & Associates

Place: Kolkata
Date: 7th September, 2018

For **AGARWAL A & ASSOCIATES**
Company Secretaries




CS Ajay Kumar Agarwal
Proprietor
M No.: F7604; C.P No.:13493

TONGANI TEA COMPANY LIMITED
CIN:L01132WB1893PLC000742

Date of the AGM	7th September, 2018
Total number of shareholders on record date	109
No. of shareholders present in the meeting either in person or through proxy or through Video Conferencing	
Promoters and Promoter Group :	7
Public :	9
No. of shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group :	N.A.
Public :	N.A.

Agenda-wise disclosure (to be disclosed separately for each agenda item)

Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	No. of shares held (1)	No. of votes polled (2) ^a	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	
ORDINARY - To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March 2018 together with the Report of the Board of Directors and Auditors thereon.	No		135900	100.00	135900	0	100.00	0.00	
Promoter and Promoter Group		E-Voting	0	0.00	0	0	0.00	0.00	
		Poll	135900						
		Postal Ballot (if applicable)	-	-	-	-	-	-	-
Public- Institutions		E-Voting	0	0.00	0	0	0.00	0.00	
		Poll	0	0.00	0	0	0.00	0.00	
		Postal Ballot (if applicable)	-	-	-	-	-	-	-
Public- Non Institutions		E-Voting	24921	49.97	24921	0	100.00	0.00	
		Poll	441	0.88	441	0	0	100.00	0.00
		Postal Ballot (if applicable)	-	-	-	-	-	-	-
Total		185775	161262	86.81	161262	0	100.00	0.00	

Per TONGANI TEA CO. LTD.

M. S. D.

ORDINARY - To declare dividend on Equity share of the Company									
Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	No	No. of shares held (1)	No. of votes polled (2) ^a	% of Votes Polled on outstanding shares (3) = [(2)/(1)] * 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)] * 100	% of Votes against on votes polled (7) = [(5)/(2)] * 100
Category	Mode of Voting	E-Voting	135900	135900	100.00	135900	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	135900	-	-	-	-	-	-
Promoter and Promoter Group	Mode of Voting	E-Voting	0	0	0.00	0	0	0.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	0	-	-	-	-	-	-
Public- Institutions	Mode of Voting	E-Voting		24921	49.97	24921	0	100.00	0.00
		Poll		441	0.88	441	0	100.00	0.00
		Postal Ballot (if applicable)	49875	-	-	-	-	-	-
Public- Non Institutions	Mode of Voting	Total	185775	161262	88.81	161262	0	100.00	0.00

For TONGANI TEA CO. LTD.

[Signature]
Director

Resolution required: (Ordinary/ Special)		ORDINARY -To appoint Mr. Manoj Kumar Daga (DIN-00123386), who retires by rotation and being eligible, offers himself for re-appointment.									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2) ^a	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100			
Promoter and Promoter Group	E-Voting	135900	135900	100.00	135900	0	100.00	0.00			
	Poll		0	0.00	0	0	0.00	0.00			
	Postal Ballot (if applicable)										
Public- Institutions	E-Voting	0	0	0.00							
	Poll		0	0.00	0	0	0.00	0.00			
	Postal Ballot (if applicable)										
Public- Non Institutions	E-Voting		24921	49.97							
	Poll	49875	441	0.88	441	0	100.00	0.00			
	Postal Ballot (if applicable)										
Total		185775	161262	86.81	161262	0	100.00	0.00			

For TONGANI TEA CO. LTD.

M. V. D.
Director

ORDINARY - To regularize Mrs. Sumana Raychaudhuri (DIN:07308451) as Director of the Company.										
Resolution required: (Ordinary/ Special)	No									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2) ^a	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes -- in favour (4)	No. of Votes -- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100		
Promoter and Promoter Group	E-Voting		135900	100.00	135900	0	100.00	0.00		
	Poll	135900	0	0.00	0	0	0.00	0.00		
	Postal Ballot (if applicable)		-	-	-	-	-	-		
Public- Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00		
	Poll		0	0.00	0	0	0.00	0.00		
	Postal Ballot (if applicable)		-	-	-	-	-	-		
Public- Non Institutions	E-Voting		24921	49.97	24921	0	100.00	0.00		
	Poll	49875	441	0.88	441	0	100.00	0.00		
	Postal Ballot (if applicable)		-	-	-	-	-	-		
Total		185775	161262	86.81	161262	0	100.00	0.00		

^a Valid votes polled have been considered

For TONGANI TEA CO. LTD.

[Signature]
Director