



*Agarwal A & Associates*  
Company Secretaries

### SCRUTINIZER'S REPORT

[ Pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 - as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To

The Chairman of 128<sup>TH</sup> Annual General Meeting of the Equity Shareholders of M/s Tongani Tea Company Limited held on 23<sup>rd</sup> August, 2021 at 10:30 a.m. IST through Video Conferencing (VC) or Other Audio Visual Means (OAVM), at 15B, Hemanta Basu Sarani, 3<sup>RD</sup> floor, Kolkata-700001

**SUBJECT: Passing of Resolution through electronic means conducted at the 128<sup>th</sup> Annual General Meeting of M/s Tongani Tea Company Limited held on 23<sup>rd</sup> August, 2021**

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 Plot No. IID/31/1, Street No. 1111, PS Qube, Unit Number 1015A, 10th Floor, Beside City Centre 2, Kolkata- 700161 have been appointed by the Board of Directors of M/s Tongani Tea Company Limited as a Scrutinizer for the purpose of scrutinizing the process of voting through electronic means ("e-voting") on the resolutions contained in the notice dated 27<sup>th</sup> July, 2021 issued in accordance General Circular No. 14/2020, 17/2020 and 20/2020 dated 8 April, 2020, 13 April 2020 and 5 May 2020 respectively, read with General Circular No. 02/2021 dated January 13, 2021 issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), Government of India, calling 128th Annual General Meeting ("AGM") of the members of the Company through VC/OAVM, held on Monday on August, 23, 2021 at 10:30 AM, at Hemanta Basu Sarani, 3rd floor, Kolkata-700001. The Securities and Exchange Board of India ("SEBI") vide its circular dated January 15, 2021 read with May 12, 2020 ("SEBI Circulars") has granted relaxation in respect of sending physical copies of Annual Report to the shareholders and requirement of proxy for general meetings held through electronic mode.

The Notice dated 27<sup>th</sup> July, 2021 convening the 128<sup>th</sup> 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 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 is restricted to make Scrutinizer's Report of the votes cast "in favour" or "against" the resolution and "invalid" and "abstained" 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.

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

- I. The remote e-voting period remained open from Friday, 20<sup>th</sup> August, 2021 (09:00 AM) to Sunday, 22<sup>nd</sup> August, 2021(05:00 PM).
- II. The members of the Company as on the "cut off" date i.e. 16<sup>th</sup> August, 2021 were entitled to e-vote on the resolutions (item no. 1, 2 & 3 as set out in the notice of the AGM of the Company).
- III. The Ballot Forms facility was not provided at the AGM on Wednesday 23<sup>rd</sup> August, 2021 to the members because the AGM of the company was conducted through VC/OAVM.
- IV. On completion of voting at the meeting CDSL provided us with the list of shareholders who attended the meeting, with their holding details of vote cast on the Resolutions.
- V. The votes cast were unblocked on 23<sup>rd</sup> August, 2021 at around 11:02 AM in the presence of two witnesses, Ms. Komal Singhi and Ms. Shreya Kedia who are not in employment of the Company.
- VI. Thereafter, considering the votes casted thorough remote e-voting, the 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. <http://www.evotingindia.com> and is based on such reports generated.

- VII. Sixteen Members have cast their votes through remote e-voting and all such votes are valid.
- VIII. OUTCOME: All the resolutions stand passed unanimously under e-voting.
- IX. The relevant records relating to e-voting etc. at the AGM is handed over to the Company Secretary / Director authorized by the Board for safe keeping.
- X. Restriction on Use- This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company (iii) CDSL. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking you,

Place: Kolkata  
Date: 23<sup>rd</sup> August, 2021

For **AGARWAL A & ASSOCIATES**  
Company Secretaries

AGARWAL Digitally signed by  
AJAY AGARWAL AJAY  
KUMAR  
Date: 2021.08.23  
14:42:25 +05'30'

**CS Ajay Kumar Agarwal**  
Proprietor

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

ICSI UDIN: F007604C000816742

| M/s Tongani Tea Company Limited<br>(CIN: L01132WB1893PLC000742)                                  |   |            |   |                                  |                                |                 |                                   |                                       |                        |                          |                                       |                 |
|--|---|------------|---|----------------------------------|--------------------------------|-----------------|-----------------------------------|---------------------------------------|------------------------|--------------------------|---------------------------------------|-----------------|
| Date of AGM: 23 <sup>rd</sup> August, 2021   |   |            |   |                                  |                                |                 |                                   |                                       |                        |                          |                                       |                 |
| SUMMARY OF COMBINED SCRUTINIZER'S REPORT IN RESPECT OF E-VOTING FOR PASSING ORDINARY RESOLUTIONS |   |            |   |                                  |                                |                 |                                   |                                       |                        |                          |                                       |                 |
| Res<br>olut<br>ion<br>No.  | Subject Matter of the<br>Resolution   | Mode       | Total<br>No. of<br>Memb<br>ers<br>Voted | Total No.<br>of Shares<br>Voting | Assent/ in Favour of           |                 |                                   | Dissent/ Against                      |                        |                          | Invalid                               |                 |
|  |   |            |   |                                  | No. of<br>Membe<br>rs<br>voted | No. of<br>Votes | % of<br>votes<br>in<br>favo<br>ur | No.<br>of<br>Mem<br>bers<br>vote<br>d | No.<br>of<br>Vot<br>es | % of<br>votes<br>against | No.<br>of<br>Mem<br>bers<br>vote<br>d | No. of<br>Votes |
| <b>ORDINARY BUSINESS</b>   |   |            |   |                                  |                                |                 |                                   |                                       |                        |                          |                                       |                 |
| 1  | <b>ORDINARY<br/>RESOLUTION:</b> To<br>receive, consider<br>and adopt the<br>Audited Financial<br>Statements of the<br>Company for the<br>year ended 31 <sup>st</sup><br>March 2021<br>together with<br>Report of the Board<br>of Directors and<br>Auditors thereon. | Electronic | 16                                      | 167425                           | 16                             | 167425          | 100                               | --                                    | --                     | --                       | --                                    | --              |
|  |   | Physical   | --                                      | --                               | --                             | --              | --                                | --                                    | --                     | --                       | --                                    | --              |
|  |   | Total      | 16                                      | 167425                           | 16                             | 167425          | 100                               | --                                    | --                     | --                       | --                                    | --              |
| 2  | <b>ORDINARY<br/>RESOLUTION:</b> To<br>declare dividend on<br>Equity shares of the<br>Company.   | Electronic | 16                                      | 167425                           | 16                             | 167425          | 100                               | --                                    | --                     | --                       | --                                    | --              |
|  |   | Physical   | --                                      | --                               | --                             | --              | --                                | --                                    | --                     | --                       | --                                    | --              |
|  |   | Total      | 16                                      | 167425                           | 16                             | 167425          | 100                               | --                                    | --                     | --                       | --                                    | --              |
| 3  | <b>ORDINARY<br/>RESOLUTION:</b> To<br>appoint Mrs.<br>Sumana<br>Raychaudhuri (DIN:<br>07308451), who<br>retire by rotation<br>and being eligible<br>offer herself for re-<br>appointment as a<br>Director.  | Electronic | 16                                      | 167425                           | 16                             | 167425          | 100                               | --                                    | --                     | --                       | --                                    | --              |
|  |   | Physical   | --                                      | --                               | --                             | --              | --                                | --                                    | --                     | --                       | --                                    | --              |
|  |   | Total      | 16                                      | 167425                           | 16                             | 167425          | 100                               | --                                    | --                     | --                       | --                                    | --              |

Continuation sheet...

Agarwal A & Associates

Place: Kolkata  
Date: 23<sup>rd</sup> August, 2021

For **AGARWAL A & ASSOCIATES**  
Company Secretaries

AGARWAL Digitally signed by  
AJAY AGARWAL AJAY  
KUMAR  
KUMAR Date: 2021.08.23  
14:43:02 +05'30'

**CS Ajay Kumar Agarwal**  
Proprietor

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

**ICSI UDIN: F007604C000816742**

**Annexure - A**

|   |        |                 |                  |
|---|--------|-----------------|------------------|
| Total No. of Shareholders   | 102    |                 |                  |
| Total No. of Shares   | 185775 |                 |                  |
| Receipt of Ballot Forms (Physical & Electronic)   |        |                 |                  |
|   |        | Number of Votes | Number of Shares |
| Total Votes cast through e-voting   | A      | 16              | 167425           |
| Total Votes cast through Physical Ballot Forms  | B      | --              | --               |
| Grand Total of e-voting/ Physical Ballot Form(A+B)  | C      | 16              | 167425           |
| Less: Invalid e- voting/ Ballot Forms<br>*(On account of signature mismatch,<br>for/against option not indicated) | D      | --              | --               |
| Net e-voting/ Ballot Forms C-D  | E      | 16              | 167425           |

**Note:**

- (1) Votes cast in favour or against has been considered on the basis of number of shares held as on the "cut off" date i.e., 16<sup>th</sup> August, 2021.