

# TONGANI TEA COMPANY LIMITED

CIN : L01132WB1893PLC000742

10<sup>th</sup> August, 2024

The Secretary  
The Calcutta Stock Exchange Ltd.  
7, Lyons Range,  
KOLKATA – 700 001.

**Sub: Voting Results of 131<sup>st</sup> Annual General Meeting(AGM) and Consolidated Scrutinizer's Report**

Respected Sir/Madam,

We are submitting herewith details regarding Voting Results alongwith Consolidated Scrutinizer Report to comply with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, of 131<sup>st</sup> Annual General Meeting of the Company held on Friday, the 9<sup>th</sup> August, 2024 at 3:00 P.M. (IST) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) in compliance with the provisions of the Companies Act, 2013 (‘the Act’), SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015.

Kindly take the same on record.

Thanking you,

Yours faithfully,  
For TONGANI TEA COMPANY LIMITED

MANOJ KUMAR DAGA  
Director  
DIN:00123386

Encl: As above.

TONGANI TEA COMPANY LIMITED  
CIN:L01132WB1893PLC000742

Date of the AGM	9th August, 2024
Total number of shareholders on record date	101
No. of shareholders present in the meeting either in person or through proxy or through Video Conferencing	
Promoters and Promoter Group :	N.A.
Public :	N.A.
No. of shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group :	7
Public :	3

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

Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March 2024 together with the Report of the Board of Directors and Auditors thereon.							
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) <sup>a</sup>	% 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	139200	139200	100.00	139200	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	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	46575	28310	60.78	28310	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total		185775	167510	90.17	167510	0	100.00	0.00

For TONGANI TEA CO. LTD.

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 as a Director.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2) <sup>#</sup>	% 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	139200	94737	68.06	94737	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	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	46575	28310	60.78	28310	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total		185775	123047	66.23	123047	0	100.00	0.00

For TONGANI TEA CO. LTD.

*M. L. D.*  
Director

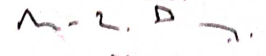
SPECIAL - To appoint Mr. Ranjan Kumar Jhalaria (holding DIN: 05353976), as an Independent Director of the Company, not liable to retire by rotation, for a 1<sup>st</sup> term of five consecutive years commencing from the conclusion of this Annual General Meeting till the Annual General Meeting for the Financial Year ended 31<sup>st</sup> March, 2029.

Resolution required: (Ordinary/ Special)  
Whether promoter/ promoter group are interested in the agenda/resolution?

No

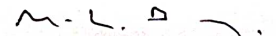
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2) <sup>#</sup>	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	139200	139200	100.00	139200	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	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	46575	28310	60.78	28310	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total		185775	167510	90.17	167510	0	100.00	0.00

For TONGANI TEA CO. LTD.

  
Director

Resolution required: (Ordinary/ Special)		SPECIAL - To appoint Mrs. Swati Agarwal (holding DIN: 06804522), as an Independent Director of the Company, not liable to retire by rotation, for a 1 <sup>st</sup> term of five consecutive years commencing from the conclusion of this Annual General Meeting till the Annual General Meeting for the Financial Year ended 31 <sup>st</sup> March, 2029.						
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)*	% 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	139200	139200	100.00	139200	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	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	46575	28310	60.78	28310	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total		185775	167510	90.17	167510	0	100.00	0.00

For TONGANI TEA CO. LTD.



Director

Resolution required: (Ordinary/ Special)	ORDINARY - To ratify and approve Related Party Transactions undertaken during the ordinary course of business of the Company for the Financial Year 2023-24.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)*	% 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	139200	0	0.00	0	0	#DIV/0!	#DIV/0!
	Poll		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	46575	28110	60.35	28110	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total		185775	28110	15.13	28110	0	100.00	0.00

For TONGANI TEA CO. LTD.

  
Director

Resolution required: (Ordinary/ Special)	ORDINARY - Prior Approval for Related Party Transactions repetitive in nature and in the ordinary course of business of the Company for the Financial Year 2024-25.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)*	% 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	139200	0	0.00	0	0	#DIV/0!	#DIV/0!
	Poll		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	46575	28110	60.35	28110	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total		185775	28110	15.13	28110	0	100.00	0.00

\* Valid votes polled have been considered

For TONGANI TEA CO. LTD.

*M. L. D.*  
Director



**SCRUTINIZER'S REPORT**

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

**The Chairman of 131st Annual General Meeting of the Equity Shareholders of M/s Tongani Tea Company Limited held on 9<sup>th</sup> August, 2024 at 03:00 p.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 of 131<sup>st</sup> Annual General Meeting of M/s Tongani Tea Company Limited held on 9<sup>th</sup> August, 2024**

Dear Sir

I, Ajay Kumar Agarwal, Practicing 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 24<sup>th</sup> May, 2024 issued in accordance with General Circular No.20/2020 and 10/2022 dated May 5, 2020 and 28<sup>th</sup> December, 2022 respectively, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), Government of India, calling 131<sup>st</sup> Annual General Meeting ("AGM") of the members of the Company through VC/OAVM, held on Friday on August 9, 2024 at 03:00 PM, at 15B Hemanta Basu Sarani, 3rd floor, Kolkata-700001. The Securities and Exchange Board of India ("SEBI") vide its No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023 ("SEBI Circular") has provided certain relaxations from compliance with certain provisions of the SEBI (Listing obligations and Disclosure Requirements Regulations, 2015 ("Listing Regulations"). In compliance with these Circulars, provisions of the companies Act, 2013 ("Act") and SEBI (Listing obligations and Disclosure

**PLOT NO. IID/31/1, STREET NO. 1111, PS QUBE, UNIT NUMBER 1015A, 10th  
FLOOR, BESIDE CITY CENTRE 2, KOLKATA- 700161**  
Mobile : +91 98833-62775; E-mail: cs.aaa.2014@gmail.com



Requirements) Regulations, 2015. The 131<sup>st</sup> AGM of the Company is being conducted through VC/OAVM, which does not require physical presence of members at a common venue.

The Company hosted the notice of AGM on its website and also intimated the same to the Calcutta Stock Exchange Limited on 15th July, 2024.

The Company has informed that on the basis of the Register of Members and the list of Beneficial Owners made available by Niche Technologies Private Ltd, Registrar and Share Transfer Agents (“RTA”) of the Company and the depositories viz., National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) respectively, the Company completed dispatch of the Notice dated 24<sup>th</sup> May, 2024 convening the 131<sup>st</sup> Annual General Meeting of the Company along with the Annual Report for the financial year 2023-24 on 9<sup>th</sup> August, 2024 by e-mail to 37 Members who had registered their email ids with the Company/ Depositories.

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 Tuesday 6th August, 2024 at 9 A.M. and ended on Thursday, the 8th August, 2024 at 5 P.M.
- II. The members of the Company as on the “cut off” date i.e. 2<sup>nd</sup> August, 2024 were entitled to e-vote on the resolutions (item no. 1 to 6) as set out in the notice of the AGM of the Company).
- III. The Ballot Forms facility was not provided at the AGM on 09<sup>th</sup> August, 2024 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. After the closure of e-voting at the AGM, the report on remote voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked on 09th August, 2024 at around 4:57 p.m. in the presence of two witnesses, Mr. Sandeep Choubey and Ms. Sanjita Gupta who are not in employment of the Company.
- VI. Thereafter, considering remote e-voting and 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, 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. OUTCOME: All the resolutions stand passed majority under e-voting.
- VIII. The relevant records relating to e-voting, poll, etc. at the AGM is handed over to the Company Secretary / Director authorized by the Board for safe keeping.
- IX. 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: 09th August, 2024

For **AGARWAL A & ASSOCIATES**  
Company Secretaries

AJAY KUMAR  
AGARWAL

Digitally signed by AJAY KUMAR AGARWAL  
DN: cn=AJAY KUMAR AGARWAL,  
o=AGARWAL A & ASSOCIATES,  
ou=AGARWAL A & ASSOCIATES,  
c=IN

**CS Ajay Kumar Agarwal**  
Proprietor  
C.P No.: **13493**  
M. No.: **F7604**  
Peer Review No.  
**1592/2021**

**ICSI UDIN: F007604F000942582**

**Resolution 1: Ordinary Resolution**

**To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31 March, 2024 together with the Report of Board of Directors and Auditors thereon.**

**1. Voted in favor of the resolution:**

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
16	167510	100

**2. Voted against the resolution:**

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
NA	NA	NA

**3. Invalid/Not Considered votes:**

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NA	NA

**Resolution 2: Ordinary Resolution**

**To appoint Mr. Manoj Kumar Daga (DIN: 00123386), who retires by rotation and being eligible, offers himself for re-appointment as a Director.**

**1. Voted in favor of the resolution:**

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
14	123047	100

**2. Voted against the resolution:**

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
NA	NA	NA

**3. Invalid/Not Considered votes:**

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NA	NA

**Resolution 3: Special Resolution****Appointment of Mr. Ranjan Kumar Jhalaria (holding DIN: 05353976), as an Independent Director.****1. Voted in favor of the resolution:**

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
16	167510	100

**2. Voted against the resolution:**

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
NA	NA	NA

**3. Invalid/Not Considered votes:**

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NA	NA

**Resolution 4: Special Resolution****Appointment of Mrs. Swati Agarwal (holding DIN: 06804522), as an Independent Director****1. Voted in favor of the resolution:**

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
16	167510	100

**2. Voted against the resolution:**

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
NA	NA	NA

**3. Invalid/Not Considered votes:**

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NA	NA

**Resolution 5: Ordinary Resolution**

**To ratify and approve related party transactions undertaken during the ordinary course of business of the Company for the financial year 2023-24**

1. **Voted in favor of the resolution:**

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
7	28110	100

2. **Voted against the resolution:**

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
NA	NA	NA

3. **Invalid/Not Considered votes:**

Number of members whose votes were declared invalid	Number of invalid votes cast by them
*1	4500

**Resolution 6: Ordinary Resolution**

**Prior approval for related party transactions repetitive in nature and in the ordinary course of business of the Company for the financial year 2024-25**

**1. Voted in favor of the resolution:**

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
7	28110	100

**2. Voted against the resolution:**

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
NA	NA	NA

**3. Invalid/Not Considered votes:**

Number of members whose votes were declared invalid	Number of invalid votes cast by them
*1	4500

**\*Shareholders who are interested and related parties cast their votes in favor of items 5 and 6, but these votes were not considered.**

Place: Kolkata  
Date: 09<sup>th</sup> August, 2024

For **AGARWAL A & ASSOCIATES**  
Company Secretaries

Digitally signed by AJAY KUMAR AGARWAL  
DN: cn=H, o=Personal,  
ou=Personal, email=78720920809CD01F1A08D5377FA7C  
C,  
2.5.4.20=0c8b6794e5c6a50436089e4d48d8e6095  
44648354e7c7c95984530e61, postalCode=700136,  
st=West Bengal,  
serialNumber=4088D04FF68A36C6AC5E18C927E8  
BA3DDA2905EC698958B036899A12ECC09D, cn=AJAY  
KUMAR AGARWAL  
Date: 2024.08.10 15:28:44 +05'30'

**AJAY KUMAR  
AGARWAL**

**CS Ajay Kumar Agarwal**  
Proprietor  
C.P No.: **13493**  
M. No.: **F7604**  
Peer Review No.  
**1592/2021**

**ICSI UDIN: F007604F000942582**