



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 127TH Annual General Meeting of the Equity Shareholders of M/s Tongani Tea Company Limited held on 25th September, 2020 at 10:30 a.m. IST through Video Conferencing (VC) or Other Audio Visual Means (OAVM), at 15B, Hemanta Basu Sarani, 3RD floor, Kolkata-700001

SUBJECT: Passing of Resolution through electronic means conducted at the 127th Annual General Meeting of M/s Tongani Tea Company Limited held on 25th September, 2020

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 10th August, 2020 issued in accordance with General Circular No. 14/2020, 17/2020 and 20/2020 dated 8 April, 2020, 13 April 2020 and 5 May 2020 respectively, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), Government of India, calling 127th Annual General Meeting ("AGM") of the members of the Company through VC/OAVM, held on Friday on September 25, 2020 at 10:30 AM, at Hemanta Basu Sarani, 3rd floor, Kolkata-700001

The Notice dated 10th August, 2020 along with the explanatory statement convening the 127th 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 Tuesday, 22nd September, 2020 (09:00 AM) to Thursday, 24th September, 2020 (05:00 PM).
- II. The members of the Company as on the "cut off" date i.e. 18th September, 2020 were entitled to e-vote on the resolutions (item no. 1 & 2 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 25th September, 2020 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 25th September, 2020 at around 11:34 am in the presence of two witnesses, Mrs. Shweta Kedia 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. Fourteen 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: 25th September, 2020

For **AGARWAL A & ASSOCIATES**
Company Secretaries

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

M/s Tongani Tea Company Limited (CIN: L01132WB1893PLC000742)													
Date of AGM: 25 th September, 2020													
SUMMARY OF COMBINED SCRUTINIZER'S REPORT IN RESPECT OF E-VOTING FOR PASSING ORDINARY /SPECIAL RESOLUTIONS													
					Assent/ in Favour of			Dissent/ Against			Invalid		
Resol ution No.	Subject Matter of the Resolution	Mode	Total No. of Memb ers Voted	Total No. of Shares of Voting	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	
ORDINARY BUSINESS													
1	ORDINARY RESOLUTION: To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31 st March 2020 together with Report of the Board of Directors and Auditors thereon.	Electronic	14	173412	14	173412	100	--	--	--	--	--	
		Physical	--	--	--	--	--	--	--	--	--	--	
		Total		14	173412	14	173412	100	--	--	--	--	--
2	ORDINARY RESOLUTION: To appoint Mr. Manoj Daga (DIN: 00123386), who retire by rotation and being eligible offer herself for re-appointment as a Director.	Electronic	14	173412	14	173412	100	--	--	--	--	--	
		Physical	--	--	--	--	--	--	--	--	--	--	
		Total		14	173412	14	173412	100	--	--	--	--	--

Place: Kolkata
Date: 25th September, 2020

For **AGARWAL A & ASSOCIATES**
Company Secretaries

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

Annexure - A

Total No. of Shareholders	100		
Total No. of Shares	185775		
Receipt of Ballot Forms (Physical & Electronic)	14		
		Number of Votes	Number of Shares
Total Votes cast through e-voting	A	14	173412
Total Votes cast through Physical Ballot Forms	B	-	-
Grand Total of e-voting/ Physical Ballot Form(A+B)	C	14	173412
Less: Invalid e- voting/ Ballot Forms *(On account of signature mismatch, for/against option not indicated)	D	Nil	Nil
Net e-voting/ Ballot Forms C-D	E	14	173412

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., 18th September, 2020.