



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

126TH Annual General Meeting of the Equity Shareholders of

M/s Tongani Tea Company Limited

Held on 11th September, 2019 at 15B, Hemanta

Basu Sarani, 3RD floor, Kolkata-700001

SUBJECT: Passing of Resolution through electronic and Poll conducted at the 126th Annual General Meeting of M/s Tongani Tea Company Limited held on 11th September, 2019

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 126th Annual General Meeting ("AGM") of the members of the Company, held on Wednesday on September 11, 2019 at 10:30 AM, at Hemanta Basu Sarani, 3rd floor, Kolkata-700001

The Notice dated 22nd May, 2019 along with the explanatory statement convening the 126th 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



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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:

- I. The remote e-voting period remained open from Sunday, 8th September, 2019 (09:00 AM) to Tuesday, 10th September, 2019 (05:00 PM).
- II. The members of the Company as on the "cut off" date i.e. 4th September, 2019 were entitled to e-vote on the resolutions (item no. 1 to 5 as set out in the notice of the AGM of the Company).
- III. The Ballot Forms facility was also provided at the AGM on Wednesday 11th September, 2019 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 11th September, 2019 at around 11:52 am in the presence of two witnesses, Mr. Biraj Raha and Ms. Shreya Kedia 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. <http://www.evotingindia.com> and is based on such reports generated.

- VIII. Ten Members have cast their votes through remote e-voting and all such votes are valid, Sixteen 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 unanimously 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: 11th September, 2019



For **AGARWAL A & ASSOCIATES**
Company Secretaries

Aj K

CS Ajay Kumar Agarwal
Proprietor

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

M/s Tongani Tea Company Limited

(CIN: L01132WB1893PLC000742)

Date of AGM: 11th September, 2019

SUMMARY OF COMBINED SCRUTINIZER'S REPORT IN RESPECT OF E-VOTING ALONGWITH THE BALLOT FORM FOR PASSING ORDINARY /SPECIAL RESOLUTIONS

Res olut ion 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
ORDINARY BUSINESS												
1	ORDINARY RESOLUTION: To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31 st March 2019 along with Report of the Board of Directors and Auditors thereon.	Electronic	10	173071	10	173071	100	--	--	--	--	--
		Physical	4	341	4	341	100	--	--	--	--	--
		Total	14	173412	14	173412	100	--	--	--	--	--
2	ORDINARY RESOLUTION: To declare dividend of Rs. 6/- per Equity Shares for the financial year ended 31 st March 2019 of the Company.	Electronic	10	173071	10	173071	100	--	--	--	--	--
		Physical	4	341	4	341	100	--	--	--	--	--
		Total	14	173412	14	173412	100	--	--	--	--	--



3	ORDINARY RESOLUTION: To appoint Mrs. Suman Raychaudhuri (DIN:07308451), who retire by rotation and being eligible offer herself for re-appointment.	Electronic	10	173071	10	173071	100	--	--	--	--	--
		Physical	4	341	4	341	100	--	--	--	--	--
		Total	14	173412	14	173412	100	--	--	--	--	--
SPECIAL BUSINESS												
4	SPECIAL RESOLUTION: To re-appoint Mr. Ashok Vardhan Bagree (DIN: 00421623) as Independent Director of the company for the second term of five consecutive years to hold office from the conclusion of this Annual General Meeting till the Annual General Meeting for the Financial period ended 31st March, 2024.	Electronic	10	173071	10	173071	100	--	--	--	--	--
		Physical	4	341	4	341	100	--	--	--	--	--
		Total	14	173412	14	173412	100	--	--	--	--	--
5	SPECIAL RESOLUTION: To re-appoint Mr. Ravindra Kumar Murarka (DIN: 00823611) as Independent Director of the company for the second term of five consecutive years to	Electronic	10	173071	10	173071	100	--	--	--	--	--
		Physical	4	341	4	341	100	--	--	--	--	--



hold office from the conclusion of this Annual General Meeting till the Annual General Meeting for the Financial period ended 31st March, 2024.	Total	14	173412	14	173412	100	--	--	--	--	--
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Place: Kolkata
 Date: 11th September, 2019

For **AGARWAL A & ASSOCIATES**
 Company Secretaries



Aj A

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	10	173071
Total Votes cast through Physical Ballot Forms	B	4	341
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 date reckoned for the purpose of Ballot or the number of shares mentioned in the ballot Form whichever is less.

