



MANOJ SHAW & CO.
COMPANY SECRETARIES

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COMBINED SCRUTINIZER'S REPORT FOR E-VOTING & POLL
OF TIDE WATER OIL CO. (INDIA) LIMITED

[Pursuant to section 108 & 109 of the Companies Act, 2013 and rule 20 (3) (xi) & 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman
TIDE WATER OIL CO. (INDIA) LIMITED
8 DR RAJENDRA PRASAD SARANI
KOLKATA- 700001

**Subject : Passing of Resolution through electronic AND poll conducted at the AGM of TIDE
WATER OIL CO. (INDIA) LIMITED held on 22nd July, 2015**

Dear Sir,

I, Manoj Prasad Shaw, Company Secretary in Practice, have been appointed as a Scrutinizer, by Tide Water Oil Co. (India) Limited. ("the Company") for the purpose of Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended("Rules") and Poll through ballot papers under the provisions of Section 109 of the Act, read with Rule 21 of the Rules, on the resolutions contained in the notice of the AGM of the Equity Shareholders of the Company held on July 22, 2015 at Williamson Magor Hall of the Bengal Chamber of Commerce and Industry, Royal Exchange, 6 Netaji Subhas Road, Kolkata- 700001.

It is understood that the management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting on the resolutions contained in the Notice of meeting. My responsibilities as scrutinizer was restricted to make Scrutinizer's Report of the votes cast "in favor" or "against" the resolution stated, based on the reports generated from the E-voting system provided by the National Securities Depository Limited (NSDL), the authorized agency to provide E-voting facilities, engaged by the



Company from 19th July 2015 [10.00 AM] to 21st July 2015 [5.00 PM] and physical voting through poll as conducted during the meeting This report is partially based on the report of the Scrutinizer report dated 22nd July, 2015 , in relation to the e-voting, referred above.

At the meeting, voting through poll process was facilitated to the attending members and proxies who could not participate in the e-voting. Separate Scrutinizers' Report dated 22nd July 2015, has been generated in relation to voting conducted through the concerned poll process.

This report combines result of voting conducted through electronic means and result of voting conducted through physical means through poll. The summary of the combined result is provided hereinafter, for reference.



SUMMARY OF E-VOTING AND POLL RESULT

Resolution No.	Subject Matter of the Resolution	Total No. of Valid Votes through E-Voting	Total No. of Valid Votes through Poll	Total Valid Votes	Assent/ in Favour of				Dissent/ Against				Total			
					No. of Votes through E-Voting	% of votes through e-voting	No. of Votes through Poll	% of votes through Poll	Total		No. of Votes through E-Voting	% of votes through e-voting	No. of Votes through Poll	% of votes through Poll	No. of Votes	Percentage
									No. of Votes	Percentage						
1	Adoption of Annual Accounts (Ordinary Resolution)	553106	35	553141	552997	99.9803	35	100	553032	99.9803	109	0.0197	0	0	109	0.0197
2	Confirm Payment of Interim Dividend and Declaration of Final Dividend (Ordinary Resolution)	553105	35	553140	553105	100	35	100	553140	100	0	0	0	0	0	0
3	Appointment of Shri S. Das, Director retiring by rotation (Ordinary Resolution)	553103	35	553138	552901	99.9635	35	100	552936	99.9635	202	0.0365	0	0	202	0.0365
4	Appointment of Statutory Auditors & fixing their Remuneration (Special Resolution)	553103	35	553138	553102	99.9998	34	97.1429	553136	99.9996	1	0.0002	1	2.8571	2	0.0004
5	Appointment of Shri Sunil Munshi as Director (Ordinary Resolution)	553103	35	553138	552902	99.9637	35	100	552937	99.9637	201	0.0363	0	0	201	0.0363
6	Appointment of Shri S. Sundareshan as an Independent Director (Ordinary Resolution)	553103	35	553138	553001	99.9816	34	97.1429	553035	99.9814	102	0.0184	1	2.8571	103	0.0186
7	Appointment of Ms. Nayantara Palchoudhuri as an Independent Director (Ordinary Resolution)	553103	35	553138	553002	99.9817	35	100	553037	99.9817	101	0.0183	0	0	101	0.0183
8	Approve the related party transaction with Standard Greases and Specialities Private Limited for the year 2015-16. (Special Resolution)	350620	35	350655	350560	99.9829	33	94.2857	350593	99.9823	60	0.0171	2	5.7143	62	0.0177
9	Approve the related party transaction with JX Nippon TWD Lubricants India Private Limited for the year 2015-16. (Special Resolution)	553089	35	553124	553030	99.9893	34	97.1429	553064	99.9892	59	0.0107	1	2.8571	60	0.0108
10	Approve the variation in the terms and conditions of appointment of Shri R.N. Ghoshal, Managing Director (Ordinary Resolution)	553104	35	553139	552983	99.9781	34	97.1429	553017	99.9779	121	0.0219	1	2.8571	122	0.0221



The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Place: Kolkata

Date: 22nd July, 2015

Thanking you,

Yours faithfully

For M/s MANOJ SHAW & CO.



CS MANOJ PRASAD SHAW

SCRUTINIZER

MEMBERSHIP NO.: 5517,

C. P.: No. 4194