



Veedol

Life is a journey, keep smiling

Annual Report 2013-14

Tide Water Oil co. (India) Ltd.

Board of Directors KALLOL DATTA
R. N. GHOSAL
R. K. SINGH
SUBIR DAS
ASHIM MUKHERJEE
S. SWAMINATHAN

CFO S. BASU

Secretary S. GANGULI

Auditors RAY & RAY

Registered Office 'YULE HOUSE'
8, DR. RAJENDRA PRASAD SARANI
KOLKATA 700 001
Tel : 033 2242 1086
Fax : 033 2242 1087
www.tidewaterindia.com
tidecal@tidewaterindia.co.in

CIN L23209WB1921PLC004357

MUMBAI OFFICE
1301-1306, 13th Floor
Kesar Solitaire
Plot No. 5, Sector-19
Palm Beach Road
Sanpada (East)
Navi Mumbai - 400 705

DELHI OFFICE
1201-1207, 'A' Block, 12th Floor
Naurang House
21, Kasturba Gandhi Marg
New Delhi -110 001

CHENNAI OFFICE
"Seshachalam Centre"
10th Floor
636/1, Anna Salai
Nandanam
Chennai - 600 035

NOTICE TO MEMBERS

Notice is hereby given that the Ninety First Annual General Meeting of the members of Tide Water Oil Company (India) Limited will be held at the Williamson Magor Hall of the Bengal Chamber of Commerce & Industry, Royal Exchange, 6, Netaji Subhas Road, Kolkata - 700001 on Friday, the 29th day of August, 2014 at 10.30 a.m. to transact the following businesses:

- 1) To consider and adopt the Profit & Loss Account for the year ended 31st March, 2014, the Balance Sheet as at that date and the Reports of the Board of Directors and the Auditors thereon.
- 2) To declare a dividend for the financial year ended 31st March, 2014.
- 3) To appoint a Director in place of Shri S. Swaminathan (DIN: 02861696), who retires by rotation and being eligible offers himself for re-appointment.
- 4) To consider and, if thought fit, to pass with or without modification the following resolution as a Special Resolution:-

“RESOLVED that Messrs. Ray & Ray, Chartered Accountants (Firm Registration No. 301072E) who have offered their services and who are not disqualified under Section 139 of the Companies Act, 2013, be appointed as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Ninety Second Annual General Meeting at such a remuneration plus service tax, out of pocket expenses, etc. as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modification the following resolutions:

- 5) As an Ordinary Resolution
“RESOLVED that Shri R.K. Singh (DIN: 06459343) be and is hereby appointed a Director of the Company.”
- 6) As an Ordinary Resolution
“RESOLVED that pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and Rules framed thereunder, read together with Schedule IV to the Act, as amended from time to time, Shri A. Mukherjee (DIN: 02135462), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (three) consecutive years for a term upto 31st March, 2017.”
- 7) As an Ordinary Resolution
“RESOLVED that pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and Rules framed thereunder, read together with Schedule IV to the Act, as amended from time to time, Shri S. Roy Choudhury (DIN: 00130803) in respect of whom, the Company has received a notice in writing under Section 160 of the Act from a Member, proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (three) consecutive years for a term upto 28th August, 2017.”
- 8) As a Special Resolution
“RESOLVED that consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (Act) and Rules framed thereunder, and other applicable statute and/or Rules & Regulations framed thereunder and in force during the relevant time(s) to the Board of Directors (hereinafter referred as ‘Board’) of the Company (including a Committee constituted by the Board for this purpose), to mortgage and/or charge the whole or substantially the whole of one or more of the undertakings of the Company wheresoever situated, present and future, in favour of Scheduled Banks, Foreign Banks, Financial Institutions, NBFCs, Mutual Funds, Insurance Companies or any other category of lender, in India or abroad to secure loans in Indian Rupees or Foreign Currency, guarantees, working capital facilities and/or any other financial assistance obtained/to be obtained from one or more of the aforesaid Lender(s) upto an aggregate amount not exceeding

Rs.1400 Crores (Rupees One Thousand and Four Hundred Crores Only) together with interest at the respective agreed rates, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, trustee's remuneration, costs, charges, expenses and all other monies, including any increase on account of revaluation / devaluation / fluctuation in the rates of foreign currencies involved, payable by the Company to aforesaid Lender(s) in terms of their respective Loan Agreements / Trustees' Agreements / Letter of sanctions / Memorandum of terms and conditions, Bonds or any other security document entered into / to be entered into / issued / to be issued by the Company in respect of the said loans / credit facilities / debentures / financial assistance, with a right, where necessary, to take over the management of the business and undertaking of the Company."

"RESOLVED FURTHER that the Board of the Company be and is hereby authorised to negotiate, finalise and settle with the Banks and Financial Institutions / Trustees / other lenders concerned, the terms and conditions of such security including ranking thereof and all deeds, documents and writings for creating appropriate mortgage(s) and / or charge(s) on such of the immovable and / or movable properties of the Company as may be agreed by the Board and for reserving the aforesaid right in their favour and to do all such acts, deeds, matters, things, agreements, contracts, etc. and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also delegate to the extent permitted by law, all or any of the powers herein conferred to any Committee of Directors or Managing Director or any Director(s) or any Key Managerial Personnel(s) (KMPs) or any other Officer(s) of the Company, for the purpose of giving effect to this resolution."

9) As a Special Resolution

"RESOLVED that the consent of the Company be and is hereby accorded in terms of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (Act) and Rules framed thereunder, and other applicable statute and/or Rules & Regulations framed thereunder and in force during the relevant time(s) to the Board of Directors (hereinafter referred as 'Board') of the Company for borrowing from time to time from such Banks, Financial Institutions, Government, Government Bodies, Companies and / or other Persons, Bodies Corporate, whether by way of Term Loans, Cash Credit, Advance, Deposits, Bill Discounting or otherwise and whether unsecured or secured by way of mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties whether movable or immovable, including stock in trade or book debts, of such sums of money as they may deem requisite for the purpose of the business of the Company notwithstanding that money to be borrowed together with money already borrowed (apart from temporary loans obtained from the Company's bankers in ordinary course of business) will exceed the aggregate of the paid-up capital and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the aggregate of the monies that may be borrowed by the Board shall not exceed Rs.1400 Crores (Rupees One Thousand and Four Hundred Crores Only), outstanding at any point of time."

"RESOLVED FURTHER that the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which such monies are to be borrowed from time to time as to interest, repayment, security or otherwise as it may think fit."

"RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorised to do all such acts, deeds, matters, things, agreements, contracts, etc. and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also delegate to the extent permitted by law, all or any of the powers herein conferred to any Committee of Directors or Managing Director or any Director(s) or any Key Managerial Personnel(s) (KMPs) or any other Officer(s) of the Company."

10) As a Special Resolution

"RESOLVED that pursuant to the provisions of Sections 177 and 188 of the Companies Act, 2013 (Act), read together with the provisions of the Rules under Chapter XII of the Act and read with all circulars, notifications, provisions of the Standard Listing Agreement with Stock Exchange(s) and other provisions of law, as applicable for the time being, consent of the members of the Company be and is hereby accorded to the Company for entering into transactions involving sale, purchase or supply of goods or materials and / or availing or rendering of any services with Standard Greases & Specialities Private

Limited, a related party as per the definition of the term under the Act, upto an amount of Rs. 150 Crores (Rupees One Hundred and Fifty Crores Only) during the financial year ending on 31st March, 2015.”

“RESOLVED FURTHER that the Board of Directors (Board) of the Company be and is hereby authorized to execute, transact, enter into any contract to carry out or perform all such acts, deeds, matters, things, agreements, contracts, etc. as may be required to be done to give effect to the instant resolution or for the matters incidental to or ancillary thereof, through decisions of the Board or through delegation of relevant authority to any person or to any committee of persons.”

11) As a Special Resolution

“RESOLVED that pursuant to the provisions of Sections 177 and 188 of the Companies Act, 2013 (Act), read together with the provisions of the Rules under Chapter XII of the Act and read with all circulars, notifications, provisions of the Standard Listing Agreement with Stock Exchange(s) and other provisions of law, as applicable for the time being, the consent of the members of the Company be and is hereby accorded to the Company for entering into transactions involving sale, purchase or supply of any goods or materials and/or availing or rendering of any services with JX Nippon TWO Lubricants India Private Limited, being a related party, as per the meaning of the term under the Act, upto an amount of Rs. 95 Crores (Rupees Ninety Five Crores Only) during the financial year ending on 31st March, 2015.”

“RESOLVED FURTHER that the Board of Directors (Board) of the Company be and is hereby authorized to execute, transact, enter into any contract to carry out or perform all such acts, deeds, matters, things, agreements, contracts, etc. as may be required to be done to give effect to the instant resolution or for the matters incidental to or ancillary thereof, through decisions of the Board or through delegation of relevant authority to any person or to any committee of persons.”

12) As an Ordinary Resolution

“RESOLVED that consent of the shareholders be and is hereby accorded to the Board of Directors of the Company for extending the term of appointment of Shri R.N. Ghosal, Managing Director of the Company till the close of business on 28th February, 2017.”

The Register of the Members and the Transfer Register of the Company will remain closed from 23rd August, 2014 (Saturday) to 29th August, 2014 (Friday) both days inclusive.

Registered Office :

“Yule House”

8, Dr. Rajendra Prasad Sarani,
Kolkata - 700 001.

Dated : 27th May, 2014

By Order of the Board

S. Ganguli

Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 5

Shri R.K. Singh was appointed as Additional Director of the Company with effect from 29th January, 2014. Accordingly, he will hold office up to the date of this Annual General Meeting. The Company has received a notice in writing under Section 160 of the Companies Act, 2013 (Act), from a member proposing the appointment of Shri R.K. Singh as a Director of the Company at this Annual General Meeting and Shri R.K. Singh has consented to act as such, if appointed.

Shri R.K. Singh is an M.Tech. He is presently Joint Secretary to the Government of India, Department of Heavy Industry, Ministry of Heavy Industries and Public Enterprises. He has rich and varied experience in the fields of Public Administration and Governance issues.

The Board recommends appointment of Shri R.K. Singh as a Director.

No person, as specified under Section 102(1)(a) of the Act, other than Shri R.K. Singh is in any way concerned or interested in this Resolution proposed to be passed.

Item No. 6

The Company had, pursuant to the provisions of Clause 49 of the Standard Listing Agreement with the Stock Exchange(s), appointed Shri A. Mukherjee, as Independent Director in compliance with the requirements of the said Clause.

Pursuant to the provisions of Section 149 of the Companies Act, 2013 (Act), which came into effect from 1st April, 2014, every listed Company is required to have at least one-third of the total number of directors as Independent Directors, who are not liable to retire by rotation.

Shri A. Mukherjee was appointed as an Independent Director of the Company with effect from 1st April, 2014 vide Board Resolution dated 4th April, 2014, for a period of 3 (three) years.

Shri A. Mukherjee is a Graduate and is having considerable experience in the fields of Administration and Management thereby be deemed to possess appropriate skills, experience and knowledge as stated under Rule 5 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

Shri A. Mukherjee, non-executive Director of the Company, has given a declaration to the Board of Directors (Board) that he meets the criteria of independence as provided under Section 149(6) of the Act.

In the opinion of the Board, Shri Mukherjee fulfils the condition specified in the Act and Rules made thereunder for appointment as Independent Director and he is independent of the management of the Company.

Since as per Section 149 of the Act read together with Schedule IV to the Act, appointment of Independent Directors on the Board of the Company would require sanction of the shareholders, your approval is hereby sought for appointment of Shri A. Mukherjee as an Independent Director of the Company.

The Board recommends appointment of Shri A. Mukherjee as an Independent Director for a period of 3 (three) consecutive years till 31st March, 2017.

The draft terms and conditions of appointment of Shri Mukherjee, shall be open for inspection by the Members at the Registered Office of the Company during office hours on all working days upto 29th August, 2014.

No person, as specified under Section 102(1)(a) of the Act, other than Shri A. Mukherjee is in any way concerned or interested in this Resolution proposed to be passed.

Item No. 7

The Company has received a notice in writing under Section 160 of the Companies Act, 2013 (Act) from a Member, proposing the appointment of Shri S. Roy Choudhury as a Director at this Annual General Meeting and Shri Roy Choudhury has consented to act as such, if appointed. Shri S. Roy Choudhury has given a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act.

Shri S. Roy Choudhury holds a Bachelor Degree in Mechanical Engineering and is having considerable experience in the management of petroleum companies, thereby be deemed to possess appropriate skills, experience and knowledge as stated under Rule 5 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

As statutorily required it is hereby stated that in the opinion of the Board of Directors (Board) of the Company, Shri S. Roy Choudhury fulfils the conditions specified in the Act and Rules made thereunder for appointment as Independent Director and he is independent of the management of the Company.

Since as per Section 149 of the Act read together with Schedule IV to the Act, appointment of Independent Directors on the Board of the Company would require sanction of the shareholders, your approval is hereby sought for the appointment of Shri S. Roy Choudhury as an Independent Director of the Company.

Shri S. Roy Choudhury may be appointed as an Independent Director for a period of 3 (three) consecutive years till 28th August, 2017.

The draft terms and conditions of appointment of Shri Roy Choudhury, if appointed as a Director, shall be open for inspection by the Members at the Registered Office of the Company during office hours on all working days upto 29th August, 2014.

No person, as specified under Section 102(1)(a) of the Act, is in any way concerned or interested in this Resolution proposed to be passed.

Item No. 8

The Company is planning to approach various banks, financial institutions, etc. for obtaining financial assistance not exceeding Rs.1400 Crores (Rupees One Thousand and Four Hundred Crores Only) which may be required for exploring possibilities of new business verticals having synergy with its existing strength which are envisaged to provide profitable returns in future.

As a security for such financial arrangement, the Company would be required to mortgage / charge the movable and / or immovable properties of the Company, whether present or future.

Section 180(1)(a) of the Companies Act, 2013 (Act) provides, inter alia that the Board of Directors of a Public Company shall not without the consent of the shareholders in the General Meeting by way of a Special Resolution, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company.

Since mortgaging / charging of the movable or immovable properties as aforesaid in favour of the financial institutions, banks, etc. can be considered to be disposal of the properties of the Company, it is necessary for the members to pass a Special Resolution under Section 180(1)(a) of the Act before creation of the said mortgage / charge on the movable and immovable properties.

Though the Company has already obtained sanction earlier under Section 293(1)(a) of the Companies Act, 1956, in this regard, vide postal ballot resolution dated 2nd March, 2011, however, with the promulgation of the Act and issue of General Circular no. 04/2014 by the Ministry of Corporate Affairs, Government of India the sanction of the shareholders is sought afresh.

The Board of Directors considers that the proposed Special Resolution is in the interest of the Company and recommends the same for your approval.

No person, as specified under Section 102(1)(a) of the Act is in any way concerned or interested in this Resolution proposed to be passed.

Item No. 9

The Company is presently exploring possibilities of new business verticals having synergy with its existing strength, which are envisaged to provide profitable returns in future. Since implementation of such probabilities would require increased infusion of funds which may be financed from various financial institutions, banks, etc., it is proposed to increase the maximum borrowing limits as permissible under Section 180(1)(c) of the Companies Act, 2013 (Act).

Since the maximum borrowing limit permissible under Section 180(1)(c) of the Act is restricted to the aggregate of the paid-up share capital of the Company and its free reserve therefore, sanction of the shareholders is sought to permit the Board of Directors (Board) to borrow money upto Rs.1400 Crores (Rupees One Thousand and Four Hundred Crores Only) which is in excess of the limit as prescribed under the said section.

Such sanction would require approval by the members by passing a Special Resolution in terms of the provisions of Section 180(1)(c) of the Act.

Though the Company has already obtained sanction earlier under Section 293(1)(d) of the Companies Act, 1956, in this regard, vide postal ballot resolution dated 2nd March, 2011, however, with the promulgation of the Act and issue of General Circular no. 04/2014 by the Ministry of Corporate Affairs, Government of India the sanction of the shareholders is sought afresh.

The Board considers that the proposed Special Resolution is in the interest of the Company and recommends the same for your approval.

No person, as specified under Section 102(1)(a) of the Act is in any way concerned or interested in this Resolution proposed to be passed.

Item No. 10

Your Company has been procuring lubricating oils and other chemicals from Standard Greases & Specialities Private Limited (SGSPL), which has been offering competitive rates for its products to your Company. SGSPL is one of the largest grease producers in Asia and they are processing grease on behalf of your Company to meet the needs of Western Region of the Company as there is no grease plant thereat.

Section 2(76) of the Companies Act, 2013 (Act), inter alia, states that 'related party' with reference to a Company, will include any Company which is a holding, subsidiary or an associate company of such Company. Since, SGSPL holds

23.24% of paid up share capital of your Company, as on 31st March, 2014, your Company is an Associate Company of SGSPL as per the definition of the terms in Section 2 of the Act and as such your Company and SGSPL are related parties under the provisions of the Act.

Pursuant to the enactment of the Act, the Securities & Exchange Board of India has made consequential amendments in the Standard Listing Agreement (Listing Agreement) with the Stock Exchange(s), effective on and from 1st October, 2014. As per the revised Clause 49(VII)(C) of the Listing Agreement 'Material Related Party Transaction' has been defined to include transaction/ transactions to be entered into individually or taken together with previous transactions during a financial year, exceeding 5% of the annual turnover or 20% of the net worth of the Company, as per the last audited financial statement of the Company, whichever is higher and that Material Related Party Transactions must have prior approval of the members of the Company by way of a Special Resolution.

As your Company proposes to procure lubricating oils and other chemicals from SGSPL and also process grease through them, cumulative transaction value whereof during the financial year ending 31st March, 2015, is envisaged to exceed the limits stated under revised Clause 49(VII)(C) of the Listing Agreement, your approval is sought by way of passing a Special Resolution.

The Board of Directors of your company considers that the proposed Special Resolution is in the interest of the Company and recommends the same for your approval.

No person, as specified under Section 102(1)(a) of the Act is in any way concerned or interested in this Resolution proposed to be passed.

The Audit Committee of your Company has approved this Resolution in the meeting of the said Committee held on 4th April, 2014.

As per the provisions of Section 188(1) of the Act related parties cannot vote on this Resolution.

Item No. 11

Your Company is presently having a Technical Collaboration Agreement with JX Nippon Oil & Energy Corporation, Japan (JXNOE), for lubricants manufactured and marketed under license from JXNOE, which are marketed under the Brand Name 'ENEOS'. In view of the expanding lubricants market in India and consolidation of Japanese automobile manufacturers, JXNOE had expressed their intention to establish a joint venture along with Tide Water Oil Company (India) Limited (TWO) wherein the business segment relating to 'ENEOS' range of products would be transferred. The joint venture will be on 50:50 basis with equal equity participation and proportionate profit sharing. The said arrangement had also been sanctioned by the members, earlier vide Postal Ballot resolution dated 3rd April, 2014. The Joint Venture Company so formed, will hence be construed to be a 'related party' in terms of Section 2(76) read together with Section 2(6) of the Companies Act, 2013 (Act).

As per the agreement, TWO (your Company) will henceforth act as toll manufacturer of the Joint Venture Company with respect to Factory Fill oil segment (FF segment) and provide manufacturing, warehousing & logistics, sales, invoicing, accounting and collection services in relation to Service Fill oil segment (SF segment). As such, the said arrangement(s) may be construed to invoke provisions as contained in Section 188 and all other applicable provisions of the Act and Rules made thereunder.

Pursuant to the enactment of the Act, the Securities & Exchange Board of India has made consequential amendments in the Standard Listing Agreement (Listing Agreement) with the Stock Exchange(s), effective on and from 1st October, 2014. As per the revised Clause 49(VII)(C) of the Listing Agreement 'Material Related Party Transaction' has been defined to include transaction/ transactions to be entered into individually or taken together with previous transactions during a financial year, exceeding 5% of the annual turnover or 20% of the net worth of the Company, as per the last audited financial statement of the Company, whichever is higher and that Material Related Party Transactions must have prior approval of the members of the Company by way of a Special Resolution.

As your Company proposes to manufacture / supply oils relating to FF segment and SF segment on behalf of / to the Joint Venture Company and also provide allied services, referred above, with respect to the concerned business(es), cumulative transaction value whereof during the financial year ending on 31st March, 2015, is envisaged to exceed the limits stated under revised Clause 49(VII)(C) of the Listing Agreement, your approval is sought by way of passing a Special Resolution.

The Board of Directors of your Company considers that the proposed Special Resolution is in the interest of the Company and recommends the same for your approval.

No person, as specified under Section 102(1)(a) of the Act, other than Shri R.N. Ghosal is in any way concerned or interested in this Resolution proposed to be passed.

The Audit Committee of your Company has approved this Resolution in the meeting of the said Committee held on 4th April, 2014.

As per the provisions of Section 188(1) of the Act, related parties cannot vote on this Resolution.

Item No. 12

Shri R.N. Ghosal was appointed as the Managing Director of the Company vide shareholders resolution no. 8 dated 16th August, 2012 for a period of 4 (four) years with effect from 2nd November, 2011 or upto the date of his superannuation, whichever is earlier.

However, considering his extra-ordinary performance and valuable guidance provided to the Company, the Board of Directors (Board) on recommendation of the Nomination & Remuneration Committee of the Board decided to extend the term of appointment of Shri Ghosal till the close of business on 28th February, 2017.

As variation of term of appointment of any Whole Time Director requires sanction of shareholders, your approval is hereby sought for extension of term of appointment of Shri R.N. Ghosal, Managing Director of the Company till 28th February, 2017.

The Board considers that the proposed resolution is in the interest of the Company and recommends the same for your approval.

No person, as specified under Section 102(1)(a) of the Act, other than Shri R.N. Ghosal is in any way concerned or interested in this Resolution proposed to be passed.

Notes :

- (1) A Member entitled to attend and vote at this meeting may appoint a Proxy to attend and vote in his stead. A proxy need not be a Member of the Company. Proxies, in order to be effective, must be received at the Registered Office of the Company not less than forty-eight hours before the meeting. A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- (2) Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
- (3) Messrs. Ray & Ray, Chartered Accountants, the retiring Auditors have offered themselves for re-appointment as Auditors of the Company, and accordingly, their name has been proposed for appointment.
- (4) Dividend that may be declared by the Company will be paid to those members whose names will appear in the Register of Members of the Company on 29th August, 2014.
- (5) Messrs. MCS Share Transfer Agent Limited, 12/1/5, Manoharpukur Road, Kolkata - 700 026 has been appointed as Registrars and Share Transfer Agents for both physical and dematerialised shares of the Company.
- (6) Instructions regarding change of address and/or mandate should be sent so as to reach the Registrar or Registered Office of the Company latest by 29th August, 2014.
- (7) Members holding shares in more than one account are requested to intimate to the Registrar of the Company the ledger folios to enable the Company to consolidate the same into one account.
- (8) Members are encouraged to claim payment of dividend through Electronic Clearing Service (ECS). Members holding shares in dematerialized form should approach the Depository Participant with whom they are maintaining account for change in address, bank mandate, nomination, if any. Other members who have not furnished the details and/or whose details have since changed are requested to forward the following details immediately under the signature of the named shareholder:

Folio No.	No of shares.
Bank Account No.	Nature of Bank Account
Bank name & address (with pin code)	Nine digit code no. of the Bank & Branch as appearing in the cheque book (with photocopy of a cheque)

- (9) Pursuant to the provisions of Section 205A of the Companies Act, 1956, as amended, dividend for the financial year ended 31st March, 2006 and Interim Dividend for 2006-07, which remained unpaid or unclaimed have been transferred to the Investor Education and Protection Fund of the Central Government. Shareholders who have not encashed the dividend warrants so far for the financial year ended 31st March, 2007 or any subsequent financial years are requested to make their claim to the Registered Office of the Company. It may be noted that once the unclaimed dividend is transferred to the Central Government, as above, no claim shall lie in respect thereof. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 19th August, 2013 (date of last Annual General Meeting) on the website of the Company (www.tidewaterindia.com), as also on the website of the Ministry of Corporate Affairs.
- (10) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participants in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.
- (11) Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. This may be effected by way of a written request to the Company.
- (12) Pursuant to 'Green Initiative' Circular No. 17/2011 issued by the Ministry of Corporate Affairs, Govt. of India the Company effected electronic delivery of notice of Ninety First Annual General Meeting and Annual Report for the year ended 31st March, 2014 to those shareholders, whose email-ids were registered with the respective Depository Participants and down-loadable from the Depositories viz., NSDL/CDSL upon receipt of positive consent from the concerned shareholders. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- (13) In compliance with the provisions of Section 108 of the Act and Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice.

The instructions for e-voting are as under:

- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/ Depositories):
- Open the e-mail and also open PDF file namely "TWO e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
 - Click on Shareholder - Login.
 - If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
 - If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached.
 - The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
 - Select "EVEN" (E-Voting Event Number) of Tide Water Oil Company (India) Limited. Now you are ready for e-voting as Cast Vote page opens.