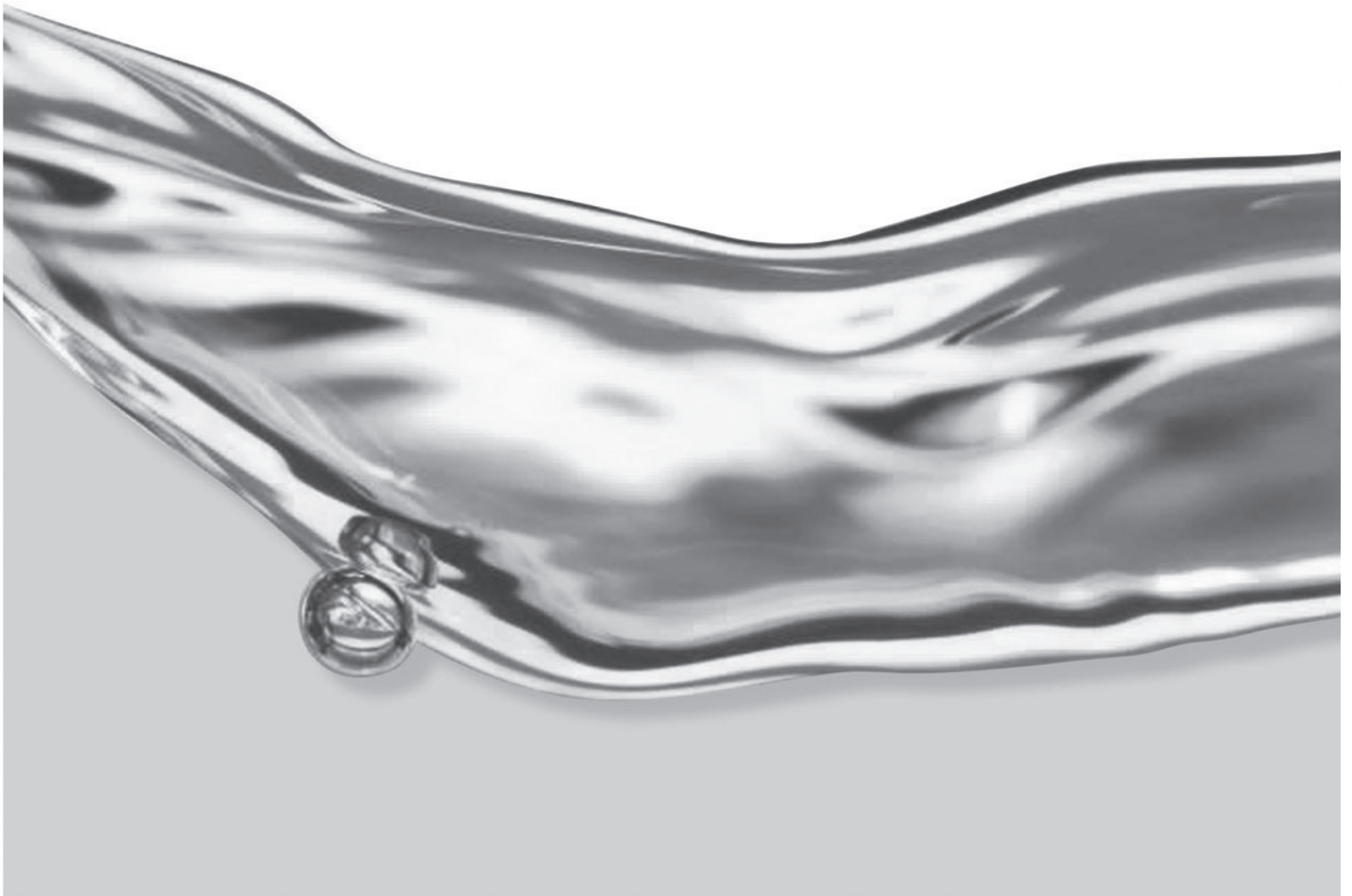




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## ANNUAL REPORT 2014-15

TIDE WATER OIL CO. (INDIA) LTD.



**Board of Directors**

KALLOL DATTA  
R. N. GHOSAL  
S. SUNDARESHAN  
S. ROY CHOUDHURY  
R. K. SINGH  
SUNIL MUNSHI  
SUBIR DAS  
ASHIM MUKHERJEE  
NAYANTARA PALCHOUDHURI

**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](http://www.tidewaterindia.com)  
[tidecal@tidewaterindia.co.in](mailto: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 Second 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 Wednesday, the 22nd day of July, 2015 at 10.15 a.m. to transact the following business:

- 1) To consider and adopt the Statement of Profit & Loss Account for the year ended 31st March, 2015, the Balance Sheet as at that date and the Reports of the Board of Directors and the Auditors thereon.
- 2) To declare final dividend for the financial year ended 31st March, 2015.
- 3) To appoint a Director in place of Shri S. Das (DIN: 00199255) 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 Third 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 Sunil Munshi (DIN: 02749579) be and is hereby appointed a Director of the Company.”
- 6) As an Ordinary Resolution  
“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any 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 and Clause 49 of the Standard Listing Agreement with the Stock Exchange(s), Shri S. Sundareshan (DIN: 01675195), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 3rd November, 2014 in terms of Section 161(1) of the Act and who holds office upto the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act read together with the said clause of Listing Agreement and who is eligible for appointment and 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, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (Three) consecutive years for a term upto 2nd November, 2017.”
- 7) As an Ordinary Resolution  
“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any 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 and Clause 49 of the Standard Listing Agreement with the Stock Exchange(s), Ms. Nayantara Palchoudhuri (DIN:00581440), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 7th April, 2015 in terms of Section 161(1) of the Act and who holds office upto the date of this Annual General Meeting and who has submitted a declaration that she meets the criteria for independence

as provided in Section 149(6) of the Act read together with the said clause of the Listing Agreement and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member, proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (Three) consecutive years for a term upto 6th April, 2018."

8) 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 material and / or availing or rendering of any services with Standard Greases and Specialities Private Limited, a related party as per the definition of the term under the Act, upto an amount of Rs.160 Crores (Rupees One Hundred and Sixty Crores only) during the financial year ending on 31st March, 2016.

"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."

9) 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 any goods or material and / or availing or rendering of any services with JX Nippon TWO Lubricants India Private Limited, a related party as per the definition of the term under the Act, upto an amount of Rs.145 Crores (One Hundred and Forty Five Crores only) during the financial year ending on 31st March, 2016."

"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."

10) As an Ordinary Resolution

"RESOLVED that consent of the shareholders be and is hereby accorded to the Board of Directors of the Company for varying the terms and conditions of appointment of Shri R.N.Ghosal, Managing Director with effect from 1st April, 2015, in view of providing revised set of perquisites, as applicable for whole time employees of the Company."

The Register of the Members and the Transfer Register of the Company will remain closed from 16th July, 2015 (Thursday) to 22nd July, 2015 (Wednesday) both days inclusive.

Registered Office :

"Yule House"

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

Dated : 30th May, 2015

By Order of the Board

**S. Ganguli**

Company Secretary

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.**

**Item No. 5**

Shri Sunil Munshi was appointed as an Additional Director of the Company with effect from 3rd November, 2014. Accordingly, he will hold office up to the date of the 92nd Annual General Meeting. The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company.

Shri Sunil Munshi is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director, if appointed.

Shri Sunil Munshi holds a Bachelor Degree in Agriculture and Animal Husbandry. He is also a member of Indian Tea Association (ITA) and Governing Body Member of 'Tea Research Association'. He is Director (Personnel) in Andrew Yule & Co. Limited. He has considerable expertise in the fields of Administration, Planning, Human Resource, Sales & Marketing and Research & Expansion.

The Board recommends appointment of Shri Sunil Munshi as a Director.

No person, as specified under Section 102(1)(a) of the Companies Act, 2013, other than Shri Sunil Munshi is in any way concerned or interested in this Resolution proposed to be passed.

**Item No.6**

In accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013, appointment of an Independent Director requires approval of members.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Shri S. Sundareshan be appointed as an Independent Director of the Company. The appointment of Shri S. Sundareshan shall be effective upon approval by the members in the meeting.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company.

Shri S. Sundareshan is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director, if appointed.

The Company has received a declaration from Shri Sundareshan that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Standard Listing Agreement with the Stock Exchange(s). In the opinion of the Board, Shri Sundareshan fulfils the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the Listing Agreement. Shri S. Sundareshan is independent of the management and possesses appropriate skills, experience and knowledge.

Shri S. Sundareshan was an IAS Officer of the 1976 batch belonging to Kerala Cadre. He is a Master of Arts from University of Mumbai and also a Master of Business Administration from University of Leeds, United Kingdom. He was Secretary, Ministry of Petroleum and Natural Gas during 2010-11 and retired from the post of Secretary, Department of Heavy Industry, Ministry of Heavy Industries & Public Enterprises in 2012. He has held various senior positions of responsibility under Government of India and Government of Kerala over a period of last 38 years.

He does not hold any share of the Company in his own name.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Shri S. Sundareshan is appointed as an Independent Director of the Company.

Copy of the draft letter of appointment of Shri S. Sundareshan as an Independent Director setting out the terms and conditions, is available for inspection by the members at the Registered Office of the Company.

The Board recommends appointment of Shri S. Sundareshan as a Director.

No person, as specified under Section 102(1)(a) of the Companies Act, 2013, other than Shri S. Sundareshan is in any way concerned or interested in this Resolution proposed to be passed.

**Item No.7**

In accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013, appointment of an Independent Director requires approval of members.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Ms. Nayantara Palchoudhuri be appointed as an Independent Director of the Company. The appointment of Ms. Nayantara Palchoudhuri shall be effective upon approval by the members in the meeting.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director of the Company.

Ms. Nayantara Palchoudhuri is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director, if appointed.

The Company has received a declaration from Ms. Palchoudhuri that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Standard Listing Agreement with the Stock Exchange(s). In the opinion of the Board Ms. Palchoudhuri fulfils the conditions for her appointment as an Independent Director as specified in the Companies Act, 2013 and the Listing Agreement. Ms. Nayantara Palchoudhuri is independent of the management and possesses appropriate skills, experience and knowledge.

Ms. Nayantara Palchoudhuri is a fourth generation Tea Planter with more than 20 years experience in the successful operations and management of the tea estates in North Bengal. She had graduated from University of Jadavpur with a First Class First Rank and was awarded University Gold Medal and National Scholarship. She also holds a Post Graduation Degree from the School of Oriental and African Studies (University of London). She also completed M. Phil. (Research Degree) from the London School of Economics & Political Science where she was awarded the Metcalfe Scholarship.

She was the first lady President of the Bengal National Chamber of Commerce and is currently in the Executive Committee of the Indian Chamber of Commerce and National Committee of FICCI.

She is presently serving as the Honorary Consul for Norway in the Eastern Region looking after their trade development and consular matters. She is also associated with many professional and social associations.

She does not hold any share of the Company in her own name.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Ms. Nayantara Palchoudhuri is appointed as an Independent Director of the Company.

Copy of the draft letter of appointment of Ms. Nayantara Palchoudhuri as an Independent Director setting out the terms and conditions, is available for inspection by the members at the Registered Office of the Company.

The Board recommends appointment of Ms. Nayantara Palchoudhuri as a Director.

No person, as specified under Section 102(1)(a) of the Companies Act, 2013, other than Ms. Nayantara Palchoudhuri is in any way concerned or interested in this Resolution proposed to be passed.

**Item No.8**

Your Company has been procuring lubricating oil and other chemicals from Standard Greases and Specialities Private Limited (SGSPL), which has been offering competitive rates for its products to your Company. SGSPL is one of the largest greases 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.

Clause 49 of the Standard Listing Agreement, inter alia, states that 'related party' with reference to a Company, will include any Company which is a related party in terms of the definition contained under Section 2(76) of the Companies Act, 2013 or is a related party under applicable Accounting Standards (AS). Since, SGSPL holds 23.24% of paid up share capital of your company, as on 31st March, 2015, your company is an Associate Company of SGSPL as per the definition of the terms under AS 18, issued by The Institute of Chartered Accountants of India and as such your company and SGSPL are related parties under the provisions of Clause 49 of the Standard Listing Agreement.

Pursuant to the enactment of the Companies Act, 2013, the Securities & Exchange Board of India (SEBI) has made consequential amendments in the Standard Listing Agreement with the Stock Exchange(s), effective on and from 1st October, 2014. As per the revised Clause 49, '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 10% of the annual consolidated turnover, as per the last audited financial statements, of the Company 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 oil and other chemicals from SGSPL and also process grease through them, cumulative transaction value whereof during the financial year ending 31st March, 2016, is envisaged to exceed the limits stated under revised Clause 49, 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 Companies Act, 2013 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 7th April, 2015.

As per the provisions of Section 188(1) of the Companies Act, 2013, related parties cannot vote on this resolution.

#### **Item No. 9**

Your Company was having a Technical Collaboration Agreement with JX Nippon Oil & Energy Corporation, Japan (JXNOE), for lubricants manufactured and marketed under license from JXNOE, which were marketed under the Brand Name 'ENEOS'. In view of the expanding lubricant market in India and consolidation of Japanese automobile manufacturers, JXNOE established a joint venture along with Tide Water Oil Company (India) Limited (TWO) wherein the business segment relating to 'ENEOS' range of products was transferred during 2014-15. The Joint Venture Company so formed, is construed to be a 'related party' in terms of Section 2(76) read with Section 2(6) of the Companies Act, 2013.

As per the agreement, your company acts as toll manufacturer of the Joint Venture Company with respect to Factory Fill oil segment (FF segment) and provides 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 deemed to invoke provisions as contained in Section 188 of the Companies Act, 2013 and rules made thereunder.

Pursuant to the enactment of the Companies Act, 2013, the Securities & Exchange Board of India (SEBI) has made consequential amendments in the Standard Listing Agreement with the Stock Exchange(s), effective on and from 1st October, 2014. As per the revised Clause 49, '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 10% of the annual consolidated turnover, as per the last audited financial statements, of the Company 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 manufactures / supplies oil relating to FF segment and SF segment on behalf of / to the Joint Venture Company viz. JX Nippon TWO Lubricants India Private Limited and also provides allied services, referred above, with respect to the concerned business, cumulative transaction value whereof during the financial year ending on 31st March, 2016, is envisaged to exceed the limits stated under revised Clause 49, 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 Companies Act, 2013, 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 7th April, 2015.

As per the provisions of Section 188(1) of the Companies Act, 2013, related parties cannot vote on this resolution.

#### **Item No. 10**

The shareholders of the Company vide their resolution dated 16th August, 2012 approved terms and conditions of appointment of Shri R.N.Ghosal as Managing Director of the Company with effect from 2nd November, 2011. The concerned terms and conditions contained certain set of perquisites, which he was entitled to, in view of the shareholders resolution referred above.

The Board of Directors of the Company vide their resolutions dated 4th February, 2015 read with 7th April, 2015 on recommendation of the Nomination and Remuneration Committee, restructured the perquisites payable to all management staff of the Company, by approving payment of perquisites upto a maximum of 50% of the Basic Salary, in place and stead of fixed set of allowances / perquisites. As such, all management staff, including Managing Director, will be allowed to choose / opt for perquisites and / or allowances, from a set of specified perquisites / allowances, subject to the overall ceiling stated above.

Since the aforesaid arrangement entails variation of terms and conditions of appointment of Shri R.N.Ghosal, Managing Director, from that as sanctioned by the shareholders vide their resolution dated 16th August, 2012, consent of the shareholders is being hereby sought afresh, for approval of the variation, referred above.

The Board of Directors of your Company 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 Companies Act, 2013, other than Shri R.N.Ghosal, Managing Director, 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 Company's Registered Office 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 on the Register of Members of the Company on 22nd July, 2015.
- (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.

## TIDE WATER OIL CO. (INDIA), LTD.

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- (6) Instructions regarding change of address and / or mandate should be sent so as to reach the Registrars or Registered Office of the Company latest by 22nd July, 2015.
- (7) Members holding shares in more than one account are requested to intimate to the Registrars 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<br>(with pin code) | Nine digit code no. of the Bank & Branch<br>as appearing in the cheque book<br>(with photocopy of a cheque) |
- (9) Pursuant to the provision of Section 205A of the Companies Act, 1956, as amended, interim and final dividend for the financial year ended 31st March, 2007, 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, 2008 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 29th August, 2014 (date of last Annual General Meeting) on the website of the Company ([www.tidewaterindia.com](http://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 Participant 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, read with Clause 32 of the Standard Listing Agreement with the Stock Exchange(s), the Company will effect electronic delivery of notice of Annual General Meeting and Annual Report for the year ended 31st March, 2015 to those shareholders, whose email-ids were registered with the respective depository participants and down-loadable from the depositories viz., NSDL / CDSL. 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 Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 92nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM will be provided by National Securities Depository Limited (NSDL).
- The instructions for remote 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 / login 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 / login ID and password.
  - If you are logging in for the first time, please enter the user / login 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.

- viii. 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.
  - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
  - xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
  - xii. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG format) of the relevant Board Resolution / Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to shawmanoj2003@gmail.com and / or shawmanoj2003@yahoo.co.in, with a copy marked to evoting@nsdl.co.in.
  - xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting User Manual - Shareholder, available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800-222-990.
  - xiv. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - xv. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on 15th July, 2015 may obtain user/login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [mcssta@rediffmail.com](mailto:mcssta@rediffmail.com).  
  
However, if you are already registered with NSDL for e-voting then you can use your existing user/login ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no. 1800-222-990.
- B. In case a Member receives physical copy of the Notice of Annual General Meeting (for Members whose email addresses are not registered with the Company / Depositories):
- i. Initial password is provided in the enclosed form: EVEN (E-Voting Event Number), user / login ID and password.
  - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.
- C. Other Instructions:
- i. The remote e-voting period commences on Sunday, 19th July, 2015 (10.00 a.m. IST) and ends on Tuesday, 21st July, 2015 (5.00 p.m. IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on 15th July, 2015, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently.
  - ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 15th July, 2015.
  - iii. Shri M.P. Shaw, Practising Company Secretary (Membership No. FCS 5517), Proprietor of Manoj Shaw & Co., Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
  - iv. Facility for voting through polling paper shall be made available at the 92nd Annual General Meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their rights at the concerned meeting.
  - v. The Scrutinizer shall, after conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting within a period not exceeding three working days from the conclusion of the remote e-voting period, in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusions of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company who will countersign the same and declare the result of voting forthwith.
  - vi. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
  - vii. Members of the company holding shares either in physical form or in dematerialized form, as on 15th July, 2015, may opt for remote e-voting or voting at the AGM through polling paper.
  - viii. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.tidewaterindia.com](http://www.tidewaterindia.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately on declaration of result by the Chairman and communicated to the National Stock Exchange of India Limited (NSE), Bombay Stock Exchange Limited (BSE) and The Calcutta Stock Exchange Limited (CSE), where the shares of the Company are listed.
- (14) Pursuant to Clause 49 of the Listing Agreement with the Stock Exchange(s), the details of the Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting are provided as under :-