

# TIDE WATER OIL CO. (INDIA) LTD.

Regd. Office: Yule House | 8, Dr. Rajendra Prasad Sarani | Kolkata 700 001

Tel: 033 2242 1086 | Fax: 033 2242 1087 | E-mail: tidecal@tidewaterindia.co.in | www.tidewaterindia.com

CIN : L23209WB1921PLC004357

An ISO 9001 2015 Company

Date: 15<sup>th</sup> June, 2021

National Stock Exchange of India Ltd.

(Scrip ID – TIDEWATER)

Exchange Plaza,

Plot No. C/1, Block – G,

Bandra-Kurla Complex, Bandra (E)

Mumbai – 400051

Fax No. (022) 2659 8237 / 8238 / 66418124 / 8125

BSE Limited

(Scrip Code – 590005)

(Formerly Bombay Stock Exchange Ltd.)

Floor 25, P.J. Towers,

Dalal Street,

Mumbai – 400001

Fax No. (022) 2272 3353

Dear Sir(s),

## **Sub: Submission of Postal Ballot Notice and Form**

In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, enclosed please find the copy of Postal Ballot Notice dated 10<sup>th</sup> June, 2021 along with Postal Ballot Form, as circulated on 15<sup>th</sup> June, 2021, to the members of the Company, whose names were appearing in the Register of Members or in the beneficiaries' list of Depositories as on Friday, 11<sup>th</sup> June, 2021.

This is for your information and records.

Thanking you,

Yours faithfully,

For Tide Water Oil Co. (India) Ltd.

  
(S. Ganguli)

Company Secretary

Encl: As above.





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

CIN: L23209WB1921PLC004357

Registered Office: 'Yule House', 8, Dr. Rajendra Prasad Sarani, Kolkata – 700 001

Tel.: 033 2242 1086; Fax: 033 2242 1087

Website(s) : www.tidewaterindia.com; www.veedolindia.com

Email : tidecal@tidewaterindia.co.in

### POSTAL BALLOT NOTICE

#### **Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time**

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with the Companies (Management and Administration) Rules, 2014 (the Rules) (including any statutory modification or re-enactment(s) thereof for the time being in force) and pursuant to other applicable laws and regulations, that the Resolutions appended below are proposed to be passed by the members of the Company by postal ballot / remote electronic voting (e-voting).

The Explanatory Statement pursuant to Section 102 of the Act, Secretarial Standard-2 on General Meetings and Regulation 17(11) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended pertaining to the said Resolutions setting out the material facts concerning the said items and the reasons thereof is annexed hereto, which forms part of this Postal Ballot Notice, along with a Postal Ballot Form for your consideration.

The Board of Directors of the Company (the Board), at its meeting held on 10<sup>th</sup> June, 2021, has considered, approved and recommended sub-division of ordinary shares of the Company and consequent alteration of the Memorandum and Articles of Association of the Company and issue of bonus shares.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended the Company is offering facility of e-voting to members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the notes and instructions for casting of votes by e- voting.

Pursuant to Rule 22(5) of the Rules, the Board of Directors has appointed Shri Manoj Prasad Shaw, Practicing Company Secretary, Kolkata (FCS No. 5517), as the Scrutinizer to conduct the Postal Ballot and e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. Members have the option to vote either by means of physical Postal Ballot or through e-voting. Members desiring to exercise their vote by means of physical Postal Ballot are requested to carefully read the instructions indicated in the Notice and record their assent (for) or dissent (against) in the Postal Ballot Form and return the same, in original, duly completed and signed, in the enclosed self-addressed postage pre-paid business reply envelope, so as to reach the Scrutinizer Shri Manoj Prasad Shaw, Practicing Company Secretary, on or before 5.00 p.m. (IST) on Thursday, 15<sup>th</sup> July, 2021. Postage will be borne and paid by the Company. Postal Ballot Forms, if sent at the expense of the members, will also be accepted. The Postal Ballot Forms received after 5.00 p.m. (IST) on Thursday, 15<sup>th</sup> July, 2021 will be strictly treated as if a reply from such member has not been received.

Upon completion of the scrutiny of the Postal Ballot Forms and votes cast through e-voting in a fair and transparent manner, the Scrutinizer will submit his report to the Managing Director or any other authorized person of the Company. The results of the Postal Ballot will be announced by the Managing Director or any other authorized person of the Company on Friday, 16<sup>th</sup> July, 2021 at the Registered Office of the Company latest by 6:00 p.m. (IST). The said results would be displayed at the Registered Office as well as Corporate Office of the

Company, and would also be intimated to the National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed/traded. Additionally, the results will also be uploaded on the Company's website, [www.tidewaterindia.com](http://www.tidewaterindia.com) and on the website of National Securities Depository Limited, [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

In the event the resolutions are passed by requisite majority, the date of passing of the resolutions shall be deemed to be Thursday, 15<sup>th</sup> July, 2021, i.e. last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting.

#### **Item No. 1 - Approval for sub-division of shares**

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

As a Special Resolution

"RESOLVED THAT pursuant to the provisions of Section 61 (including any modification or re-enactment thereof) and any other applicable provisions, if any, of the Companies Act, 2013 (Act) read together with the provisions of the Rules under the Act and read with any other provisions of law, as applicable for the time being and subject to approvals, consents, permissions and sanctions as may be necessary from any authority, whether statutory or otherwise, the Authorized Share Capital of the Company comprising of 4,00,00,000 (Four Crores) Ordinary Shares of the face value of Rs.5/- each aggregating to Rs.20,00,00,000 (Rupees Twenty Crores) only be and is hereby sub-divided into 10,00,00,000 (Ten Crores) Ordinary Shares of face value of Rs.2/- each, with effect from the 'Record Date' to be determined or as determined by the Board of Directors (hereinafter referred to as 'the Board', which expression shall be deemed to include the existing Committee of Directors thereof) from time to time."

"RESOLVED FURTHER THAT the issued, subscribed and fully paid-up Ordinary Share Capital of the Company, comprising of 34,84,800 (Thirty Four Lakhs Eighty Four Thousand and Eight Hundred) Ordinary Shares of the face value of Rs.5/- each aggregating to Rs. 1,74,24,000 (Rupees One Crore Seventy Four Lakhs and Twenty Four Thousand) only be sub-divided into 87,12,000 (Eighty Seven Lakhs Twelve Thousand) Ordinary Shares of the face value of Rs. 2/- each as on the Record Date to be determined or as determined by the Board or any Committee thereof from time to time."

"RESOLVED FURTHER THAT in case of fractional shares, if any arising out of the issue and allotment of the sub-divided Shares, the Company shall not issue any certificate or coupon in respect thereof but all such fractional entitlements, if any, shall be consolidated and shall be allotted by the Board or any Committee thereof in either dematerialized form or in physical form or partly in dematerialized form and partly in physical form to one of the Directors of the Company, whether executive or otherwise, by whatever name called, as had been nominated or to be nominated by the Board or any Committee thereof for this purpose, who shall hold the same as trustee(s) for the members entitled thereto, and distribute the same to Members in proportion to their fractional entitlements post issue of bonus share thereon or otherwise."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board or any Committee thereof be and is hereby authorized to do, perform and execute all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, expedient, usual or proper and to settle any question or doubts that may arise in this regard at any stage including at the time of sub-division of shares or issue of bonus shares thereon without requiring the Board or any Committee thereof to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected herewith or incidental hereto expressly by the authority of this resolution, or as the Board or any Committee thereof in its absolute discretion may think fit and its decision shall be final and binding on all members and other interested persons and to do all acts connected herewith or incidental hereto including but not limited to delegation of their powers to such person or persons as may be deemed expedient and the members hereby ratify and adopt all such decision, action, etc. as had been taken or undertaken by the Board or any Committee thereof in this regard."



## **Item No. 2 - Approval for alteration of the Capital Clause of the Memorandum of Association**

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

As a Special Resolution

“RESOLVED THAT pursuant to the provisions of Sections 13 and 61 (including any modification or re-enactment thereof) and any other applicable provisions, if any, of the Companies Act, 2013 (Act) read together with the provisions of the Rules under the Act and read with any other provisions of law, as applicable for the time being and subject to approvals, consents, permissions and sanctions as may be necessary from any authority, whether statutory or otherwise, Clause 5 of the Memorandum of Association of the Company be and is hereby amended and substituted by the following:

- 5 The Share Capital of the Company is Rs.20,00,00,000 (Rupees Twenty Crores) divided into in 10,00,00,000 (Ten Crores) Ordinary Shares of Rs.2/- each with the rights, privileges and conditions attaching thereto as are provided by the Articles of Association of the Company for the time being with power to increase or reduce the Capital of the Company and to divide the Shares in the Capital for the time being into several classes and to attach thereto, respectively such preferential rights, privileges and conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being.”

“RESOLVED FURTHER THAT the Board of Directors or any Committee thereof be and is hereby severally authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Memorandum of Association and further to do all such acts, deeds, matters and things as may be deemed necessary including but not limited to delegate all or any of the powers herein vested in them to any person or persons, as deemed expedient to give effect to this resolution and the members hereby ratify and adopt all such decision, action, etc. as had been taken or undertaken by the Board or any Committee thereof in this regard.”

## **Item No. 3 - Approval for alteration of the Capital Clause of the Articles of Association**

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

As a Special Resolution

“RESOLVED THAT pursuant to the provisions of Section 14 (including any modification or re-enactment thereof) and any other applicable provisions, if any, of the Companies Act, 2013 (Act) read together with the provisions of the Rules under the Act and read with any other provisions of law, as applicable for the time being and subject to approvals, consents, permissions and sanctions as may be necessary from any authority, whether statutory or otherwise, Article 4 of the Articles of Association of the Company be and is hereby amended and substituted by the following:

- 4 Share Capital of the Company is Rs.20,00,00,000 (Rupees Twenty Crores) divided into 10,00,00,000 (Ten Crores) Ordinary shares of Rs.2/- each.

“RESOLVED FURTHER THAT the Board of Directors or any Committee thereof be and is hereby severally authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts, deeds, matters and things as may be deemed necessary including but not limited to delegate all or any of the powers herein vested in them to any person or persons, as deemed expedient to give effect to this resolution and the members hereby ratify and adopt all such decision, action, etc. as had been taken or undertaken by the Board or any Committee thereof in this regard.”

#### **Item No. 4 - Approval for issue of bonus shares**

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

As a Special Resolution

“RESOLVED THAT pursuant to Section 63 of the Companies Act, 2013 (including any modification or re-enactment thereof) read with applicable provisions of Articles of Association of the Company and upon recommendation of the Board of Directors made at their meeting held on 10<sup>th</sup> June, 2021 (hereinafter referred to as “the Board”, which term shall also include the existing Committee of Directors thereof) and pursuant to all applicable provisions of the Companies Act, 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the SEBI Regulations”) as in force, subject to all applicable laws and in accordance with all relevant provisions of the Memorandum and Articles of Association of the Company and in accordance with the Rules/Regulations/Guidelines, if any, prescribed by SEBI or Reserve Bank of India (RBI) under the Foreign Exchange Management Act, 1999 (FEMA) (including any statutory modification(s) or re-enactments thereof, for the time being in force) and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and currently in force and subject to any necessary approval(s), consents, permissions and sanctions, if any, as may be required from Government of India, State Government, Reserve Bank of India, SEBI, Stock Exchanges, Ministry of Corporate Affairs (MCA), Registrar of Companies and/or any other appropriate statutory regulatory authorities, government authorities or departments, institutions or bodies as may be required (**‘Concerned Authorities’**), in this regard and subject to such terms and conditions as may be specified/imposed by such concerned authorities while according such approvals, the consent of the members of the Company be and is hereby accorded to capitalize a sum not exceeding Rs.1,74,24,000 (Rupees One Crore Seventy Four Lakhs Twenty Four Thousand) only out of the sum standing to the credit of Company’s General Reserve Account/Securities Premium Account or such other accounts as are permissible to be capitalized and utilized for the purpose, as per the audited accounts of the Company for the financial year ended 31<sup>st</sup> March, 2021 and that the said amount be transferred to the Share Capital Account and be applied for issue and allotment of ordinary shares not exceeding 87,12,000 (Eighty Seven Lakhs Twelve Thousand) ordinary shares of Rs. 2/- each as bonus shares credited as fully paid up, to the eligible members of the Company holding ordinary shares of Rs.2/- each (Ratio1:1) held post sub-division as on the record date and that the new bonus shares so issued and allotted shall be treated for all purposes as an increase of the nominal amount of the equity capital of the Company held by each such member and not as income.”

“RESOLVED FURTHER THAT the new ordinary shares shall be allotted subject to the Memorandum and Articles of Association of the Company and shall in all respects rank pari passu with the existing fully paid-up ordinary shares of the Company, with a right, to participate in dividend in full that may be declared after the date of allotment of these ordinary shares as the Board may determine.”

“RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of the said bonus shares but in the case of members who opt to receive the bonus shares in dematerialized form, the bonus shares as aforesaid shall be credited to the beneficiary accounts of the shareholders with their respective Depository Participants within the stipulated time as may be allowed by the appropriate authorities and in the case of shareholders who opt to receive the bonus shares in physical form, the share certificates in respect thereof shall be delivered within such time as may be allowed by the appropriate authorities.”

“RESOLVED FURTHER THAT incase of fractional shares, if any arising out of the issue and allotment of the Bonus Shares, the Company shall not issue any certificate or coupon in respect thereof but all such fractional entitlements, if any, shall be consolidated and the Bonus Shares, in lieu thereof, shall be allotted by the Board or any Committee thereof to one of the Directors of the Company, whether executive or otherwise, by whatever name called, as had been nominated or to be nominated by the Board or any Committee thereof for this purpose, who shall hold the same as trustee(s) for the members entitled thereto, and distribute the same to Members in proportion to their fractional entitlements post issue of bonus shares or otherwise and such person or trustee, by whatever name called shall also be entitled to receive bonus shares on the fractional entitlements arising out of sub-division of the shares, whether in dematerialized form or otherwise and hold the same in trust for the members entitled thereto and distribute the same to the Members proportionately with regard to their respective entitlements through such mode as may be deemed justified and expedient.”

“RESOLVED FURTHER THAT the Board or any Committee thereof be and is hereby authorized to take necessary steps for listing of the bonus shares so allotted on the Stock Exchanges where the securities of the Company are listed as per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and other applicable laws.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board or any Committee thereof be and is hereby authorized to do, perform and execute all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, expedient, usual or proper and to settle any question or doubts that may arise in this regard at any stage including at the time of listing of the bonus shares without requiring the Board or any Committee thereof to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected herewith or incidental hereto expressly by the authority of this resolution, or as the Board or any Committee thereof in its absolute discretion may think fit and its decision shall be final and binding on all members and other interested persons and to do all acts connected herewith or incidental hereto including but not limited to delegation of their powers to such person or persons as may be deemed expedient and the members hereby ratify and adopt all such decision, action, etc. as had been taken or undertaken by the Board or any Committee thereof in this regard.”

By Order of the Board  
For Tide Water Oil Co. (India) Ltd  
Sd/-  
S. Ganguli  
Company Secretary  
(ACS 20735)

Place: Kolkata

Date : 10<sup>th</sup> June, 2021

### **Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013**

#### **Item No. 1**

The Equity Shares of the Company are listed on the National Stock Exchange of India Limited (NSE). The shares are also traded in the BSE Limited (BSE) under permitted category. The Board of Directors of the Company, at its meeting held on 10<sup>th</sup> June, 2021, has recommended sub-division of the face value of equity shares of the Company from Rs. 5/- per share to the face value of Rs. 2/- each.

Consequent to the above sub-division, it is necessary to alter the Capital Clause of the Memorandum and Articles of Association of the Company.

The special resolutions in Item No. 2 and Item No. 3 seeks to make corresponding amendments in Clause 5 of the Memorandum of Association and Article 4 of the Articles of Association of the Company, respectively to give effect to the sub-division of shares which is proposed as a Special Resolution mentioned in Item No. 1.

A copy of the Memorandum and Articles of Association of the Company showing proposed alterations is available for inspection at the Registered Office of the Company without any fees during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till 15<sup>th</sup> July, 2021 subject to available relaxations, if any granted by local authorities in view of restrictions imposed due to outbreak of the pandemic. However, for the purpose of inspection, the document shall also be available at the website of the Company [www.tidwaterindia.com](http://www.tidwaterindia.com) under Investor Relations.

The Board of Directors of your Company considers that the proposed Special Resolution is in the interest of the Company and pursuant to Regulation 17(11) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Board recommends sub-division of the face value of equity shares of the Company from Rs. 5/- per share to the face value of Rs. 2/- each, 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.

### **Item No. 2 and 3**

The present Authorized Share Capital of the Company is Rs. 20,00,00,000 (Rupees Twenty Crores only). In view of the proposal for issue of sub-divided shares, as referred under Item No. 1, it is proposed to sub-divide the number of equity shares underlying the Authorized Share Capital of the Company from 4,00,00,000 (Four Crores) ordinary shares of Rs. 5/- each amounting to Rs. 20,00,00,000 (Rupees Twenty Crores) only to 10,00,00,000 (Ten Crores) ordinary shares of Rs. 2/- each amounting to Rs. 20,00,00,000 (Rupees Twenty Crores) only.

The Board of Directors at their meeting held on 10<sup>th</sup> June, 2021 approved the proposal to revise the Authorized Share Capital of the Company and consequent amendments to the Memorandum and Articles of Association of the Company.

Revision in Authorized Share Capital would necessitate amendment to Clause 5 of the Memorandum of Association and Article 4 of Article of Association of Company and would require members' approval by passing Special Resolutions.

The Board of Directors of your Company consider that the proposed resolutions are in the interest of the Company and pursuant to Regulation 17(11) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Board recommends them 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 these Resolutions proposed to be passed.

### **Item No. 4**

In keeping with the Company's tradition of rewarding shareholders, the Board of Directors of the Company ('the Board') at its meeting held on 10<sup>th</sup> June, 2021 has recommended issue of bonus shares in the ratio of 1:1 i.e. one new fully paid up equity share of Rs. 2/- each for every one fully paid up equity share of Rs. 2/- each, post sub-division of the shares as stated under Item No. 1 to the eligible members of the Company as on the Record Date as determined or to be determined by the Board or any Committee thereof for this purpose.

The capitalization of reserves shall be to the extent of Rs.1,74,24,000 (Rupees One Crore Seventy Four Lakhs Twenty Four Thousand) only in lieu of issue of bonus shares of Rs. 2/- each in the proportion of 1:1 (i.e. one fully paid bonus shares of face value of Rs. 2/- each for every eligible existing fully paid equity shares of Rs. 2/- each) held by the members as on the Record Date, post sub-division of shares.

The Company satisfied the conditions of and requirements for, issue of Bonus Shares contained in Chapter XI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as presently in force.

The Board of Directors of your Company considers that the proposed Special Resolution is in the interest of the Company and pursuant to Regulation 17(11) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Board recommends issue of bonus shares in the ratio of 1:1 i.e. one new fully paid up equity share of Rs. 2/- each for every one fully paid up equity share of Rs. 2/- each, post sub-division of shares 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.

By Order of the Board  
For Tide Water Oil Co. (India) Ltd  
Sd/-  
S. Ganguli  
Company Secretary  
(ACS 20735)

Place: Kolkata  
Date : 10<sup>th</sup> June, 2021



## NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (Act) stating material facts and reasons for the proposed resolutions have been provided.
2. The Postal Ballot Notice alongwith the Postal Ballot Form is being sent by electronic mode to those Members, whose e-mail addresses are registered with the Company/Depositories, unless any Member has registered for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode alongwith a self-addressed postage pre-paid business reply envelope. Members may note that this Notice will be available on the Company's website, [www.tidewaterindia.com](http://www.tidewaterindia.com) and on the website of National Securities Depository Limited, [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
3. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Friday, 11<sup>th</sup> June, 2021 (Cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by Postal Ballot or e-voting.
4. Members who have received this Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot may download the Postal Ballot Form attached to the e-mail or from the weblink, [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or from the Company's website, [www.tidewaterindia.com](http://www.tidewaterindia.com) where this Postal Ballot Notice alongwith the Form is displayed and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before 5:00 p.m. (IST) on Thursday, 15<sup>th</sup> July, 2021. Person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
5. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company is pleased to provide voting by electronic means (e-voting) facility to the Members, to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility to its Members.
6. During the voting period, Members can login to NSDL's e-voting platform any number of times till they have voted on the resolution. Once the vote on a resolution is cast by a Member, he/she shall not be allowed to change it subsequently or cast the vote again.
7. Members can opt for only one mode of voting i.e. either Postal Ballot Form or e-voting. In case any Member votes both by Postal Ballot Form and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered "INVALID".
8. The e-voting period commences on Wednesday, 16<sup>th</sup> June, 2021 at 10:00 a.m. (IST) and ends at 5:00 p.m. (IST) on Thursday, 15<sup>th</sup> July, 2021. During this period, Members of the Company, holding shares either in physical or dematerialised form, as on the cut-off date, i.e. Friday, 11<sup>th</sup> June, 2021, may cast their vote electronically. The e-voting module shall be disabled by NSDL thereafter.
9. The resolution, if approved by requisite majority, will be deemed to be passed on Thursday, 15<sup>th</sup> July, 2021 i.e. the date of declaration of result by the Managing Director of the Company or any other person authorized in this regard.
10. A Member cannot exercise his vote by proxy on Postal Ballot.
11. The Postal Ballot Forms shall be considered invalid, inter alia, if (i) it is not possible to determine without any doubt the assent or dissent of the Member, and/or (ii) a competent authority has given directions in writing to the Company to freeze the voting rights of the Member, and/or (iii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established, and/or (iv) the Member has made any amendment to the resolution set out herein or imposed any condition while exercising his/her vote and/or (v) for any other matter as stated under Para 16.5.3 of Secretarial Standards 2 on General Meetings as issued by the Institute of Company Secretaries of India.
12. The document(s) referred to in the Postal Ballot Notice and Explanatory Statement, if any, will be available for inspection at the Company's Registered Office and copies thereof shall also be available for inspection at the Registered and Corporate Office of the Company on all working days, except Saturdays, Sundays and



public holidays, between 11:00 a.m. and 1:00 p.m. till Thursday, 15<sup>th</sup> July, 2021 subject to available relaxations, if any granted by local authorities in view of restrictions imposed due to outbreak of the pandemic. However for the purpose of inspection, the documents shall also be available at the website of the Company [www.tidewaterindia.com](http://www.tidewaterindia.com).

13. In case a Member is desirous of obtaining duplicate Postal Ballot Form, the Member may write to the Company at its registered office or download the Postal Ballot Form from the Company’s website, [www.tidewaterindia.com](http://www.tidewaterindia.com) or from the website of NSDL, [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
14. Members who have not registered their e-mail addresses are requested to register the same with the Company’s Registrar and Transfer Agents/Depository Participant(s) for sending future communication(s) in electronic form.
15. A Member need not use all his/her/its votes nor does he/she/it need to cast all his/her/its votes in the same way.
16. The Scrutinizer’s decision on the validity of the Postal Ballot Form shall be final.
17. Voting through electronic means (Electronic Voting):

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Members are provided with the facility to cast their vote electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its Members.

**The instructions for remote e-voting are as under:**

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. If you are already registered for <b>NSDL IDeAS facility</b> , please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “ <b>Beneficial Owner</b> ” icon under “Login” which is available under “ <b>IDeAS</b> ” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.

	<ol style="list-style-type: none"> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select <b>“Register Online for IDeAS”</b> Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 224 430
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.



5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to shawmanoj2003@gmail.com and/or shawmanoj2003@yahoo.co.in, with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 224 430 or send a request to Mr. Amit Vishal, Senior Manager or Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in.

## Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to mcssta@rediffmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to mcssta@rediffmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



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

CIN: L23209WB1921PLC004357

Registered Office: 'Yule House', 8, Dr. Rajendra Prasad Sarani, Kolkata – 700 001

Tel.: 033 2242 1086; Fax: 033 2242 1087

Website(s) : www.tidewaterindia.com; www.veedolindia.com

Email : tidecal@tidewaterindia.co.in

### POSTAL BALLOT FORM

1. Name(s) of Shareholder(s) :  
including joint-holders, if any  
(in block letters)
2. Registered Address of the Sole :  
/ First named shareholder
3. Registered Folio No. :  
/DP. ID. and Client ID.\*  
(\*Applicable to shareholders  
holding shares in demat form)
4. No. of shares held :
5. I/We hereby exercise my/our vote in respect of the following resolutions to be passed through Postal Ballot for the business stated in the Notice dated 10<sup>th</sup> June, 2021 of the Company by sending my/our assent or dissent to the said resolutions by placing tick mark (✓) at the appropriate boxes below:

Item No.	Resolution Description	No. of Shares	I / We assent to the resolution	I / We dissent to the resolution
1	Special Resolution for approval of sub-division of shares			
2	Special Resolution for approval of alteration of the Capital Clause (Clause 5) of the Memorandum of Association			
3	Special Resolution for approval of alteration of the Capital Clause (Clause 4) of the Articles of Association			
4	Special Resolution for approval of issue of bonus shares			

Place: .....  
Date: ..... Signature of the Shareholder



### REMOTE ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

- Note :**
- (i) If the voting rights are exercised electronically, there is no need to use this form.
  - (ii) Please read the instructions carefully, provided under the heading 'NOTES' forming part of the Postal Ballot Notice dated 10<sup>th</sup> June, 2021.