

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

Ref: TWO/2019/SG/0207-0208

Date: 28th February, 2019

Letters sent to:

National Stock Exchange of India Ltd.
Exchange Plaza,
Plot No.C/1, Block – G,
Bandra-Kurla Complex, Bandra (E)
Mumbai – 400051
Fax No. (022) 2659 8237 / 8238 / 66418124 / 8125

(Scrip ID – TIDEWATER)

BSE Limited
(Formerly Bombay Stock Exchange Ltd.)
Floor 25, P.J. Towers,
Dalal Street,
Mumbai – 400001
Fax No. (022) 2272 3353

(Scrip Code – 590005)

Dear Sir,

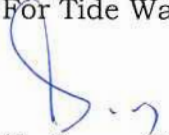
Sub: Postal Ballot

Enclosed please find the copies of Postal Ballot Notice dated 11th February, 2019 along with Postal Ballot Form, as circulated on 28th February, 2019, 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, 22nd February, 2019.

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.

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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]

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/ electronic voting (e-voting). The explanatory statement pertaining to the proposed Resolutions setting out the material facts concerning each Resolution and the reasons thereof is annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company ('the Board'), at its meeting held on 11th February, 2019, has considered, approved and recommended the continuation of Directorship of Shri D.S. Chandavarkar (DIN: 00176277), Non-Executive Director, who has attained the age of seventy five (75) years.

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, 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, Practising 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, Practising Company Secretary, on or before 5.00 p.m. IST on Saturday, 30th March, 2019. 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 Saturday, 30th March, 2019 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 Chairman or any other authorized person of the Company. The results of the Postal Ballot will be announced by Chairman or any other authorized person of the Company on Saturday, 30th March, 2019 at the Registered Office of the Company at 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 and on the website of National Securities Depository Limited, www.evoting.nsdl.com.

In the event the resolution is passed by requisite majority, the date of passing of the resolution shall be deemed to be Saturday, 30th March, 2019, i.e. last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting.

SPECIAL BUSINESS

Item No. 1 - Approval for continuation of Directorship of Shri D.S. Chandavarkar (DIN:00176277) as a Non-Executive Director.

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (effective from April 1, 2019) including any amendment, modification, variation or re-enactment thereof for the time being in force and pursuant to the recommendation of the Board of Directors, approval of the members of the Company be and is hereby accorded for continuation of Directorship of Shri D.S. Chandavarkar (DIN: 00176277) as a Non-Executive Director of the Company beyond the age of 75 years with effect from April 1, 2019.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

Registered Office :
“Yule House”
8, Dr. Rajendra Prasad Sarani,
Kolkata - 700 001
Date : 11th February, 2019

By Order of the Board
S. Ganguli
Company Secretary

**Explanatory statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013
Item no. 1:**

The Securities and Exchange Board of India (SEBI) vide its circular dated May 09, 2018 has amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and has now mandated all listed companies vide Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 to obtain shareholders' approval vide Special Resolution for appointment/ continuation of directorship of any Non- Executive Director who has attained the age of 75 years w.e.f. April 01, 2019.

Since, Shri D.S. Chandavarkar, Non-Executive Director of the Company has attained the age of seventy five years, consent of the Members by way of Special Resolution is sought by the Company in compliance with Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, for continuance of their Directorship as Non-Executive Directors of the Company beyond the age of 75 years for the period with effect from April 01, 2019.

Shri D.S. Chandavarkar is a Non-Executive Director of the Company and has vast and rich experience of more than 37 years in the field of manufacturing of greases, automotive and industrial lubricants industry. His knowledge of the business and industry environment and vast experience in general management has been an asset to the Company. The Company is driven by his vision and under his esteemed guidance, the Company has attained a considerable growth.

Shri D.S. Chandavarkar is Chairman and Managing Director of Standard Greases & Specialities Pvt. Ltd, Joint Promoters of this Company. His experience is relevant for the business of the Company and continuation of his appointment was proposed by the Board of Directors in view of his expertise and domain knowledge which was deemed indispensable and beneficial for the Company.

The Board of Directors recommends the Special Resolutions as set out at Item No. 1 of this Notice for continuation of Directorship of Shri D.S. Chandavarkar.

No person, as specified under Section 102(1)(a) of the Companies Act, 2013, other than Shri D.S. Chandavarkar and Shri Vinod S. Vyas is in any way concerned or interested, financially or otherwise, in the Resolutions as set out at Item No. 1 of this Notice.

Pursuant to Regulation 36(3) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of Shri D.S. Chandavarkar, Director is provided as under:

1.	Name of Director	Shri D. S. Chandavarkar
2.	Date of Birth (Age in years)	7th February, 1942 (77)
3.	Date of Appointment	30th May, 2017
4.	Expertise in specific functional area (Experience in years)	Administrative & Management Functions (More than 37 years)

5.	Qualification	N.A.
6.	Shareholding in the Company (either personally or on beneficial basis)	NIL
7.	List of other Public Limited Companies in which Directorship held	Royal Castor Products Ltd. and Sky Bio-Pharma (India) Ltd.
8.	Chairman/Member of the Committees of the Board across all Public Companies in which he is a Director	NIL
9.	Chairman/Member of the Committees of the Board of the Company	Member – Nomination & Remuneration Committee
10.	Disclosure of relationships between Directors inter-se and other Key Managerial Personnel.	No relationship shared between Directors inter-se. No relationship shared with any Key Managerial Personnel of the Company.
11.	Terms and Conditions of appointment / re-appointment	As per prevailing practice, Non-Executive Directors are entitled to sitting fees only.
12.	Remuneration sought to be paid / last drawn	Rs. 25,000/- sitting fees for attending each Board Meeting
13.	Number of Board Meetings attended during the year	3 Board Meetings during the financial year 2018-19

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 resolution is annexed hereto.
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 and on the website of National Securities Depository Limited, 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, 22nd February, 2019 (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 or from the Company's website, www.tidewaterindia.com where this Postal Ballot Notice 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 Saturday, 30th March, 2019. 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 Rules, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 Friday, 1st March, 2019 at 10:00 a.m. (IST) and ends at 5:00 p.m. (IST) on Saturday, 30th March, 2019. During this period, Members of the Company, holding shares either in physical or dematerialised form, as on the cut-off date, i.e. Friday, 22nd February, 2019, 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 the last date specified for receipt of duly completed Postal Ballot Form or e-voting i.e. Saturday, 30th March, 2019.
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 vote.
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 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 Saturday, 30th March, 2019.
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 or from the website of NSDL, 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, and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 is mentioned below:

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’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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.	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>
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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, your 'initial password' is communicated to you on your postal address.

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.
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

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.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 or shawmanoj@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.: 1800-222-990 or send a request at evoting@nsdl.co.in. You may also contact National Securities Depository Ltd. at their address Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013.

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POSTAL BALLOT FORM

SL. NO.

1. Name(s) of the Shareholder(s) :
including joint-holder(s), if any
(in block letters)
2. Registered Address of the Sole :
/ First named shareholder
3. Registered Folio No. :
/DP ID/Client ID *
(*Applicable to investors holding
shares in demat form)
4. No. of shares held :
5. I/We hereby exercise my/our vote in respect of the following resolution to be passed through Postal Ballot for the business stated in the Notice dated 11th February, 2019 of the Company by sending my/our assent or dissent to the said resolution by placing tick mark (✓) at the appropriate box below:

Resolution Description	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
Special Resolution for approval of continuation of appointment of Shri D.S. Chandavarkar (DIN 00176277)			

Place :

Date :

Signature of Shareholder

REMOTE ELECTRONIC VOTING PARTICULARS

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

- Notes: (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 11th February, 2019.

